

XCEL ENERGY INC  
Form FWP  
May 27, 2015

Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-203664

**XCEL ENERGY INC.**

**(a Minnesota corporation)**

**\$250,000,000 1.20% SENIOR NOTES, SERIES DUE JUNE 1, 2017**

**\$250,000,000 3.30% SENIOR NOTES, SERIES DUE JUNE 1, 2025**

Issuer:	Xcel Energy Inc. (a Minnesota corporation)	
Issue Format:	SEC Registered	
Expected Ratings*:	A3/BBB+/BBB+ (Moody s/Standard & Poor s/Fitch)	
Security Type:	Senior Notes	
Pricing Date:	May 27, 2015	
Settlement Date:	June 1, 2015 (T+3)	
Interest Payment Dates:	Semi-annually on June 1 and December 1, commencing December 1, 2015	
	2017 Bonds	2025 Bonds
Principal Amount:	\$250,000,000	\$250,000,000
Maturity Date:	June 1, 2017	June 1, 2025
Reference Benchmark:	0.625% due May 31, 2017	2.125% due May 15, 2025
Benchmark Price:	99-30	99-25
Benchmark Yield:	0.656%	2.149%
Re-offer Spread:	+58 bps	+120 bps
Re-offer Yield:	1.236%	3.349%
Coupon:	1.20%	3.30%
Price to Public:	99.929%	99.587%
Net Proceeds to Issuer:	\$249,072,500 (before transaction expenses)	\$247,342,500 (before transaction expenses)
Make-Whole Call:	At any time, T+10 bps	Prior to December 1, 2024 (the par call date), T+20 bps (calculated to the par call date)
Par Call:	None	On or after December 1, 2024, at par
Minimum Denominations:	\$1,000	\$1,000
CUSIP/ISIN:	98389BAQ3 / US98389BAQ32	98389BAR1 / US98389BAR15

Joint Book-Running Managers: Barclays Capital Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

Co-Manager: CIBC World Markets Corp.

**\*Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847, J.P. Morgan Securities LLC collect at 212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322.**