

Pricing Term Sheet  
dated as of February 14, 2013

**Free Writing Prospectus  
Filed pursuant to Rule 433  
Relating to the  
Preliminary Prospectus Supplements each dated February 12, 2013 to the  
Prospectus**

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If declared, the expected dividend payable on the first Dividend Payment Date is \$13.6111 per share of Mandatory Convertible Preferred Stock (equivalent to \$0.3402775 per Depositary Share). If declared, each subsequent dividend is expected to be \$17.50 per share of Mandatory Convertible Preferred Stock (equivalent to \$0.4375 per Depositary Share).

Conforming changes shall be made to the Depositary Shares Preliminary Prospectus Supplement to reflect the change in the record dates thereunder of February 1, May 1, August

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**Applica**



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CUSIP / ISIN for the Depositary Shares: 18683K 408 / US18683K4085

CUSIP / ISIN for the Mandatory Convertible Preferred Stock: 18683K 507 / US18683K5074

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

Lead Managers: Wells Fargo Securities, LLC  
BMO Capital Markets Corp.

Co-Managers: Credit Suisse

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