

TRANSCANADA PIPELINES LTD  
Form FWP  
February 27, 2017

Filed Pursuant to Rule 433  
Registration No. 333-216137  
February 27, 2017

**U.S.\$1,500,000,000**  
**TransCanada Trust**  
**TransCanada PipeLines Limited**

**Trust Notes Series 2017-A due 2077**

**Issuer:** TransCanada Trust

**Guarantor:** TransCanada PipeLines Limited

**Security:** Trust Notes Series 2017-A due 2077

**Size:** U.S.\$1,500,000,000

**Maturity Date:** March 15, 2077

**Coupon:** 5.300%

**Interest Rate and Interest Payment Dates:**

**Fixed Rate Period:** From, and including, the Closing Date to, but excluding, March 15, 2027 at a fixed rate equal to 5.300% per year, payable semi-annually in arrears on March 15 and September 15 of each year, commencing on September 15, 2017.

**Floating Rate Period:** From March 15, 2027, and on every March 15, June 15, September 15 and December 15 of each year thereafter until March 15, 2077 (each such date, a Series 2017-A Interest Reset Date ), the interest rate on the Trust Notes - Series 2017-A will be reset as follows: (i) starting on March 15, 2027 on every Series 2017-A Interest Reset Date, until March 15, 2047, the interest rate on the Trust Notes Series 2017-A will be reset at an interest rate per annum equal to the three month LIBOR plus 3.208%, payable in arrears, with the first payment at such rate being on June 15, 2027 and, (ii) starting on March 15, 2047, on every Series 2017-A Interest Reset Date, until March 15, 2077, the interest rate on the Trust Notes - Series 2017-A will be reset on each Series 2017-A Interest Reset Date at an interest rate per annum equal to the three month LIBOR plus 3.958%, payable in arrears, with the first payment at such rate being on June 15, 2047.

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<b>Day Count Convention:</b>	<i>Fixed Rate Period:</i> 360-day year consisting of twelve 30-day months.
	<i>Floating Rate Period:</i> actual number of days elapsed during each interest period and a 360-day year.
<b>Business Day:</b>	A day on which the Guarantor, Valiant Trust Company and CST Trust Company are open for business in the City of Calgary, Alberta, other than a Saturday, Sunday or any statutory or civic holiday in the City of Toronto, Ontario, the City of Calgary, Alberta and the City of New York, New York.
<b>Price to Public:</b>	100.000%
<b>Yield:</b>	5.300%
<b>Optional Redemption:</b>	On or after March 15, 2027 the Trust may redeem the Trust Notes Series 2017-A in whole at any time or in part from time to time on any Series 2017-A Interest Payment Date at a redemption price equal to par, together with accrued and unpaid interest to, but excluding, the date fixed for redemption.
<b>Redemption for Tax Event or Rating Agency Event:</b>	Upon the occurrence of, or any time following the occurrence of, a Rating Event or a Tax Event, the Trust may redeem all (but not less than all) of the Trust Notes Series 2017-A at a redemption price per U.S.\$1,000 principal amount of the Trust Notes - Series 2017-A equal to par (in the case of a Tax Event) and par plus \$20 (in the case of a Rating Event), together with accrued and unpaid interest to but excluding the date fixed for redemption.
<b>ERISA:</b>	Subject to the considerations discussed under Certain ERISA Matters, the Trust Notes Series 2017-A may be acquired by plans that are subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, as amended ( ERISA ) or the provisions of Section 4975 of the Internal Revenue Code of 1986, as amended (the Code ) and entities deemed to hold plan assets of the foregoing (such plans and entities referred to herein as Plans ), and plans that are subject to federal, state or other laws (referred to as Similar Law ) that are substantially similar to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and/or Section 4975 of the Code (such plans referred to herein as Similar Law Plans ). Each purchaser and subsequent transferee

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acquiring the Trust Notes Series 2017-A with assets of a Plan or Similar Law Plan shall be deemed to represent and warrant that its acquisition, holding, redemption or exchange of the Trust Notes Series 2017-A will not give rise to a nonexempt prohibited transaction under ERISA or the Code or a violation of Similar Law. See Certain ERISA Matters.

**Trade Date:** February 27, 2017

**Expected Settlement Date:** March 2, 2017 (T+3)

**Anticipated Security Ratings:\*** Moody's Baa2; S&P BBB

**CUSIP:** 89356BAC2

**ISIN:** US89356BAC28

**Joint Book-Running Managers and Co-Structuring Agents:** Deutsche Bank Securities Inc.  
J.P. Morgan Securities LLC

**Co-Managers:** HSBC Securities (USA) Inc.  
Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
MUFG Securities Americas Inc.  
SMBC Nikko Securities America, Inc.  
Mizuho Securities USA Inc.  
Credit Agricole Securities (USA) Inc.  
Barclays Capital Inc.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Wells Fargo Securities, LLC

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**\*Note: A security 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 Web site 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 Deutsche Bank Securities Inc. toll free at (800) 503-4611 or J.P. Morgan Securities LLC collect at (212) 834-4533.**