

ABB LTD
Form 424B5
May 07, 2012

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Registration Statement No. 333-180922
and 333-180922-01

CALCULATION OF REGISTRATION FEE

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
1.625% Notes due 2017	\$500,000,000		\$500,000,000	\$57,300
2.875% Notes due 2022	\$1,250,000,000		\$1,250,000,000	\$143,250
4.375% Notes due 2042	\$750,000,000		\$750,000,000	\$85,950
Guarantee by ABB Ltd of Debt Securities of ABB Finance (USA) Inc. listed above	(3)		(3)	\$0(3)

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Includes \$171,900 previously paid.

(3) No separate consideration will be received for the guarantee of the debt securities. Pursuant to Rule 457(n) under the Securities Act, no separate fee for the guarantee is payable.

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(To Prospectus dated April 25, 2012)****ABB FINANCE (USA) INC.**

\$500,000,000 1.625% Notes due 2017
\$1,250,000,000 2.875% Notes due 2022
\$750,000,000 4.375% Notes due 2042

Guaranteed as to the Payment of Principal, Premium, if any, and Interest by

ABB Ltd

ABB Finance (USA) Inc. ("ABB Finance") is offering three new series of notes consisting of \$500,000,000 aggregate principal amount of 1.625% notes due 2017 (the "2017 notes"), \$1,250,000,000 aggregate principal amount of 2.875% notes due 2022 (the "2022 notes") and \$750,000,000 aggregate principal amount of 4.375% notes due 2042 (the "2042 notes," and collectively with the 2017 notes and the 2022 notes, the "notes"). ABB Finance will pay interest on each series of the notes on May 8 and November 8 of each year, beginning on November 8, 2012. The 2017 notes will mature on May 8, 2017, the 2022 notes will mature on May 8, 2022 and the 2042 notes will mature on May 8, 2042, in each case unless redeemed by ABB Finance as described below. Payment of principal, premium, if any, and interest in respect of the notes will be fully and unconditionally guaranteed by ABB Ltd.

ABB Finance may redeem the notes of any series, in whole or in part, at any time, for cash, at the greater of (1) 100% of their principal amount and (2) the Make Whole Amount described herein, plus, in each case, unpaid interest accrued to, but excluding, the redemption date. ABB Finance may also redeem the notes of any series, in whole but not in part, at any time, for cash, at 100% of their principal amount plus unpaid interest accrued to, but excluding, the redemption date upon the occurrence of certain tax events described in this prospectus supplement.

See "Risk Factors" beginning on page 2 of the accompanying prospectus and S-5 of this prospectus supplement, as well as "Item 3. Key Information Risk Factors" in ABB Ltd's most recent Annual Report on Form 20-F, for a discussion of certain factors you should consider before making a decision to invest in the notes.

	Per 2017 Note	Per 2022 Note	Per 2042 Note	Total
Public offering price ⁽¹⁾	99.300%	97.833%	96.865%	\$ 2,445,900,000
Underwriting discount	0.350%	0.450%	0.875%	\$ 13,937,500
Proceeds, before expenses, to ABB Finance ⁽¹⁾	98.950%	97.383%	95.990%	\$ 2,431,962,500

(1)

Plus interest accrued from and including May 8, 2012 if settlement occurs after that date.

None of the Securities and Exchange Commission (the "SEC"), any state securities commission or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company and its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, against payment in New York, New York, on or about May 8, 2012.

Joint Book-Running Managers

BofA Merrill Lynch	Goldman, Sachs & Co.	Morgan Stanley	
Barclays	BNP PARIBAS	Citigroup	Credit Suisse
HSBC	J.P. Morgan	NORDEA	UBS Investment Bank

Co-Managers

SEB	Handelsbanken Capital Markets	SOCIETE GENERALE
Credit Agricole CIB		RBS

The date of this prospectus supplement is May 3, 2012.

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We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer of these securities in any jurisdiction where, or to whom, the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as information in documents incorporated by reference, is accurate as of any date other than the date on the front of these documents. Our business, financial condition, liquidity, results of operations and prospects may have changed after those dates.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" information that we file with the SEC into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring to another document. Any document (or part of it) referred to in this way is considered part of this prospectus supplement and the accompanying prospectus from the date that we file that document, as long as that document is filed prior to the termination of this offering. We incorporate by reference into this prospectus supplement and the accompanying prospectus the following documents or information:

ABB Ltd's Annual Report on Form 20-F for the year ended December 31, 2011, as filed with the SEC on March 15, 2012;

ABB Ltd's Report on Form 6-K, as filed with or furnished to the SEC on April 26, 2012 and May 3, 2012; and

All subsequent annual reports on Form 20-F that ABB Ltd files with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as well as any report on Form 6-K filed with or furnished to the SEC to the extent the Form 6-K expressly states that it is being incorporated by reference in this prospectus supplement and the accompanying prospectus, in each case, prior to the termination of this offering.

Any statement contained in this prospectus supplement, the accompanying prospectus or a document incorporated or deemed incorporated by reference into this prospectus supplement and the accompanying prospectus will be deemed to be modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus modifies or supersedes that statement. Any statement that is modified or superseded in this manner will no longer be a part of this prospectus supplement or the accompanying prospectus, except as modified or superseded.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus supplement and the accompanying prospectus is delivered, upon his or her written request, a copy of any or all documents referred to above which have been incorporated by reference into this prospectus supplement and the accompanying prospectus.

You may request a copy of these filings, excluding any exhibits thereto, at no cost, by writing or telephoning us at:

ABB Finance (USA) Inc.
501 Merritt 7
Norwalk, Connecticut 06851
Telephone: (203) 750-2326

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Various statements in or incorporated by reference in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein are intended to constitute "forward-looking statements" under the U.S. federal securities laws. Words such as "believes," "estimates," "anticipates," "expects," "intends," "may," "will," or "should" or, in each case, their negative, or other variations or comparable terminology, are used to identify these forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the countries and industries in which we operate, may differ materially from those described in or suggested by the forward-looking statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the countries and industries in which we operate, are consistent with the forward-looking statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Information regarding important factors that could cause actual results to differ materially from those in our forward-looking statements is contained under "Forward-Looking Statements" and "Item 3. Key Information Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2011, which is incorporated in this prospectus supplement and the accompanying prospectus by reference (and in any of our subsequent reports on Form 6-K that are so incorporated).

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SUMMARY

This summary does not contain all of the information that is important to you. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before making a decision to invest in the notes.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, (i) the term "ABB Finance" refer to ABB Finance (USA) Inc., a Delaware corporation, (ii) the terms "ABB Group", "ABB", "we", "our" and "us" refer to ABB Ltd and its consolidated subsidiaries, including ABB Finance, as well as to ABB Asea Brown Boveri Ltd and its subsidiaries prior to the establishment of ABB Ltd as the holding company for the entire ABB Group in 1999, and (iii) the term "ABB Ltd" refers to ABB Ltd, ABB Finance's indirect parent, and not to ABB Ltd's subsidiaries or other affiliates.

ABB FINANCE

ABB Finance, a Delaware corporation, is an indirect, wholly-owned finance subsidiary of ABB Ltd. ABB Finance has no assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the notes being offered hereby and any other securities issued by it that are guaranteed by ABB Ltd. ABB Finance's principal corporate offices are located at c/o ABB Holdings Inc. 501 Merritt 7, Norwalk, CT 06851, and its telephone number is (203) 750-2326.

ABB LTD

ABB Ltd is the parent company of the ABB Group, which is a global leader in power and automation technologies aimed at improving performance and lowering the environmental impact for our utility and industrial customers. We provide a broad range of products, systems, solutions and services that are designed to improve power grid reliability, increase industrial productivity and enhance energy efficiency. Our power businesses focus on power transmission, distribution and power-plant automation and serve electric, gas and water utilities, as well as industrial and commercial customers. Our automation businesses serve a full range of industries with measurement, control, protection and process optimization applications.

ABB Ltd's principal corporate offices are located at Affolternstrasse 44, CH-8050 Zurich, Switzerland, and its telephone number is +41-43-317-7111. ABB Ltd's principal website is located at www.abb.com. **However, the information on ABB's website does not constitute a part of, and is not incorporated by reference into, this prospectus supplement or the accompanying prospectus.**

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THE OFFERING

Please refer to "Description of Notes and Guarantee" beginning on page S-11 of this prospectus supplement and "Description of Debt Securities" beginning on page 4 of the accompanying prospectus for more information about the notes and the guarantee.

Issuer	ABB Finance (USA) Inc.
Guarantee	The notes will be fully and unconditionally guaranteed by ABB Ltd as to the payment of principal, premium (if any) and interest, including any additional amounts that may be payable.
Notes	\$500,000,000 aggregate principal amount of 1.625% notes due 2017, \$1,250,000,000 aggregate principal amount of 2.875% notes due 2022 and \$750,000,000 aggregate principal amount of 4.375% notes due 2042.
Maturity	The 2017 notes will mature on May 8, 2017, the 2022 notes will mature on May 8, 2022 and the 2042 notes will mature on May 8, 2042, in each case, unless redeemed by ABB Finance prior to such date.
Interest Rate	The 2017 notes will bear interest at a rate of 1.625% per annum, the 2022 notes will bear interest at a rate of 2.875% per annum and the 2042 notes will bear interest at a rate of 4.375% per annum.
Interest Payment Dates	Every May 8 and November 8, commencing on November 8, 2012.
Optional Make-Whole Redemption	ABB Finance has the option to redeem the notes of any series, in whole or in part, at any time for cash. See "Description of Notes and Guarantee Optional Redemption" in this prospectus supplement. Upon redemption, ABB Finance will pay a redemption price equal to the greater of: (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal of and interest on the notes to be redeemed discounted to the redemption date, together with, in each case, unpaid interest accrued to, but excluding, the date of redemption, as further described in "Description of Notes and Guarantee Optional Redemption" in this prospectus supplement.
Additional Amounts	ABB Finance and ABB Ltd may be required to pay additional amounts in connection with certain required withholdings or deductions for taxes imposed by the United States or Switzerland, respectively, as further described in "Description of Notes and Guarantee Payment of Additional Amounts" in this prospectus supplement.
Tax Redemption	If ABB Finance or ABB Ltd is required to pay additional amounts in respect of any taxes on the notes of any series or the guarantee thereof, ABB Finance may redeem the notes of the applicable series prior to maturity, at its option, in whole but not in part, at a redemption price equal to 100% of their principal amount plus unpaid interest accrued thereon to, but excluding, the date of redemption, as further described in "Description of Notes and Guarantee Tax Redemption" in this prospectus supplement.

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Ranking	The notes and the guarantee will constitute unsecured and unsubordinated indebtedness of ABB Finance and ABB Ltd, respectively, and will rank equally with all of their respective other unsecured and unsubordinated indebtedness from time to time outstanding.
Book-Entry Issuance, Settlement and Clearance; Denominations	ABB Finance will issue the notes in fully registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Each series of notes will be represented by one or more global securities registered in the name of a nominee of The Depository Trust Company ("DTC"). You will hold beneficial interests in your notes through DTC and its direct and indirect participants, including Euroclear Bank S.A./N.V. ("Euroclear") and Clearstream Banking, société anonyme ("Clearstream, Luxembourg") and DTC and its direct and indirect participants will record your beneficial interests on their books. For information on DTC's book-entry system, see "Clearance and Settlement" in this prospectus supplement and "Legal Ownership" in the accompanying prospectus.
Trustee and Principal Paying Agent	Deutsche Bank Trust Company Americas.
Timing and Delivery	We currently expect delivery of the notes to occur on or about May 8, 2012.
Risk Factors	You should carefully consider all of the information in this prospectus supplement and the accompanying prospectus, including information incorporated by reference. In particular, see "Risk Factors" beginning on page 2 of the accompanying prospectus and S-5 of this prospectus supplement, as well as "Item 3. Key Information Risk Factors" in ABB Ltd's most recent Annual Report on Form 20-F, for a discussion of certain factors you should consider before making a decision to invest in the notes.
Use of Proceeds	We intend to use the net proceeds from the sale of the notes for general corporate purposes, which could include the funding of a portion of our proposed acquisition of the Thomas & Betts Corporation, as described in ABB Ltd's most recent Annual Report on Form 20-F. We will use the net proceeds from the sale of the notes outside of Switzerland unless such use of such proceeds in Switzerland is permitted under the Swiss taxation laws in force from time to time without requiring payments in respect of the notes becoming subject to withholding or deduction for Swiss withholding tax as a consequence of such use of the net proceeds in Switzerland.
Certain Covenants	We have agreed to observe certain covenants in the indenture, including a limitation on ABB Finance's and ABB Ltd's ability to merge, consolidate or transfer assets and to incur secured indebtedness, subject to important exceptions described in the accompanying prospectus under "Description of Debt Securities Certain Covenants."

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Defeasance	The notes of each series will be subject to the defeasance and covenant defeasance provisions in the indenture described in the accompanying prospectus under "Description of Debt Securities Discharge, Defeasance, and Covenant Defeasance".
Further Issues	We may, without notice to, or the consent of, the holders of a series of notes, issue additional debt securities having the same ranking, interest rate, maturity and other terms as the notes of such series other than the price to the public, the issue date and initial interest payment date, provided that any additional debt securities that have the same CUSIP, ISIN, or other identifying number of outstanding notes of the related series offered hereunder must be fungible with such outstanding notes for U.S. federal income tax purposes. Any such additional debt securities will be consolidated with the notes of the related series and constitute a single series of debt securities with such notes under the indenture. There is no limitation on the amount of notes or other debt securities that we may issue under the indenture.
Governing Law	New York.

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RISK FACTORS

You should carefully consider the risk factors set forth below, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the risk factors under "Item 3. Key Information Risk Factors" in ABB Ltd's most recent Annual Report on Form 20-F, before making a decision to invest in the notes. These risks are not the only risks that ABB faces. Additional risks and uncertainties not currently known to ABB or that ABB currently deems to be immaterial may also materially and adversely affect ABB's business, financial condition, results of operations, liquidity and cash flows. Any of the following risks could materially and adversely affect ABB's business, financial condition, results of operations, liquidity or cash flows. In such case, you may lose all or part of your original investment in the notes.

Because ABB Ltd is a holding company and conducts substantially all of its operations through subsidiaries, your right to receive payments under the guarantee is structurally subordinated to the liabilities and any preferred equity of ABB Ltd's subsidiaries.

ABB Ltd is organized as a holding company and substantially all of its operations are carried out through subsidiaries. The ability of ABB Ltd to meet its financial obligations is dependent upon the availability of cash flows from its domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments.

The notes are obligations of ABB Finance and are guaranteed exclusively by ABB Ltd. The subsidiaries of ABB Ltd are separate and distinct legal entities and have no obligation to pay any amounts due on the guarantee or to provide ABB Ltd with funds for its payment obligations under the guarantee. ABB Ltd's right to receive any assets of any of its subsidiaries, as an equity holder of such subsidiaries, upon their liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets through the guarantee, will be structurally subordinated to the claims (including trade payables) of that subsidiary's creditors and any preferred equity holders. The guarantee does not restrict the ability of ABB Ltd's subsidiaries to incur additional indebtedness or other liabilities or issue preferred equity. Even if ABB Ltd were a creditor of any of its subsidiaries, its rights as a creditor would be subordinate to any security interest in the assets of its subsidiaries and any indebtedness of its subsidiaries might be senior to its rights as a creditor.

Because the notes and the guarantee are unsecured, your right to receive payments will be junior to the rights of holders of secured indebtedness.

The notes and the guarantee will be unsecured. In the event of bankruptcy, liquidation or reorganization of ABB Finance or ABB Ltd or if ABB Finance defaults on the notes or ABB Ltd defaults on the guarantee, then, to the extent that ABB Finance or ABB Ltd has granted security over its assets, those assets will be used to satisfy the obligations under the related secured debt before ABB Finance or ABB Ltd, as applicable, could use those assets to make payment on the notes or the guarantee, respectively. If there are not enough assets to satisfy the obligations under the secured debt, then, generally, the balance of the secured debt would share equally with all unsubordinated unsecured indebtedness of ABB Finance or ABB Ltd, as applicable, including under the notes or the guarantee, as the case may be.

Repayment of ABB Finance's indebtedness, including the notes, is dependent upon ABB Finance's obtaining funds from ABB Group members.

ABB Finance acts as a financial intermediary for the ABB Group, and has no assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the notes being offered hereby and any other securities issued by it that are guaranteed by ABB Ltd. ABB Finance may be unable to obtain sufficient funds from other ABB Group members,

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such as through the collection of intercompany receivables, to permit ABB Finance to satisfy its obligations, including the notes. Even if ABB Group members are willing to make funds available to ABB Finance, their ability to do so would depend primarily upon their financial condition, liquidity, cash flows and results of operations. As such, prevailing economic conditions and financial, business and other factors, many of which are beyond the control of the ABB Group, will affect ABB Finance's ability to meet its obligations, including the notes. In the event that ABB Finance is unable to obtain sufficient funds from other ABB Group members, ABB Finance will be unable to satisfy its obligations, including the notes, which could lead to the acceleration of such obligations and the bankruptcy and liquidation of ABB Finance.

The indenture does not limit the amount of indebtedness that ABB Ltd, ABB Finance and their respective subsidiaries may incur.

The indenture does not limit the amount of indebtedness that ABB Ltd, ABB Finance and their respective subsidiaries may incur. ABB Ltd and ABB Finance and their respective subsidiaries are also permitted to incur certain secured indebtedness that would be effectively senior to the guarantee or the notes. In addition, subsidiaries of ABB Ltd and ABB Finance are permitted to issue preferred equity, which together with all liabilities of those subsidiaries, would be senior to the common equity of those subsidiaries owned by ABB Ltd or ABB Finance, as applicable, and, accordingly, would rank effectively senior to the notes or guarantee of the notes. The indenture does not contain any financial or other covenants that would afford the holders of the notes any protection in the event ABB Ltd, ABB Finance or their respective subsidiaries participates in a highly leveraged or similar transaction or experiences significant adverse changes in its or their financial condition, liquidity, cash flows or results of operations. In addition, the indenture does not contain any restrictive covenants prohibiting or otherwise limiting the ability of ABB Ltd or ABB Finance to repurchase common stock, pay dividends or make any payments on junior or other indebtedness.

There may not be a trading market for the notes.

Each series of the notes is a new issue of securities for which there is currently no existing trading market. The notes of any series will not be listed on any securities exchange or any market. There can be no assurance that any trading market for any series of notes will ever develop or be maintained. Further, there can be no assurance as to the liquidity of any trading market for any series of notes or as to your ability to sell your notes when desired or the prices at which you may be able to sell your notes. Future trading prices of the notes will depend on many factors, including the level, direction and volatility of prevailing interest rates, the financial condition, liquidity, cash flows and results of operations of ABB Ltd, the then-current ratings assigned to the notes and the market for similar securities.

Changes in ABB Ltd's credit rating may adversely affect your investment in the notes.

The credit ratings on the notes depend, in large part, on the existence of ABB Ltd's guarantee of the notes and its ability to fulfill its obligations thereunder. If ABB Ltd's ability, or perceived ability, to fulfill its obligations under the guarantee was threatened, an adverse action on the credit ratings on the notes would be expected. Actual or anticipated changes or downgrades in or withdrawals of ABB Ltd's credit ratings, including any announcement that ABB Ltd's ratings are under further review other than for possible positive actions, would likely adversely affect the market value of your notes. Also, ABB Ltd's credit ratings may not reflect the potential impact of risks related to structure, market or other factors related to the value of the notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

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The right to receive payments under the guarantee of ABB Ltd may be adversely affected by Swiss bankruptcy laws.

ABB Ltd is incorporated under the laws of Switzerland. Accordingly, bankruptcy proceedings with respect to ABB Ltd are likely to proceed under, and to be governed primarily by, Swiss bankruptcy law. The procedural and substantive provisions of such bankruptcy laws are, in certain cases, more favorable to secured creditors than comparable provisions of United States law. These provisions afford debtors and unsecured creditors, including noteholders, only limited protection from the claims of secured creditors and it may not be possible for us or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the secured debt due to them under the terms pursuant to which such security was granted.

Redemption may adversely affect your return on the notes.

If ABB Finance or ABB Ltd is required to pay additional amounts in respect of any taxes on the notes of any series or guarantee thereof as described under "Description of Notes and Guarantee Payment of Additional Amounts" in this prospectus supplement, ABB Finance may redeem the notes of the applicable series prior to maturity, at its option, in whole but not in part, at a redemption price equal to 100% of the principal amount plus unpaid interest accrued thereon to, but excluding, the date of redemption. Under such circumstances, ABB Finance may redeem such notes at times when prevailing interest rates may be relatively low. Accordingly, you may not be able to reinvest the redemption proceeds in comparable securities at effective interest rates as high as those of such notes.

Enforcement claims or court judgments against ABB Ltd must be converted into Swiss francs.

Enforcement claims or court judgments against ABB Ltd under Swiss debt collection or bankruptcy proceedings may be made only in Swiss francs and any foreign currency amounts must accordingly be converted into Swiss francs. With respect to enforcing creditors, any such foreign currency amounts will be converted at the exchange rate prevailing on (i) the date of instituting the enforcement proceedings (*Betreibungsbegehren*), (ii) the date of the filing for the continuation of the bankruptcy procedure (*Fortsetzungsbegehren*) or (iii) the date on which any amounts claimed first became due and payable (*Verfallzeit*), whichever date is more favorable for the creditors. With respect to non-enforcing creditors, foreign currency amounts will be converted at the exchange rate prevailing at the time of the adjudication of bankruptcy (*Konkurseröffnung*).

General market conditions and other factors could adversely affect market prices for the notes.

Market prices for the notes can be expected to vary with changes in market and economic conditions, including prevailing interest rates and the market for similar securities, our financial condition, results of operations, liquidity, cash flows and prospects and other factors that generally influence the market prices of securities. As a result, each series of notes could trade at prices that may be lower than the initial offering price for such notes.

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USE OF PROCEEDS

We estimate that the net proceeds (after deducting the underwriting discount and estimated net offering expenses) from the sale of the notes will be \$2,431 million. We intend to use the net proceeds for general corporate purposes, which could include the funding of a portion of our proposed acquisition of the Thomas & Betts Corporation described in ABB Ltd's most recent Annual Report on Form 20-F.

We will use the proceeds from the sale of the notes outside of Switzerland unless use in Switzerland is permitted under the Swiss taxation laws in force from time to time without payments in respect of the notes becoming subject to withholding or deduction for Swiss withholding tax as a consequence of such use of the proceeds in Switzerland.

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The following table sets forth our cash and equivalents, marketable securities and short-term investments and capitalization as of March 31, 2012 on a historical basis and an as adjusted basis after giving effect to this offering and the use of proceeds therefrom. The information in this table is unaudited and should be read in conjunction with ABB's consolidated financial statements and the notes thereto contained in ABB Ltd's Report on Form 6-K, as filed with the SEC on April 26, 2012 and incorporated by reference herein,

(\$ in millions)	As of March 31, 2012	
	Historical (Unaudited)	As Adjusted (Unaudited)
ABB Group		
Cash and equivalents	5,751	8,182
Marketable securities and short-term investments	1,837	1,837
Total cash and equivalents, marketable securities and short-term investments	\$ 7,588	\$ 10,019
ABB Group		
Multicurrency revolving credit facility ⁽¹⁾		
Term credit agreement ⁽²⁾		
4.625% EUR Instruments, due 2013	941	941
2.50% USD Notes, due 2016	597	597
1.25% CHF Bonds, due 2016	560	560
1.50% CHF Bonds, due 2018	388	388
2.625% EUR Instruments, due 2019	1,665	1,665
4.00% Notes, due 2021	640	640
2.25% CHF Bonds, due 2021	398	398
1.625% Notes due 2017 offered hereby ⁽³⁾		500
2.875% Notes due 2022 offered hereby ⁽³⁾		1,250
4.375% Notes due 2042 offered hereby ⁽³⁾		750
Commercial paper	455	455
Other debt ⁽⁴⁾	532	532
Total debt	6,176	8,676
Total stockholders' equity (including noncontrolling interests)	17,524	17,524
Total capitalization	\$ 23,700	\$ 26,200
The Company		
1.625% Notes due 2017 offered hereby ⁽³⁾		500
2.875% Notes due 2022 offered hereby ⁽³⁾		1,250
4.375% Notes due 2042 offered hereby ⁽³⁾		750
Other debt		
Total debt	\$	\$ 2,500

(1) Consists of a \$2 billion multicurrency revolving credit facility that matures on November 16, 2015, and bears an interest rate of LIBOR, STIBOR or EURIBOR (depending on the currency of the drawings) plus a margin of between 0.425% and 0.625% (depending on ABB's credit rating). As of March 31, 2012, no amount was drawn under the multicurrency revolving credit facility.

(2) Consists of a term credit agreement for an initial term of 364 days to provide bridge financing of the planned acquisition of Thomas & Betts Corporation. The credit agreement was initially in the amount of \$4 billion but on April 30, 2012, ABB gave notice to voluntarily cancel and reduce the amount of this facility to \$2 billion. In accordance with the terms of this facility, the amount of the

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facility will be further reduced by the net proceeds of the notes offered hereby.

(3)

Represents par value of the notes before deduction of offering expenses and the underwriting discount.

(4)

Other debt consists of lease obligations, bank borrowings of subsidiaries and other long- and short-term debt.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our historical ratios of earnings to fixed charges for each of the periods indicated using financial information extracted, where applicable, from our consolidated financial statements.

**Three Months
Ended March 31,**

Year Ended December 31,