KINDRED HEALTHCARE, INC
Form 4
May 12, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BATTAFARANO FRANK J

(Last) (First) (Middle)

680 SOUTH FOURTH STREET

(Street)

LOUISVILLE, KY 40202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KINDRED HEALTHCARE, INC [KND]

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2008		S		600	D	$ 28.18	104,728	D	
Common Stock	05/09/2008		S		3,334	D	$ 28.1086	101,394	D	
Common Stock	05/09/2008		S		1,066	D	$ 28.1	100,328	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTAFARANO FRANK J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202			Chief Operating Officer	

Signatures

Frank J. Battafarano	05/12/2008
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. margin-bottom: 0pt">¨You seek an investment that participates in any increase in the price of the Underlying or that has unlimited return potential.

¨You cannot tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside price fluctuations of the Underlying.

¨You would be unwilling to invest in the Securities if the applicable Contingent Coupon Rate were set equal to the bottom of the applicable range specified on the cover of this free writing prospectus.

¨ You prefer the lower risk, and therefore accept the potentially lower returns, of fixed income investments with comparable maturities and credit ratings.

¨ You seek guaranteed current income from this investment or you prefer to receive any dividends or any other distributions paid on the Underlying.

¨ You are unwilling or unable to hold Securities that will be called on any Observation Date (including the Final Valuation Date) on which the Closing Price of the Underlying is greater than or equal to the Initial Price, or you are otherwise unwilling or unable to hold the Securities to the Maturity Date, as set forth on the cover of this free writing prospectus, or seek an investment for which there will be an active secondary market.

¨ You are unwilling to accept the risks associated with investments in equities generally and the applicable Underlying specifically.

¨ You are unwilling or unable to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Securities for all payments on the Securities, including any payment of a Contingent Coupon, any payment of your initial investment at maturity or any payment upon an earlier automatic call.

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Indicative Terms

Issuer	Deutsche Bank AG, London Branch
Issue Price	100% of the Face Amount of Securities
Face Amount	$10.00
Term	Approximately eighteen months, subject to an earlier automatic call
Trade Date[1]	July 10, 2015
Settlement Date[1]	July 15, 2015
Final Valuation Date[1, 2]	January 10, 2017
Maturity Date[1, 2, 3]	January 17, 2017
Underlyings	Common stock of Cisco Systems, Inc. (Ticker: CSCO) Common stock of Huntsman Corporation (Ticker: HUN) Common stock of JPMorgan Chase & Co. (Ticker: JPM)
Call Feature	The Securities will be automatically called if the Closing Price of the relevant Underlying on any Observation Date (including the Final Valuation Date) is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per $10.00 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature. No further amounts will be owed to you under the Securities.
Observation Dates[1, 2]	Quarterly, on the dates set forth in the table below
Call Settlement Dates[3]	Two business days following the relevant Observation Date, except the Call Settlement Date for the final Observation Date will be the Maturity Date.
Contingent Coupon	If the Closing Price of the relevant Underlying on any Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per $10.00 Face Amount of Securities applicable to such Observation Date on the related Coupon Payment Date. If the Closing Price of the relevant Underlying on any Observation Date is less than the Coupon Barrier, the relevant Contingent Coupon applicable to such Observation Date will not be accrued or payable and Deutsche Bank AG will not make any payment to you on the related Coupon Payment Date. The Contingent Coupon for each Underlying will be a fixed amount based upon equal quarterly installments at the applicable Contingent Coupon Rate. The table below sets forth each Observation Date and the relevant Contingent Coupon for the Securities that would be payable for each Observation Date on which the Closing Price of the relevant Underlying is greater than or equal to the applicable

Coupon Barrier. The table below reflects the Contingent Coupon Rate of between (i) 8.00% and 10.80% per annum for the Securities linked to the common stock of Cisco Systems, Inc., (ii) 8.00% and 10.00% per annum for the Securities linked to the common stock of Huntsman Corporation, and (iii) 8.00% and 10.00% per annum for the Securities linked to the common stock of JPMorgan Chase & Co.

The actual Contingent Coupon Rate for each Security will be determined on the Trade Date.

Observation Dates	Expected Coupon Payment Dates	CSCO	HUN	JPM
October 13, 2015	October 15, 2015	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500
January 11, 2016	January 13, 2016	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500
April 11, 2016	April 13, 2016	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500
July 11, 2016	July 13, 2016	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500
October 11, 2016	October 13, 2016	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500
January 10, 2017 (Final Valuation Date)	January 17, 2017 (Maturity Date)	$0.2000 - $0.2700	$0.2000 - $0.2500	$0.2000 - $0.2500

	Contingent Coupon payments on the Securities are not guaranteed. Deutsche Bank AG will not pay you the Contingent Coupon for any Observation Date on which the Closing Price of the relevant Underlying is less than the Coupon Barrier.
Contingent Coupon Rate	For the Securities linked to the common stock of Cisco Systems, Inc., 8.00% - 10.80% per annum. For the Securities linked to the common stock of Huntsman Corporation, 8.00% - 10.00% per annum. For the Securities linked to the common stock of JPMorgan Chase & Co., 8.00% - 10.00% per annum. The actual Contingent Coupon Rate for each Security will be determined on the Trade Date.
Coupon Payment Dates[3]	Two business days following the relevant Observation Date, except the Coupon Payment Date for the final Observation Date will be the Maturity Date.
Payment at Maturity (per $10.00 Face Amount of Securities)	**If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price and Coupon Barrie**r, Deutsche Bank AG will pay you a cash payment per $10.00 Face Amount of Securities at maturity equal to the Face Amount plus the Contingent Coupon otherwise due on the Maturity Date. **If the Securities are not automatically called and the Final Price is less than the Trigger Price**, Deutsche Bank AG will pay you a cash payment per $10.00 Face Amount of Securities at maturity that is less than the Face Amount, equal to:

	$10.00 + ($10.00 x Underlying Return) **In this circumstance, you will lose a significant portion or all of your initial investment in an amount proportionate to the negative Underlying Return.**
Underlying Return	For each Security: <u>Final Price – Initial Price</u> Initial Price
Trigger Price	For the Securities linked to the common stock of Cisco Systems, Inc., 85.00% of the Initial Price. For the Securities linked to the common stock of Huntsman Corporation, 75.00% of the Initial Price. For the Securities linked to the common stock of JPMorgan Chase & Co., 85.00% of the Initial Price. The actual Trigger Price for each Security will be determined on the Trade Date.
Coupon Barrier	For the Securities linked to the common stock of Cisco Systems, Inc., 85.00% of the Initial Price. For the Securities linked to the common stock of Huntsman Corporation, 75.00% of the Initial Price. For the Securities linked to the common stock of JPMorgan Chase & Co., 85.00% of the Initial Price. The actual Coupon Barrier for each Security will be determined on the Trade Date.
Closing Price	On any trading day, the last reported sale price of one share of the relevant Underlying on the relevant exchange multiplied by the then-current relevant Stock Adjustment Factor, as determined by the calculation agent
Initial Price	The Closing Price of the relevant Underlying on the Trade Date
Final Price	The Closing Price of the relevant Underlying on the Final Valuation Date
Stock Adjustment Factor	Initially 1.0 for each Underlying, subject to adjustment for certain actions affecting such Underlying. See "Description of Securities — Anti-Dilution Adjustments for Reference Stock" in the accompanying product supplement.

INVESTING IN THE SECURITIES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE A SIGNIFICANT PORTION OR ALL OF YOUR INITIAL INVESTMENT. ANY PAYMENT ON THE SECURITIES, INCLUDING ANY PAYMENT OF A CONTINGENT COUPON, ANY PAYMENT UPON AN AUTOMATIC CALL AND ANY PAYMENT OF YOUR INITIAL INVESTMENT AT MATURITY, IS SUBJECT TO THE CREDITWORTHINESS OF THE ISSUER. IF DEUTSCHE BANK AG WERE TO DEFAULT ON ITS PAYMENT OBLIGATIONS OR BECOME SUBJECT TO A RESOLUTION MEASURE, YOU MIGHT NOT RECEIVE ANY AMOUNTS OWED TO YOU UNDER THE SECURITIES AND YOU COULD LOSE YOUR ENTIRE INVESTMENT.

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Investment Timeline

Trade Date:	For each Underlying, the Initial Price is observed, the Trigger Price and Coupon Barrier are determined and the Contingent Coupon Rate is set.
	If the Closing Price of the relevant Underlying on any Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per $10.00 Face Amount of Securities applicable to such Observation Date on the related Coupon Payment Date.
Quarterly:	The Securities will be automatically called if the Closing Price of the relevant Underlying on any Observation Date (including the Final Valuation Date) is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per $10.00 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature.
	For each Underlying, the Final Price is determined and the Underlying Return is calculated on the Final Valuation Date.
	If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price and Coupon Barrier, Deutsche Bank AG will pay you a cash payment per $10.00 Face Amount of Securities at maturity equal to the Face Amount plus the Contingent Coupon otherwise due on the Maturity Date.
Maturity Date:	**If the Securities are not automatically called and the Final Price is less than the Trigger Price,** Deutsche Bank AG will pay you a cash payment per $10.00 Face Amount of Securities at maturity that is less than the Face Amount, equal to:
	$10.00 + ($10.00 x Underlying Return)
	In this circumstance, you will lose a significant portion or all of your initial investment in an amount proportionate to the negative Underlying Return.

1 In the event that we make any change to the expected Trade Date or Settlement Date, the Observation Date, Final Valuation Date and Maturity Date may be changed to ensure that the stated term of the Securities remains the same.

2 Subject to postponement as described under "Description of Securities — Adjustments to Valuation Dates and Payment Dates" in the accompanying product supplement.

3 Notwithstanding the provisions under "Description of Securities — Adjustments to Valuation Dates and Payment Dates" in the accompanying product supplement, in the event the Final Valuation Date is postponed, the Maturity Date will be the fourth business day after the Final Valuation Date as postponed and in the event that an Observation Date other than the Final Valuation Date is postponed, the relevant Call Settlement Date and Coupon Payment Date will be the second business day after the Observation Date as postponed.

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Key Risks
An investment in the Securities involves significant risks. Investing in the Securities is not equivalent to investing directly in the Underlying. Some of the risks that apply to an investment in each Security offered hereby are summarized below, but we urge you to read the more detailed explanation of risks relating to the Securities generally in the "Risk Factors" sections of the accompanying product supplement and prospectus addendum. We also urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Securities offered hereby.

¨ **Your Investment in the Securities May Result in a Loss of Your Initial Investment** — The Securities differ from ordinary debt securities in that Deutsche Bank AG will not necessarily pay you the Face Amount per $10.00 Face Amount of Securities at maturity. If the Securities are not automatically called, the return on the Securities at maturity will depend on whether the Final Price is greater than or equal to the Trigger Price. If the Securities are not automatically called and the Final Price is greater than or equal to the Trigger Price, for each $10.00 Face Amount of Securities, Deutsche Bank AG will pay you at maturity the Face Amount plus the applicable Contingent Coupon otherwise due on the Maturity Date. However, if the Securities are not automatically called on any Observation Date and the Final Price is less than the Trigger Price, you will be fully exposed to any negative Underlying Return, and, for each $10.00 Face Amount of Securities, you will lose 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. **In this circumstance, you will lose a significant portion or all of your initial investment at maturity.**

¨ **Your Potential Return on the Securities Is Limited to the Face Amount Plus Any Contingent Coupons and You Will Not Participate in Any Increase in the Price of the Underlying** — The Securities will not pay more than the Face Amount plus any Contingent Coupons payable over the term of the Securities. Therefore, your potential return on the Securities will be limited to the Contingent Coupon Rate, but the total return will vary based on the number of Observation Dates on which the requirement for a Contingent Coupon has been met prior to maturity or an automatic call. If the Securities are automatically called, you will not participate in any increase in the price of the Underlying and you will not receive any Contingent Coupons in respect of any Observation Date after the applicable Call Settlement Date. If the Securities are automatically called on the first Observation Date (approximately three months following the Trade Date), the total return on the Securities will be minimal. If the Securities are not automatically called, you may be subject to the full downside performance of the Underlying even though you were not able to participate in any potential increase in the price of the Underlying.

¨ **You May Not Receive Any Contingent Coupons** — Deutsche Bank AG will not necessarily make periodic coupon payments on the Securities. If the Closing Price of the Underlying on any Observation Date is less than the Coupon Barrier, Deutsche Bank AG will not pay you the Contingent Coupon applicable to such Observation Date. If the Closing Price of the Underlying is less than the Coupon Barrier on each of the Observation Dates, Deutsche Bank AG will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on, your Securities.

¨ **Contingent Repayment of Your Initial Investment Applies Only if You Hold the Securities to Maturity** — If your Securities are not automatically called, you should be willing to hold your Securities to maturity. If you are able to sell your Securities prior to maturity in the secondary market, you may have to sell them at a loss relative to your initial investment even if the Closing Price of the Underlying is greater than the Trigger Price.

¨ **Higher Contingent Coupon Rates Are Generally Associated with a Greater Risk of Loss** — Greater expected volatility with respect to the Underlying reflects a higher expectation as of the Trade Date that the Closing Price of the Underlying could be less than the Trigger Price on the Final Valuation Date of the Securities. This greater expected risk will generally be reflected in a higher Contingent Coupon Rate for the Securities. However, while the Contingent Coupon Rate is set on the Trade Date, the Underlying's volatility can change significantly over the term of the Securities. The price of the Underlying could fall sharply, which could result in a significant loss of your initial investment.

¨ **Reinvestment Risk** — If your Securities are automatically called, the holding period over which you would receive any applicable Contingent Coupon, which is based on the relevant Contingent Coupon Rate as specified on the cover hereof, could be as little as approximately three months. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Securities at a comparable return for a similar level of risk in the event the Securities are automatically called prior to the Maturity Date.

¨ **The Securities Are Subject to the Credit of Deutsche Bank AG** — The Securities are unsubordinated and unsecured obligations of Deutsche Bank AG and are not, either directly or indirectly, an obligation of any third party. Any payment(s) to be made on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call or any repayment of the Face Amount per $10.00 Face Amount of Securities at maturity, depends on the ability of Deutsche Bank AG to satisfy its obligations as they come due. An actual or anticipated downgrade in Deutsche Bank AG's credit rating or increase in the credit spreads charged by the market for taking the credit risk of Deutsche Bank AG will likely have an adverse effect on the value of the Securities. As a result, the actual and perceived creditworthiness of Deutsche Bank AG will affect the value of the Securities, and in the event Deutsche Bank AG were to default on its obligations or become subject to a Resolution Measure, you might not receive any amount(s) owed to you under the terms of the Securities and you could lose your entire investment.

¨ **The Securities May Be Written Down, Be Converted or Become Subject to Other Resolution Measures. You May Lose Some or All of Your Investment If Any Such Measure Becomes Applicable to Us** — On May 15, 2014, the European Parliament and the Council of the European Union published a directive for establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the "**Bank Recovery and Resolution Directive**"). The Bank Recovery and Resolution Directive requires each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. Germany has adopted the Recovery and Resolution Act (or SAG), which went into effect on January 1, 2015. SAG may result in the Securities being subject to the powers exercised by our competent resolution authority to impose a Resolution Measure on us, which may include: writing down, including to zero, any payment on the Securities; converting the Securities into ordinary shares or other instruments qualifying as core equity tier 1 capital; or applying any other resolution measure, including (but not limited to) transferring the Securities to another entity, amending the terms and conditions of the Securities or cancelling of the Securities. Furthermore, because the Securities are subject to any Resolution Measure, secondary market trading in the Securities may not follow the trading behavior associated with similar types of securities issued by other financial institutions which may be or have been subject to a Resolution Measure. Imposition of a Resolution

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Measure would likely occur if we become, or are deemed by our competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. **You may lose some or all of your investment in the Securities if a Resolution Measure becomes applicable to us.**

By acquiring the Securities, you will be bound by and will be deemed to consent to the imposition of any Resolution Measure by our competent resolution authority. As a result, you would have no claim or other right against us arising out of any Resolution Measure and the imposition of any Resolution Measure will not constitute a default or an event of default under the Securities, under the senior indenture or for the purpose of the U.S. Trust Indenture Act of 1939, as amended. In addition, the trustee, the paying agent and The Depository Trust Company (“**DTC**”) and any participant in DTC or other intermediary through which you hold such Securities may take any and all necessary action, or abstain from taking any action, if required, to implement the imposition of any Resolution Measure with respect to the Securities. **Accordingly, you may have limited or circumscribed rights to challenge any decision of our competent resolution authority to impose any Resolution Measure.** *Please see the accompanying prospectus addendum dated December 24, 2014, including the risk factor “The securities may be written down, be converted or become subject to other resolution measures. You may lose part or all of your investment if any such measure becomes applicable to us” on page 2 of the prospectus addendum.*

The Issuer’s Estimated Value of the Securities on the Trade Date Will Be Less Than the Issue Price of the Securities — The Issuer’s estimated value of the Securities on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Securities. The difference between the Issue Price and the Issuer’s estimated value of the Securities on the Trade Date is due to the inclusion in the Issue Price of the agent’s commissions, if any, and the cost of hedging our obligations under the Securities through one or more of our affiliates. Such hedging cost includes our or our affiliates’ expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge. The Issuer’s estimated value of the Securities is determined by reference to an internal funding rate and our pricing models. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent’s commissions, if any, and the estimated cost of hedging our obligations under the Securities, reduces the economic terms of the Securities to you and is expected to adversely affect the price at which you may be able to sell the Securities in any secondary market. In addition, our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. If at any time a third party dealer were to quote a price to purchase your Securities or otherwise value your Securities, that price or value may differ materially from the estimated value of the Securities determined by reference to our internal funding rate and pricing models. This difference is due to, among other things, any difference in funding rates, pricing models or assumptions used by any dealer who may purchase the Securities in the secondary market.

Investing in the Securities Is Not the Same as Investing in the Underlying — The return on your Securities may not reflect the return you would realize if you invested directly in the Underlying. For instance, your return on the Securities is limited to the applicable Contingent Coupons you receive, regardless of any increase in the price of the Underlying, which could be significant.

¨ **If the Price of the Underlying Changes, the Value of the Securities May Not Change in the Same Manner** — The Securities may trade quite differently from the Underlying. Changes in the price of the Underlying may not result in comparable changes in the value of the Securities.

¨ **No Dividend Payments or Voting Rights** — As a holder of the Securities, you will not have any voting rights or rights to receive cash dividends or other distributions or other rights that holders of the Underlying would have.

¨ **Single Stock Risk** — Each Security is linked to the equity securities of a single Underlying. The price of each Underlying can rise or fall sharply due to factors specific to such Underlying and its issuer (the "**Underlying Issuer**"), such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock market volatility and levels, interest rates and economic and political conditions. We urge you to review financial and other information filed periodically by the Underlying Issuer with the SEC.

¨ **The Anti-Dilution Protection Is Limited** — The calculation agent will make adjustments to the relevant Stock Adjustment Factor, which will initially be set at 1.0, and the Payment at Maturity in the case of certain corporate events affecting the Underlying. The calculation agent is not required, however, to make such adjustments in response to all events that could affect the relevant Underlying. If an event occurs that does not require the calculation agent to make an adjustment, the value of the Securities may be materially and adversely affected. In addition, you should be aware that the calculation agent may, at its sole discretion, make adjustments to the relevant Stock Adjustment Factor or any other terms of the Securities that are in addition to, or that differ from, those described in the accompanying product supplement to reflect changes occurring in relation to the Underlying in circumstances where the calculation agent determines that it is appropriate to reflect those changes to ensure an equitable result. Any alterations to the specified anti-dilution adjustments for the Underlying described in the accompanying product supplement may be materially adverse to investors in the Securities. You should read "Description of Securities — Anti-Dilution Adjustments for Reference Stock" in the accompanying product supplement in order to understand the adjustments that may be made to the Securities.

¨ **There Is No Affiliation Between the Underlying Issuers and Us, and We Have Not Participated in the Preparation of, or Verified, Any Disclosure by Such Underlying Issuers** — We are not affiliated with the Underlying Issuers. However, we or our affiliates may currently or from time to time in the future engage in business with the Underlying Issuers. In the course of this business, we or our affiliates may acquire non-public information about the Underlying Issuers, and we will not disclose any such information to you. Nevertheless, neither we nor our affiliates have participated in the preparation of, or verified, any information about the Underlyings and the Underlying Issuers. You, as an investor in the Securities, should make your own investigation into the Underlyings and the Underlying Issuers. None of the Underlying Issuers is involved in the Securities offered hereby in any way and none of them has any obligation of any sort with respect to your Securities. None of the Underlying Issuers has any obligation to take your interests into consideration for any reason, including when taking any corporate actions that might affect the value of your Securities.

¨ **Past Performance of the Underlying Is No Guide to Future Performance** — The actual performance of the Underlying may bear little relation to the historical closing prices of the Underlying, and may bear little relation to the hypothetical return examples set forth

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elsewhere in this free writing prospectus. We cannot predict the future performance of the Underlying or whether the performance of the Underlying will result in the return of any of your investment.

¨ **Assuming No Changes in Market Conditions and Other Relevant Factors, the Price You May Receive for Your Securities in Secondary Market Transactions Would Generally Be Lower Than Both the Issue Price and the Issuer's Estimated Value of the Securities on the Trade Date** — While the payment(s) on the Securities described in this free writing prospectus is based on the full Face Amount of your Securities, the Issuer's estimated value of the Securities on the Trade Date (as disclosed on the cover of this free writing prospectus) is less than the Issue Price of the Securities. The Issuer's estimated value of the Securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the Securities on the Trade Date. Our purchase price, if any, in secondary market transactions would be based on the estimated value of the Securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our Securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately five months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

In addition to the factors discussed above, the value of the Securities and our purchase price in secondary market transactions after the Trade Date, if any, will vary based on many economic and market factors, including our creditworthiness, and cannot be predicted with accuracy. These changes may adversely affect the value of your Securities, including the price you may receive in any secondary market transactions. Any sale prior to the Maturity Date could result in a substantial loss to you. The Securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Securities to maturity.

¨ **The Securities Will Not Be Listed and There Will Likely Be Limited Liquidity** — The Securities will not be listed on any securities exchange. There may be little or no secondary market for the Securities. We or our affiliates intend to act as market makers for the Securities but are not required to do so and may cease such market making activities at any time. Even if there is a secondary market, it may not provide enough liquidity to allow you to sell the Securities when you wish to do so or at a price advantageous to you. Because we do not expect other dealers to make a secondary market for the Securities, the price at which you may be able to sell your Securities is likely to depend on the price, if any, at which we or our affiliates are willing to buy the Securities. If, at any time, we or our affiliates do not act as market makers, it is likely that there would be little or no secondary market in the Securities. If you have to sell your Securities prior to maturity, you may not be able to do so or you may have to sell them at a substantial loss, even in cases where the price of the Underlying has increased since the Trade Date.

- **Many Economic and Market Factors Will Affect the Value of the Securities** — While we expect that, generally, the price of the Underlying will affect the value of the Securities more than any other single factor, the value of the Securities prior to maturity will also be affected by a number of other factors that may either offset or magnify each other, including:

  - the expected volatility of the Underlying;
  - the time remaining to the maturity of the Securities;
  - the dividend rate of the Underlying and the performance of the stock market generally;
  - the real and anticipated results of operations of the Underlying;
  - actual or anticipated corporate reorganization events, such as mergers or takeovers, which may affect the Underlying Issuer;
  - interest rates and yields in the market generally;
  - geopolitical conditions and a variety of economic, financial, political, regulatory or judicial events that affect the Underlying or the markets generally;
  - supply and demand for the Securities; and
  - our creditworthiness, including actual or anticipated downgrades in our credit ratings.

- **Trading and Other Transactions by Us, UBS AG or Our or Its Affiliates in the Equity and Equity Derivative Markets May Impair the Value of the Securities** — We or our affiliates expect to hedge our exposure from the Securities by entering into equity and equity derivative transactions, such as over-the-counter options, futures or exchange-traded instruments. We, UBS AG or our or its affiliates may also engage in trading in instruments linked or related to the Underlying on a regular basis as part of our or its general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for customers, including block transactions. Such trading and hedging activities may affect the price of the Underlying and make it less likely that you will receive a positive return on your investment in the Securities. It is possible that we, UBS AG or our or its affiliates could receive substantial returns from these hedging and trading activities while the value of the Securities declines. We, UBS AG or our or its affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to the Underlying. Introducing competing products into the marketplace in this manner could adversely affect the value of the Securities. Any of the foregoing activities described in this paragraph may reflect trading strategies that differ from, or are in direct opposition to, investors' trading and investment strategies related to the Securities.

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¨ **Potential Deutsche Bank AG Impact on Price** — Trading or transactions by Deutsche Bank AG or its affiliates in the Underlying and/or over-the-counter options, futures or other instruments with returns linked to the performance of the Underlying may adversely affect the price of the Underlying and, therefore, the value of the Securities.

¨ **We, UBS AG or Our or Its Affiliates May Publish Research, Express Opinions or Provide Recommendations That Are Inconsistent with Investing in or Holding the Securities. Any Such Research, Opinions or Recommendations Could Adversely Affect the Price of the Underlying and the Value of the Securities** — We, UBS AG or our or its affiliates may publish research from time to time on financial markets and other matters that could adversely affect the value of the Securities, or express opinions or provide recommendations that are inconsistent with purchasing or holding the Securities. Any research, opinions or recommendations expressed by us, UBS AG or our or its affiliates may not be consistent with each other and may be modified from time to time without notice. You should make your own independent investigation of the merits of investing in the Securities and the Underlying.

¨ **Potential Conflicts of Interest** — Deutsche Bank AG or its affiliates may engage in business with the applicable Underlying Issuer, which may present a conflict between Deutsche Bank AG and you, as a holder of the Securities. We and our affiliates play a variety of roles in connection with the issuance of the Securities, including acting as calculation agent, hedging our obligations under the Securities and determining the Issuer's estimated value of the Securities on the Trade Date and the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions. In performing these roles, our economic interests and those of our affiliates are potentially adverse to your interests as an investor in the Securities. The calculation agent will determine, among other things, all values, prices and levels required to be determined for the purposes of the Securities on any relevant date or time. The calculation agent also has some discretion about certain adjustments to the Stock Adjustment Factor and will be responsible for determining whether a market disruption event has occurred as well as, in some circumstances, the prices or levels related to the Underlying that affect whether the Securities are automatically called. Any determination by the calculation agent could adversely affect the return on the Securities.

¨ **There Is Substantial Uncertainty Regarding the U.S. Federal Income Tax Consequences of an Investment in the Securities** — There is no direct legal authority regarding the proper U.S. federal income tax treatment of the Securities, and we do not plan to request a ruling from the Internal Revenue Service (the "**IRS**"). Consequently, significant aspects of the tax treatment of the Securities are uncertain, and the IRS or a court might not agree with the treatment of the Securities as prepaid financial contracts that are not debt, with associated contingent coupons, as described below under "What Are the Tax Consequences of an Investment in the Securities?" If the IRS were successful in asserting an alternative treatment for the Securities, the tax consequences of ownership and disposition of the Securities could be materially affected. In addition, as described below under "What Are the Tax Consequences of an Investment in the Securities?", in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the Securities, possibly with retroactive effect. You should review carefully the section of the accompanying product supplement entitled "U.S. Federal Income Tax Consequences," and consult your tax adviser regarding the U.S. federal tax consequences of an investment in the Securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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Scenario Analysis and Hypothetical Examples of Payment upon an Automatic Call or at Maturity

The following table and hypothetical examples below illustrate the payment upon an automatic call or at maturity for a hypothetical range of performances for an Underlying. The following examples and table are hypothetical and provided for illustrative purposes only. They do not purport to be representative of every possible scenario concerning increases or decreases in the price of any Underlying relative to its Initial Price. We cannot predict the Final Price or the Closing Price of any Underlying on any of the Observation Dates (including the Final Valuation Date). You should not take these examples as an indication or assurance of the expected performance of any Underlying. You should consider carefully whether the Securities are suitable to your investment goals. The numbers in the examples and table below may have been rounded for ease of analysis and it has been assumed that no event affecting an Underlying has occurred during the term of the Securities that would cause the calculation agent to adjust the Stock Adjustment Factor.

The following examples and table illustrate the payment at maturity or upon an automatic call per $10.00 Face Amount of Securities on a hypothetical offering of Securities based on the following assumptions*:

Term:	Approximately eighteen months, subject to an automatic call
Hypothetical Initial Price*:	$100.00
Hypothetical Trigger Price*:	$75.00 (75.00% of the Hypothetical Initial Price)
Hypothetical Coupon Barrier*:	$75.00 (75.00% of the Hypothetical Initial Price)
Hypothetical Contingent Coupon Rate*:	8.00% per annum (or 2.00% per quarter)
Hypothetical Contingent Coupon*:	$0.20 per quarter
Observation Dates:	Quarterly

* Based on a hypothetical Contingent Coupon Rate of 8.00% per annum. The actual Contingent Coupon Rate, Initial Price, Coupon Barrier and Trigger Price for each Security will be set on the Trade Date.

Example 1 — The Securities are called on the first Observation Date.

Date	**Closing Price**	**Payment (per $10.00 Face Amount of Securities)**
First Observation Date	$105.00 (greater than Initial Price)	$10.20 (Face Amount plus Contingent Coupon)
	Total Payment:	$10.20 (2.00% return)

Since the Securities are called on the first Observation Date, Deutsche Bank AG will pay you on the applicable Call Settlement Date a total of $10.20 per $10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon and representing a 2.00% return on the Securities over the approximately three months the Securities were outstanding before they were automatically called. No further amount will be owed to you under the Securities.

Example 2 — The Securities are called on the third Observation Date.

Date	**Closing Price**	**Payment (per $10.00 Face Amount of Securities)**
First Observation Date	$82.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Second Observation Date	$85.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Third Observation Date	$102.00 (greater than Initial Price)	$10.20 (Face Amount plus Contingent Coupon)
	Total Payment:	$10.60 (6.00% return)

Since the Securities are called on the third Observation Date, Deutsche Bank AG will pay you on the applicable Call Settlement Date a total of $10.20 per $10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon. When added to the Contingent Coupon payments of $0.40 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you a total of $10.60 per $10.00 Face Amount of Securities, representing a 6.00% return on the Securities over the approximately nine months the Securities were outstanding before they were automatically called. No further amount will be owed to you under the Securities.

Example 3 — The Securities are NOT automatically called and the Final Price of the Underlying is greater than or equal to the Trigger Price and Coupon Barrier.

Date	**Closing Price**	**Payment (per $10.00 Face Amount of Securities)**
First Observation Date	$88.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Second Observation Date	$63.00 (less than Coupon Barrier)	$0.00
Third Observation Date	$62.00 (less than Coupon Barrier)	$0.00
Fourth Observation Date	$61.00 (less than Coupon Barrier)	$0.00
Fifth Observation Date	$48.00 (less than Coupon Barrier)	$0.00
Final Observation Date (the Final Valuation Date)	$89.00 (greater than both Trigger Price and Coupon Barrier; less than Initial Price)	$10.20 (Payment at Maturity)
	Total Payment:	$10.40 (4.00% return)

Deutsche Bank AG will pay you at maturity a total of $10.20 per $10.00 Face Amount of Securities, reflecting the Face Amount plus the applicable Contingent Coupon. When added to the Contingent Coupon payment of $0.20 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you a total of $10.40 per $10.00 Face Amount of Securities, representing a 4.00% return over the approximately eighteen month term of the Securities.

Example 4 — The Securities are NOT automatically called and the Final Price of the Underlying is less than the Trigger Price and Coupon Barrier.

Date	**Closing Price**	**Payment (per $10.00 Face Amount of Securities)**
First Observation Date	$88.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Second Observation Date	$90.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Third Observation Date	$86.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Fourth Observation Date	$87.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Fifth Observation Date	$84.00 (greater than Coupon Barrier; less than Initial Price)	$0.20 (Contingent Coupon)
Final Observation Date (the Final Valuation Date)	$30.00 (less than both Trigger Price and Coupon Barrier)	$10.00 + [$10.00 × Underlying Return] = $10.00 + [$10.00 × -70.00%] = $10.00 - $7.00 = $3.00 (Payment at Maturity)
	Total Payment:	$4.00 (-60.00% return)

Since the Securities are not called and the Final Price of the Underlying is less than the Trigger Price and the Coupon Barrier, Deutsche Bank AG will pay you at maturity $3.00 per $10.00 Face Amount of Securities. When added to the Contingent Coupon payments of $1.00 paid in respect of prior Observation Dates, Deutsche Bank AG will have paid you $4.00 per $10.00 Face Amount of Securities, representing a -60.00% return over the approximately eighteen month term of the Securities.

If the Securities are not automatically called and the Final Price is less than the Trigger Price, your initial investment will be fully exposed to any negative Underlying Return, and, for each $10.00 Face Amount of Securities, you will lose 1.00% of the Face Amount for every 1.00% decline in the Final Price as compared to the Initial Price. In this circumstance, you will lose a significant portion or all of your initial investment. Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer and if the Issuer were to default on its payment obligations or become subject to a Resolution Measure, you could lose your entire investment.

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Information about the Underlyings

All disclosures contained in this free writing prospectus regarding each Underlying are derived from publicly available information. Neither Deutsche Bank AG nor any of its affiliates has participated in the preparation of, or verified, such information about any Underlying contained in this free writing prospectus. You should make your own investigation into each Underlying.

Included on the following pages is a brief description of each Underlying Issuer. We obtained the historical closing price information set forth below from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. You should not take the historical closing prices of the Underlyings as an indication of future performance. Each of the Underlyings is registered under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Companies with securities registered under the Exchange Act are required to file certain financial and other information specified by the SEC periodically. Information filed by each Underlying Issuer with the SEC can be reviewed electronically through a web site maintained by the SEC. The address of the SEC's web site is.http://www.sec.gov. Information filed with the SEC by each Underlying Issuer under the Exchange Act can be located by reference to its SEC file number provided below.

In addition, information filed with the SEC can be inspected and copied at the Public Reference Section of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Section, at prescribed rates.

Cisco Systems, Inc.

According to publicly available information, Cisco Systems, Inc. designs, manufactures and sells networking products and services related to the communications and information technology industry. Information filed by Cisco Systems, Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number: 000-18225, or its CIK Code: 0000858877. The common stock of Cisco Systems, Inc. is traded on the NASDAQ Stock Market under the symbol “CSCO.”

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of Cisco Systems, Inc., based on daily closing prices on the primary exchange for the common stock of Cisco Systems, Inc., as reported by Bloomberg L.P. The closing price of Cisco Systems, Inc.’s common stock on June 29, 2015 was $27.54. The actual Initial Price will be the Closing Price of Cisco Systems, Inc.’s common stock on the Trade Date.

Quarter Begin	Quarter End	Quarterly Closing High	Quarterly Closing Low	Quarterly Close
4/1/2010	6/30/2010	$27.57	$21.31	$21.31
7/1/2010	9/30/2010	$24.77	$20.05	$21.90
10/1/2010	12/31/2010	$24.51	$19.07	$20.23
1/1/2011	3/31/2011	$22.06	$17.00	$17.15
4/1/2011	6/30/2011	$18.07	$14.85	$15.61
7/1/2011	9/30/2011	$16.67	$13.73	$15.49
10/1/2011	12/31/2011	$19.12	$15.19	$18.08
1/1/2012	3/31/2012	$21.15	$18.66	$21.15
4/1/2012	6/30/2012	$21.20	$15.97	$17.17
7/1/2012	9/30/2012	$19.73	$15.14	$19.09
10/1/2012	12/31/2012	$20.39	$16.82	$19.65
1/1/2013	3/31/2013	$21.94	$20.30	$20.91
4/1/2013	6/30/2013	$24.82	$20.38	$24.31
7/1/2013	9/30/2013	$26.37	$23.31	$23.42
10/1/2013	12/31/2013	$23.99	$20.24	$22.45
1/1/2014	3/31/2014	$22.85	$21.35	$22.41
4/1/2014	6/30/2014	$25.04	$22.46	$24.85
7/1/2014	9/30/2014	$25.98	$24.43	$25.17
10/1/2014	12/31/2014	$28.46	$22.82	$27.82
1/1/2015	3/31/2015	$30.19	$26.37	$27.53
4/1/2015	6/29/2015*	$29.76	$27.13	$27.54

* As of the date of this free writing prospectus, available information for the second calendar quarter of 2015 includes data for the period through June 29, 2015. Accordingly, the “Quarterly Closing High,” “Quarterly Closing Low” and “Quarterly Close” data indicated are for this shortened period only and do not reflect complete data for the second calendar quarter of 2015.

The graph below illustrates the performance of the common stock of Cisco Systems, Inc. from June 29, 2010 through June 29, 2015, based on information from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. The graph shows a hypothetical Coupon Barrier and Trigger Price equal to 85.00% of $27.54, which was the closing price of Cisco Systems, Inc.'s common stock on June 29, 2015. The actual Initial Price, Coupon Barrier and Trigger Price will be determined on the Trade Date. **Past performance of the Underlying is not indicative of the future performance of the Underlying.**

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Huntsman Corporation

According to publicly available information, Huntsman Corporation is a global manufacturer of organic chemical products and of inorganic chemical products. Information filed by Huntsman Corporation with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-32427 or its CIK Code: 0001307954. The common stock of Huntsman Corporation is traded on the New York Stock Exchange under the symbol “HUN.”

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of Huntsman Corporation, based on daily closing prices on the primary exchange for the common stock of Huntsman Corporation, as reported by Bloomberg L.P. The closing price of Huntsman Corporation’s common stock on June 29, 2015 was $22.19. The actual Initial Price will be the Closing Price of Huntsman Corporation’s common stock on the Trade Date.

Quarter Begin	Quarter End	Quarterly Closing High	Quarterly Closing Low	Quarterly Close
4/1/2010	6/30/2010	$12.86	$8.55	$8.67
7/1/2010	9/30/2010	$11.66	$8.30	$11.56
10/1/2010	12/31/2010	$16.66	$11.47	$15.61
1/1/2011	3/31/2011	$18.85	$15.81	$17.38
4/1/2011	6/30/2011	$20.95	$16.80	$18.85
7/1/2011	9/30/2011	$20.17	$9.67	$9.67
10/1/2011	12/31/2011	$12.94	$8.78	$10.00
1/1/2012	3/31/2012	$14.72	$9.82	$14.01
4/1/2012	6/30/2012	$15.43	$11.68	$12.94
7/1/2012	9/30/2012	$16.32	$11.39	$14.93
10/1/2012	12/31/2012	$17.07	$14.60	$15.90
1/1/2013	3/31/2013	$19.43	$16.25	$18.59
4/1/2013	6/30/2013	$19.79	$16.36	$16.56
7/1/2013	9/30/2013	$20.80	$16.59	$20.61
10/1/2013	12/31/2013	$24.60	$21.03	$24.60
1/1/2014	3/31/2014	$24.59	$21.22	$24.42
4/1/2014	6/30/2014	$28.83	$24.19	$28.10
7/1/2014	9/30/2014	$28.88	$25.99	$25.99
10/1/2014	12/31/2014	$26.67	$21.26	$22.78
1/1/2015	3/31/2015	$24.40	$21.26	$22.17
4/1/2015	6/29/2015*	$23.50	$21.67	$22.19

* As of the date of this free writing prospectus, available information for the second calendar quarter of 2015 includes data for the period through June 29, 2015. Accordingly, the “Quarterly Closing High,” “Quarterly Closing Low” and “Quarterly Close” data indicated are for this shortened period only and do not reflect complete data for the second calendar quarter of 2015.

The graph below illustrates the performance of the common stock of Huntsman Corporation from June 29, 2010 through June 29, 2015, based on information from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. The graph shows a hypothetical Coupon Barrier and Trigger Price equal to 75.00% of $22.19, which was the closing price of Huntsman Corporation's common stock on June 29, 2015. The actual Initial Price, Coupon Barrier and Trigger Price will be determined on the Trade Date. **Past performance of the Underlying is not indicative of the future performance of the Underlying.**

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JPMorgan Chase & Co.
According to publicly available information, JPMorgan Chase & Co. is a financial holding company and financial services firm. Information filed by JPMorgan Chase & Co. with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-05805, or its CIK Code: 0000019617. The common stock of JPMorgan Chase & Co. is traded on the New York Stock Exchange under the symbol “JPM.”

Historical Information

The following table sets forth the quarterly high and low closing prices for the common stock of JPMorgan Chase & Co., based on daily closing prices on the primary exchange for the common stock of JPMorgan Chase & Co., as reported by Bloomberg L.P. The closing price of JPMorgan Chase & Co.’s common stock on June 29, 2015 was $67.20. The actual Initial Price will be the Closing Price of JPMorgan Chase & Co.’s common stock on the Trade Date.

Quarter Begin	Quarter End	Quarterly Closing High	Quarterly Closing Low	Quarterly Close
4/1/2010	6/30/2010	$47.81	$36.61	$36.61
7/1/2010	9/30/2010	$41.64	$35.63	$38.07
10/1/2010	12/31/2010	$42.67	$36.96	$42.42
1/1/2011	3/31/2011	$48.00	$43.40	$46.10
4/1/2011	6/30/2011	$47.64	$39.49	$40.94
7/1/2011	9/30/2011	$42.29	$29.27	$30.12
10/1/2011	12/31/2011	$37.02	$28.38	$33.25
1/1/2012	3/31/2012	$46.27	$34.91	$45.98
4/1/2012	6/30/2012	$46.13	$31.00	$35.73
7/1/2012	9/30/2012	$41.57	$33.90	$40.48
10/1/2012	12/31/2012	$44.53	$39.29	$43.97
1/1/2013	3/31/2013	$51.00	$44.57	$47.46
4/1/2013	6/30/2013	$55.62	$46.64	$52.79
7/1/2013	9/30/2013	$56.67	$50.32	$51.69
10/1/2013	12/31/2013	$58.48	$50.75	$58.48
1/1/2014	3/31/2014	$61.07	$54.31	$60.71
4/1/2014	6/30/2014	$60.67	$53.31	$57.62
7/1/2014	9/30/2014	$61.63	$55.56	$60.24
10/1/2014	12/31/2014	$63.15	$55.08	$62.58
1/1/2015	3/31/2015	$62.49	$54.38	$60.58
4/1/2015	6/29/2015*	$69.75	$59.95	$67.20

* As of the date of this free writing prospectus, available information for the second calendar quarter of 2015 includes data for the period through June 29, 2015. Accordingly, the “Quarterly Closing High,” “Quarterly Closing Low” and “Quarterly Close” data indicated are for this shortened period only and do not reflect complete data for the second calendar quarter of 2015.

The graph below illustrates the performance of the common stock of JPMorgan Chase & Co. from June 29, 2010 through June 29, 2015, based on information from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. The graph shows a hypothetical Coupon Barrier and Trigger Price equal to 85.00% of $67.20, which was the closing price of JPMorgan Chase & Co.'s common stock on June 29, 2015. The actual Initial Price, Coupon Barrier and Trigger Price will be determined on the Trade Date. **Past performance of the Underlying is not indicative of the future performance of the Underlying.**

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What Are the Tax Consequences of an Investment in the Securities?
Due to the lack of direct legal authority, there is substantial uncertainty regarding the U.S. federal income tax consequences of an investment in the Securities. In determining our responsibilities for information reporting and withholding, if any, we intend to treat the Securities as prepaid financial contracts that are not debt, with associated contingent coupons that constitute ordinary income and that, when paid to a non-U.S. holder, are generally subject to 30% (or lower treaty rate) withholding. Our special tax counsel, Davis Polk & Wardwell LLP, has advised that while it believes this treatment to be reasonable, it is unable to conclude that it is more likely than not that this treatment will be upheld, and that other reasonable treatments are possible that could materially affect the timing and character of income or loss on your Securities. If this treatment is respected, you generally should recognize short-term capital gain or loss on the taxable disposition (including retirement) of your Securities, unless you have held the Securities for more than one year, in which case your gain or loss should be long-term capital gain or loss. However, it is likely that any sales proceeds that are attributable to the next succeeding contingent coupon after it has been fixed will be treated as ordinary income and also possible that any sales proceeds attributable to the next succeeding contingent coupon prior to the time it has been fixed will be treated as ordinary income.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether beneficial owners of these instruments should be required to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; and the degree, if any, to which income (including any mandated accruals) realized by non-U.S. persons should be subject to withholding tax. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the Securities, possibly with retroactive effect.

You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences.” The preceding discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel regarding the material U.S. federal income tax consequences of owning and disposing of the Securities.

Under current law, the United Kingdom will not impose withholding tax on payments made with respect to the Securities.

For a discussion of certain German tax considerations relating to the Securities, you should refer to the section in the accompanying prospectus supplement entitled “Taxation by Germany of Non-Resident Holders.”

You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the Securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Supplemental Plan of Distribution (Conflicts of Interest)

UBS Financial Services Inc. and its affiliates, and Deutsche Bank Securities Inc., acting as agents for Deutsche Bank AG, will receive or allow as a concession or reallowance to other dealers discounts and commissions of $0.15 per $10.00 Face Amount of Securities. We will agree that UBS Financial Services Inc. may sell all or part of the Securities that it purchases from us to investors at the price to public indicated on the cover of the pricing supplement, the document that will be filed pursuant to Rule 424(b)(2) containing the final pricing terms of the Securities, or to its affiliates at the price to public indicated on the cover of the pricing supplement minus a concession not to exceed the discounts and commissions indicated on the cover. DBSI, one of the agents for these offerings, is our affiliate. Because DBSI is both our affiliate and a member of the Financial Industry Regulatory Authority, Inc. ("**FINRA**"), the underwriting arrangement for these offerings must comply with the requirements of FINRA Rule 5121 regarding a FINRA member firm's distribution of the securities of an affiliate and related conflicts of interest. In accordance with FINRA Rule 5121, DBSI may not make sales in these offerings of the Securities to any of its discretionary accounts without the prior written approval of the customer. See "Underwriting (Conflicts of Interest)" in the accompanying product supplement.