

# SECURITIES AND EXCHANGE COMMISSION

## FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2016-09-08**  
SEC Accession No. [0001193125-16-705460](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **GATX CORP**

CIK:[40211](#) | IRS No.: [361124040](#) | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **FWP** | Act: **34** | File No.: [333-213160](#) | Film No.: **161877005**  
SIC: **4700** Transportation services

#### Mailing Address

*222 WEST ADAMS STREET  
CHICAGO X1 60606-5314*

#### Business Address

*222 WEST ADAMS STREET  
CHICAGO X1 60606-5314  
3126216200*

### FILED BY

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**GATX Corporation**  
**PRICING TERM SHEET**

**September 8, 2016**

**Issuer:** GATX Corporation

**Security:** 3.250% Senior Notes due 2026

**Size:** \$350,000,000

**Maturity Date:** September 15, 2026

**Coupon:** 3.250%

**Interest Payment Dates:** March 15 and September 15, commencing March 15, 2017

**Benchmark Treasury:** UST 1.500% due August 15, 2026

**Benchmark Treasury Price and Yield:** 98-31+; 1.611%

**Spread to Benchmark Treasury:** +172 bps

**Yield to Maturity:** 3.331%

**Price to Investors:** 99.315%

**Redemption:** At any time prior to June 15, 2026, at a make-whole price equal to the greater of (a) 100% of the principal amount or (b) discounted present value at Treasury rate plus 30 basis points; and on or after June 15, 2026, at 100% of the principal; plus, in each case, accrued interest to but excluding the redemption date

**Pricing Date:** September 8, 2016

**Expected Settlement Date:** September 13, 2016 (T+3)

**CUSIP/ISIN:** 361448AY9 / US361448AY97

**Expected Ratings\*:** Baa2 / BBB (Stable / Stable) (Moody' s / S&P)

**Joint Book-Running Managers:** Citigroup Global Markets Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC  
U.S. Bancorp Investments, Inc.

**Senior Co-Manager:** Mizuho Securities USA Inc.

**Co-Managers:** BMO Capital Markets Corp.  
KeyBanc Capital Markets Inc.  
Loop Capital Markets LLC  
PNC Capital Markets LLC  
The Williams Capital Group, L.P.  
BNY Mellon Capital Markets, LLC

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

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling**

**Citigroup Global Markets Inc. toll free at 1-800-831-9146 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322.**