

**Amazon.com, Inc.**

1.900% Notes due August 21, 2020  
2.400% Notes due February 22, 2023  
2.800% Notes due August 22, 2024  
3.150% Notes due August 22, 2027  
3.875% Notes due August 22, 2037  
4.050% Notes due August 22, 2047  
4.250% Notes due August 22, 2057

This Pricing Term Sheet is qualified in its entirety by reference to the preliminary offering memorandum dated August 15, 2017 (the "Preliminary Offering Memorandum"). The information in this Pricing Term Sheet supplements the Preliminary Offering Memorandum and supersedes the information in the Preliminary Offering Memorandum to the extent inconsistent with the information in the Preliminary Offering Memorandum. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Preliminary Offering Memorandum.

The notes have not been registered under the Securities Act and are being offered only to (1) "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and (2) outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act.

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**Pricing Term Sheet**

**Issuer:** Amazon.com, Inc. (the "Issuer")

**Title:** 1.900% Notes due 2020 (the "2020 Notes")  
2.400% Notes due 2023 (the "2023 Notes")  
2.800% Notes due 2024 (the "2024 Notes")  
3.150% Notes due 2027 (the "2027 Notes")  
3.875% Notes due 2037 (the "2037 Notes")  
4.050% Notes due 2047 (the "2047 Notes")  
4.250% Notes due 2057 (the "2057 Notes")

**Security Type:** Rule 144A / Regulation S (with registration rights)

**Ratings\*:** Baa1 (positive) by Moody's Investor Service, Inc.  
AA- (stable) by Standard & Poor's Ratings Services

**Size:** 2020 Notes: \$1,000,000,000  
2023 Notes: \$1,000,000,000  
2024 Notes: \$2,000,000,000  
2027 Notes: \$3,500,000,000  
2037 Notes: \$2,750,000,000  
2047 Notes: \$3,500,000,000  
2057 Notes: \$2,250,000,000

**Maturity Date:** 2020 Notes: August 21, 2020  
2023 Notes: February 22, 2023  
2024 Notes: August 22, 2024  
2027 Notes: August 22, 2027  
2037 Notes: August 22, 2037  
2047 Notes: August 22, 2047  
2057 Notes: August 22, 2057

<b>Trade Date:</b>	August 15, 2017
<b>Settlement Date:</b>	August 22, 2017
<b>Coupon (Interest Rate):</b>	2020 Notes: 1.900% per annum, accruing from August 22, 2017 2023 Notes: 2.400% per annum, accruing from August 22, 2017 2024 Notes: 2.800% per annum, accruing from August 22, 2017 2027 Notes: 3.150% per annum, accruing from August 22, 2017 2037 Notes: 3.875% per annum, accruing from August 22, 2017 2047 Notes: 4.050% per annum, accruing from August 22, 2017 2057 Notes: 4.250% per annum, accruing from August 22, 2017
<b>Yield to Maturity:</b>	2020 Notes: 1.919% 2023 Notes: 2.425% 2024 Notes: 2.841% 2027 Notes: 3.171% 2037 Notes: 3.893% 2047 Notes: 4.093% 2057 Notes: 4.293%
<b>Spread to Benchmark Treasury:</b>	2020 Notes: 40 bps 2023 Notes: 60 bps 2024 Notes: 75 bps 2027 Notes: 90 bps 2037 Notes: 105 bps 2047 Notes: 125 bps 2057 Notes: 145 bps
<b>Benchmark Treasury:</b>	2020 Notes: 1.500% due August 15, 2020 2023 Notes: 1.875% due July 31, 2022 2024 Notes: 2.125% due July 31, 2024 2027 Notes: 2.250% due August 15, 2027 2037 Notes: 3.000% due May 15, 2047 2047 Notes: 3.000% due May 15, 2047 2057 Notes: 3.000% due May 15, 2047
<b>Benchmark Treasury Yield:</b>	2020 Notes: 1.519% 2023 Notes: 1.825% 2024 Notes: 2.091% 2027 Notes: 2.271% 2037 Notes: 2.843% 2047 Notes: 2.843% 2057 Notes: 2.843%
<b>Interest Payment Dates:</b>	2020 Notes: February 21 and August 21 of each year, beginning February 21, 2018 2023 Notes: February 22 and August 22 of each year, beginning February 22, 2018 2024 Notes: February 22 and August 22 of each year, beginning February 22, 2018 2027 Notes: February 22 and August 22 of each year, beginning February 22, 2018 2037 Notes: February 22 and August 22 of each year, beginning February 22, 2018 2047 Notes: February 22 and August 22 of each year, beginning February 22, 2018

2057 Notes: February 22 and August 22 of each year, beginning February 22, 2018

**Special Mandatory Redemption:**

This offering is not conditioned upon the consummation of the merger in which the Issuer will acquire all of the outstanding equity of Whole Foods Market, Inc. (the “Merger”). In the event that the closing of the Merger has not occurred on or prior to the earlier of (i) February 15, 2018 (subject to a one-time extension of 90 days under certain circumstances), and (ii) the date the Merger Agreement (as defined in the Preliminary Offering Memorandum) is terminated, the Issuer will be required to redeem all outstanding 2020 notes, 2023 notes, 2024 notes and 2027 notes on the Special Mandatory Redemption Date (as defined in the Preliminary Offering Memorandum) at a redemption price equal to 101% of the aggregate principal amount of the notes being redeemed, together with accrued and unpaid interest thereon, if any, to, but excluding, the Special Mandatory Redemption Date. The 2037 notes, 2047 notes and the 2057 notes are not subject to the Special Mandatory Redemption.

**Optional Redemption:**

The Issuer may, at its option, redeem any series of the notes, in whole or in part, at any time (until, in the case of the 2023 Notes, January 22, 2023; in the case of the 2024 Notes, June 22, 2024; in the case of the 2027 Notes, May 22, 2027; in the case of the 2037 Notes, February 22, 2037; in the case of the 2047 Notes, February 22, 2047; and in the case of the 2057 Notes, February 22, 2057) at a price equal to the greater of (1) 100% of the principal amount of the applicable series of notes to be redeemed, and (2) the sum of the present value of the remaining scheduled payments of principal and interest on the notes to be redeemed from the redemption date to the maturity date discounted from the scheduled payment dates to the redemption date on a semi-annual basis at the Treasury Rate (as defined in the Preliminary Offering Memorandum) plus 7.5 basis points in the case of the 2020 Notes, plus 10 basis points in the case of the 2023 Notes, plus 12.5 basis points in the case of the 2024 Notes, plus 15 basis points in the case of the 2027 Notes, plus 15 basis points in the case of the 2037 Notes, plus 20 basis points in the case of the 2047 Notes and plus 25 basis points in the case of the 2057 Notes, plus accrued and unpaid interest up to, but excluding, the redemption date.

Notwithstanding the immediately preceding paragraph, the Issuer may, at its option, redeem the 2023 Notes, in whole or in part, at any time, on or after January 22, 2023 (one month prior to the maturity date of the 2023 Notes); redeem the 2024 Notes, in whole or in part, at any time, on or after June 22, 2024 (two months prior to the maturity date of the 2024 Notes); redeem the 2027 Notes, in whole or in part, at any time, on or after May 22, 2027 (three months prior to the maturity date of the 2027 Notes); redeem the 2037 Notes, in whole or in part, at any time, on or after February 22, 2037 (six months prior to the maturity date of the 2037 Notes); redeem the 2047 Notes, in whole or in part, at any time, on or after February 22, 2047 (six months prior to the maturity date of the 2047 Notes); and redeem the 2057 Notes, in whole or in part, at any time, on or after February 22, 2057 (six months prior to the maturity date of the 2057 Notes; in each case at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest up to, but excluding, the redemption date.

**Price to Public:**

2020 Notes: 99.945%, plus accrued interest, if any  
2023 Notes: 99.872%, plus accrued interest, if any  
2024 Notes: 99.741%, plus accrued interest, if any  
2027 Notes: 99.821%, plus accrued interest, if any  
2037 Notes: 99.751%, plus accrued interest, if any  
2047 Notes: 99.261%, plus accrued interest, if any  
2057 Notes: 99.182%, plus accrued interest, if any

**CUSIP/ ISIN (Rule 144A):** 2020 Notes: 023135AR7 / US023135AR74  
2023 Notes: 023135AU0 / US023135AU04  
2024 Notes: 023135AX4 / US023135AX43  
2027 Notes: 023135BA3 / US023135BA31  
2037 Notes: 023135BD7 / US023135BD79  
2047 Notes: 023135BG0 / US023135BG01  
2057 Notes: 023135BK1 / US023135BK13

**CUSIP/ ISIN (Regulation S):** 2020 Notes: U02320AD8 / USU02320AD80  
2023 Notes: U02320AE6 / USU02320AE63  
2024 Notes: U02320AF3 / USU02320AF39  
2027 Notes: U02320AG1 / USU02320AG12  
2037 Notes: U02320AH9 / USU02320AH94  
2047 Notes: U02320AJ5 / USU02320AJ50  
2057 Notes: U02320AK2 / USU02320AK24

**Managers:** Goldman Sachs & Co. LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
J.P. Morgan Securities LLC

**Co-Managers:** HSBC Securities (USA) Inc.  
Academy Securities, Inc.  
C.L. King & Associates, Inc.  
R. Seelaus & Co., Inc.

**\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal by the assigning rating organization at any time. Each rating should be evaluated independently of any other rating.**

**This material is confidential and is for your information only and is not intended to be used by anyone other than you. This information does not purport to be a complete description of these securities or the offering. Please refer to the Preliminary Offering Memorandum for a complete description.**

**This communication is being distributed in the United States solely to qualified institutional buyers, as defined in Rule 144A under the Securities Act and outside the United States solely to non-U.S. persons, as defined under Regulation S under the Securities Act.**

**This communication does not constitute an offer to sell, and is not a solicitation of an offer to buy, the securities in any jurisdiction where the offer or sale is not permitted.**

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