

TOTAL S.A.
 Form 424B5
 June 18, 2014
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Title of Each Class of Securities to be Registered	Maximum Offering Price	Amount of Registration Fee
2.100% Guaranteed Notes Due 2019	\$1,000,000,000	\$128,800
Guarantee of 2.100% Guaranteed Notes Due 2019		(1)
Floating Rate Guaranteed Notes Due 2019	\$250,000,000	\$32,200
Guarantee of Floating Rate Guaranteed Notes Due 2019		(1)
2.750% Guaranteed Notes Due 2021	\$1,000,000,000	\$128,800
Guarantee of 2.750% Guaranteed Notes Due 2021		(1)

(1) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantee

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Filed pursuant to Rule 424(b)(5)
Registration Statement Nos. 333-180967 and
333-180967-01

PROSPECTUS SUPPLEMENT

(To prospectus dated April 26, 2012)

\$2,250,000,000

TOTAL CAPITAL INTERNATIONAL

(A wholly-owned subsidiary of TOTAL S.A.)

consisting of

\$1,000,000,000 2.100% Guaranteed Notes Due 2019

\$250,000,000 Floating Rate Guaranteed Notes Due 2019

\$1,000,000,000 2.750% Guaranteed Notes Due 2021

Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

Pursuant to this prospectus supplement, Total Capital International is offering 2.100% notes due June 19, 2019 (the Five-Year Fixed Rate Notes), Floating Rate notes due June 19, 2019 (the Five-Year Floating Rate Notes) and 2.750% notes due June 19, 2021 (the Seven-Year Notes) and, together with the Five-Year Fixed Rate Notes and the Five-Year Floating Rate Notes, the notes). The Five-Year Fixed Rate Notes will bear interest at the rate of 2.100% per year and the Seven-Year Notes will bear interest at the rate of 2.750% per year. The Five-Year Floating Rate Notes will bear interest at an interest rate for each interest period equal to the three-month U.S. dollar LIBOR plus 35 basis points, as described in this prospectus supplement. Total Capital International will pay interest on the Five-Year Fixed Rate Notes on June 19 and December 19 of each year, beginning on December 19, 2014. Total Capital International will pay interest on the Five-Year Floating Rate Notes on March 19, June 19, September 19 and December 19 of each year, beginning on September 19, 2014. Total Capital International will pay interest on the Seven-Year Notes on June 19 and December 19 of each year, beginning on December 19, 2014. Interest on the notes will accrue from June 23, 2014. The Five-Year Fixed Rate Notes will mature on June 19, 2019, the Five-Year Floating Rate Notes will mature on June 19, 2019 and the Seven-Year Notes will mature on June 19, 2021. The notes of each series will be issued only in denominations of \$2,000 and integral multiples of \$1,000 above that amount.

Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.

We may redeem the Five-Year Fixed Rate Notes and the Seven-Year Notes in whole or in part at any time and from time to time at the make-whole redemption price set forth in this prospectus supplement. In addition, we may redeem the notes at any time at 100% of their principal amount upon the occurrence of certain tax events described in this prospectus supplement and the attached prospectus.

See Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 2 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2013, which is incorporated by reference in this prospectus supplement and the attached prospectus, to read about factors you should consider before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offense.

	Five-Year Floating Rate Notes		Five-Year Fixed Rate Notes		Seven-Year Notes	
	Per Note	Total	Per Note	Total	Per Note	Total
Public Offering Price ⁽¹⁾	100.000%	\$ 250,000,000	99.868%	\$ 998,680,000	99.811%	\$ 998,110,000
Underwriting Discount	0.130%	\$ 325,000	0.130%	\$ 1,300,000	0.170%	\$ 1,700,000
Proceeds, before expenses, to TOTAL ⁽¹⁾	99.870%	\$ 249,675,000	99.738%	\$ 997,380,000	99.641%	\$ 996,410,000

⁽¹⁾ Plus accrued interest from June 23, 2014, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company (DTC) and its participants, including Euroclear Bank S.A./N.V. (Euroclear) and Clearstream Banking, Luxembourg (Clearstream), against payment in New York, New York on or about June 23, 2014.

Joint Book-Running Managers

Citigroup

Credit Agricole CIB

Goldman, Sachs & Co.

Morgan Stanley
RBC Capital Markets

Prospectus Supplement dated June 16, 2014.

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In this prospectus, unless the context indicates otherwise, the terms we, our and us refer to both TOTAL S.A. and Total Capital International, TOTAL refers to TOTAL S.A., the Total Group refers to TOTAL and its subsidiaries, and Total Capital International refers to Total Capital International.

INCORPORATION OF INFORMATION FILED WITH THE SEC

The U.S. Securities and Exchange Commission, referred to herein as the SEC, allows us to incorporate by reference into this prospectus supplement and the attached prospectus the information in documents filed with the SEC, which means that:

incorporated documents are considered part of this prospectus supplement and the attached prospectus;

we can disclose important information to you by referring to those documents; and

information filed with the SEC in the future will automatically update and supersede this prospectus supplement and the attached prospectus.

The information that we incorporate by reference is an important part of this prospectus supplement and the attached prospectus.

We incorporate by reference in this prospectus supplement and the attached prospectus the documents described in *Where You Can Find More Information About Us* in the attached prospectus which we filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, except to the extent amended or superseded by subsequent filings. We also incorporate by reference any future filings that we make with the SEC under Sections 13(a), 13(c) or 15(d) of the Exchange Act after the date of this prospectus supplement but before the end of the notes offering and that, in the case of any future filings on Form 6-K, are identified in such filing as being incorporated into this prospectus supplement or the attached prospectus.

The documents incorporated by reference in this prospectus supplement and the attached prospectus and, in particular, those set forth below contain important information about TOTAL and its financial condition:

TOTAL's Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 27, 2014; and

TOTAL's Reports on Form 6-K, furnished to the SEC on May 2, 2014 and June 16, 2014.

You should read *Where You Can Find More Information About Us* in the attached prospectus for information on how to obtain the documents incorporated by reference or other information relating to TOTAL.

GENERAL INFORMATION

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this prospectus supplement and the attached prospectus, and, if given or made, such information must not be relied upon as having been authorized. This prospectus supplement and the attached prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the notes to which it relates or an offer to sell or the solicitation of an offer to buy such notes by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the attached prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus supplement or that the information contained in this prospectus supplement and the attached prospectus is correct as of any time subsequent to its date.

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The distribution of this prospectus supplement and the attached prospectus and the offering and sale of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the attached prospectus come are required by us and the underwriters to inform themselves about and to observe any such restrictions.

To the extent that the offer of the notes is made in any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, including the 2010 PD Amending Directive (Directive 2010/73/EU) to the extent implemented in the relevant Member State, the Prospectus Directive) before the date of publication of an approved prospectus in relation to such notes which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or, where appropriate, published in accordance with the Prospectus Directive and notified to the competent authority in that Member State in accordance with the Prospectus Directive), the offer (including any offer pursuant to this document) is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive or has been or will be made otherwise in circumstances that do not require us or any of the underwriters to publish a prospectus pursuant to the Prospectus Directive.

In the United Kingdom, this prospectus supplement and the attached prospectus is only being distributed to and is only directed at (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) or (ii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

TOTAL s headquarters are located at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

Total Capital International s headquarters are located at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

In this prospectus, references to United States dollars , U.S. dollars , dollars , US\$ and \$ are to the currency of the United States and references to euros and are to the single European currency adopted by certain participating member countries of the European Union.

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RISK FACTORS

Investing in the securities offered using this prospectus involves risk. You should consider carefully the risks described below, together with the risks described in the documents incorporated by reference into this prospectus, and any risk factors included in the attached prospectus, before you decide to buy our notes. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and the trading price and liquidity of the securities offered using this prospectus could decline, in which case you may lose all or part of your investment.

Risks related to the offering and owning the notes

Since TOTAL is a holding company and currently conducts its operations through subsidiaries, your right to receive payments on the notes and the guarantee is subordinated to the other liabilities of TOTAL's subsidiaries.

TOTAL is organized as a holding company, and substantially all of its operations are carried on through subsidiaries. TOTAL's principal source of income is the dividends and distributions it receives from its subsidiaries. On an unconsolidated basis, TOTAL's obligations consisted of \$37,112 million of debt as of March 31, 2014. TOTAL's ability 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. TOTAL's subsidiaries are not guarantors on the notes. Moreover, these subsidiaries and affiliated companies are not required and may not be able to pay dividends to TOTAL. Claims of the creditors of TOTAL's subsidiaries have priority as to the assets of such subsidiaries over the claims of creditors of TOTAL. Consequently, holders of Total Capital International's notes that are guaranteed by TOTAL are in fact structurally subordinated, on TOTAL's insolvency, to the prior claims of the creditors of TOTAL's subsidiaries.

In addition, some of TOTAL's subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets would fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. For example, French law prohibits those subsidiaries incorporated in France from paying dividends unless these payments are made out of distributable profits. These profits consist of accumulated, realized profits, which have not been previously utilized, less accumulated, realized losses, which have not been previously written off. Other statutory and general law obligations may also affect the ability of directors of TOTAL's subsidiaries to declare dividends and the ability of our subsidiaries to make payments to us on account of intercompany loans.

Since the notes are unsecured, your right to receive payments may be adversely affected.

The notes will be unsecured. The notes are not subordinated to any of our other debt obligations, and therefore they will rank equally with all our other unsecured and unsubordinated indebtedness (save for certain mandatory exceptions provided by French law). There is no limitation on TOTAL's or Total Capital International's ability to issue secured debt. As of March 31, 2014, TOTAL had approximately \$704 million of consolidated secured indebtedness outstanding and Total Capital International had no secured indebtedness outstanding. If Total Capital International, as issuer of the notes, defaults on the notes or TOTAL, as guarantor, defaults on the guarantee, or after the bankruptcy, liquidation or reorganization of Total Capital International or TOTAL, then, to the extent the relevant obligor has granted security over its assets, the assets that secure that entity's debts will be used to satisfy the obligations under that secured debt before the obligor can make payment on the notes or the guarantee, as applicable. There may only be limited assets available to make payments on the notes or the guarantee in the event of an acceleration of the notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness (save for certain mandatory exceptions provided by French law).

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At any point in time there may or may not be an active trading market for our notes.

At any point in time there may or may not be an active trading market for our notes. We have not and do not intend to list the notes on any securities exchange or make them available for quotation on any automated interdealer quotation system. In addition, underwriters, broker-dealers and agents that participate in the distribution of the notes may make a market in the notes as permitted by applicable laws and regulations but will have no obligation to do so, and any such market-making activities with respect to the notes may be discontinued at any time without notice. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price. Among the factors that could cause the notes to trade at a discount are: an increase in prevailing interest rates; a decline in our credit worthiness; the time remaining to the maturity; a weakness in the market for similar securities; and declining general economic conditions.

Transactions on the notes could be subject to the European financial transaction tax, if adopted

On February 14, 2013, the European Commission adopted a proposal for a directive on the financial transaction tax (hereafter "FTT") to be implemented under the enhanced cooperation procedure by eleven Member States initially (Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain). Member States may join or leave the group of participating Member States at later stages. The proposal will be negotiated by Member States, and, subject to an agreement being reached by the participating Member States, a final directive will be enacted. The participating Member States will then implement the directive in local legislation.

If the proposed directive is adopted and implemented in local legislation, a FTT would be paid, by financial institutions on certain transactions on financial instruments (including debt instruments such as the debt securities issued pursuant to this prospectus supplement). As a consequence, noteholders may be exposed to increased transaction costs. However, following a meeting of the European finance ministers, the ministers of the Participating Member States published a joint statement stating that the FTT should be implemented progressively, and should initially only apply to transactions involving shares and certain derivative instruments. The first steps would be implemented at the latest on January 1, 2016. The FTT proposal remains subject to negotiation between the Participating Member States, and its scope may still be altered prior to its adoption, or its implementation.

Prospective holders of the notes should consult their own tax advisers in relation to the consequences of the FTT associated with subscribing for, purchasing, holding and disposing of the notes.

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The following table sets out the unaudited consolidated capitalization and long-term indebtedness, as well as short-term indebtedness, of the Group as of March 31, 2014, prepared on the basis of IFRS.

(In millions of dollars)	At March 31, 2014	
	Actual	As adjusted ⁽¹⁾
Current financial debt, including current portion of non-current financial debt		
Current portion of non-current financial debt	3,772	3,772
Current financial debt	7,904	7,904
Current portion of financial instruments for interest rate swaps liabilities	274	274
Other current financial instruments liabilities	76	76
Financial liabilities directly associated with assets held for sale	0	0
Total current financial debt	12,026	12,026
Non-current financial debt	37,506	39,756
Non-controlling interests	3,248	3,248
Shareholders equity		
Common shares	7,496	7,496
Paid-in surplus and retained earnings	101,568	101,568
Currency translation adjustment	(1,625)	(1,625)
Treasury shares	(4,303)	(4,303)
Total shareholders equity	103,136	103,136
Total capitalization and non-current indebtedness	143,890	146,140

(1) As adjusted to reflect the issuance of notes offered pursuant to this prospectus supplement.

As of March 31, 2014, TOTAL had an authorized share capital of 3,417,344,607 ordinary shares with a par value of 2.50 per share, and an issued share capital of 2,378,259,685 ordinary shares (including 109,207,673 treasury shares from shareholders equity).

As of March 31, 2014, approximately \$704 million of TOTAL's non-current financial debt was secured and approximately \$36,802 million was unsecured, and all of TOTAL's current financial debt of \$7,904 million was unsecured. As of March 31, 2014, TOTAL had no outstanding guarantees from third parties relating to its consolidated indebtedness. For more information about TOTAL's commitments and contingencies, see Note 23 of the Notes to TOTAL's audited consolidated financial statements in its Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 27, 2014.

Since March 31, 2014, Total Capital International has issued 250 million (or approximately \$338 million using the June 13, 2014 European Central Bank Reference Rate of 1 = \$1.35) of non-current financial debt. On June 5, 2014, SunPower Corporation, a fully consolidated affiliate in which TOTAL holds a majority interest, issued \$400 million of convertible debt. Neither the issuances by Total Capital International since March 31, 2014 nor the issuance by SunPower Corporation on June 5, 2014 are reflected in the As Adjusted column in the table set forth above.

On April 29, 2014, the Board approved a first quarter 2014 interim dividend of 0.61 per share, representing approximately 1.5 billion, to be paid on September 26, 2014.

The annual shareholders meeting of TOTAL held on May 16, 2014 approved the distribution of a cash dividend for 2013 of 2.38 per share. Taking into account the quarterly interim dividend payments for 2013, which totaled 1.77 per share as of March 24, 2014, the remaining balance of 0.61 per share, representing approximately 2.1 billion, was paid on June 5, 2014.

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Except as disclosed herein, there have been no material changes in the consolidated capitalization, indebtedness and contingent liabilities of TOTAL since March 31, 2014.

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DESCRIPTION OF NOTES

This section outlines the specific financial and legal terms of the notes that are more generally described under Description of Debt Securities and Guarantee beginning on page 6 of the prospectus that is attached to this prospectus supplement. If anything described in this section is inconsistent with the terms described under Description of Debt Securities and Guarantee in the attached prospectus, the terms described below shall prevail.

The term notes shall mean the notes of each series originally issued on the original issuance date taken together with any additional notes of the same series subsequently issued.

Terms of the Five-Year Floating Rate Notes

Issuer: Total Capital International.

Guarantor: TOTAL S.A.

Title: Floating Rate Guaranteed Notes due June 19, 2019.

Total initial principal amount being issued: \$250,000,000.

Public Offering Price: 100.000%.

Issuance date: June 23, 2014.

Maturity date: The Five-Year Floating Rate Notes will mature on June 19, 2019.

Interest rate: The interest rate for the first interest period will be the three-month U.S. dollar London Interbank Offered Rate (LIBOR), as determined on June 19, 2014, plus a margin of 0.35%. Thereafter, the interest rate for any interest period will be U.S. dollar LIBOR, as determined on the applicable interest determination date (as defined below), plus a margin of 0.35%. The interest rate will be reset quarterly on each interest reset date (as defined below).

LIBOR: With respect to any interest determination date, LIBOR will be the rate for deposits in U.S. dollars having a maturity of three months commencing on the interest reset date that appears on the designated LIBOR page as of 11:00 a.m., London time, on that interest determination date. If no rate appears, LIBOR, in respect of that interest determination date, will be determined as follows: the calculation agent (as defined below) will request the principal London offices of each of four major reference banks in the London interbank market (which may include the calculation agent, the paying agents or their affiliates), as selected by the calculation agent (after consultation with the Issuer), to provide the calculation agent with its offered quotation for deposits in U.S. dollars for the period of three months, commencing on the interest reset date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on that interest determination date and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time. If at least two quotations are provided, then LIBOR on that interest determination date will be the arithmetic mean of those quotations (rounded if necessary to the nearest one hundred-thousandth of a percentage point, with 0.000005 being rounded upwards). If fewer than two quotations are provided, then LIBOR on the interest determination date will be the arithmetic mean (rounded if necessary to the nearest one hundred-thousandth of a percentage point, with 0.000005 being rounded upwards) of the rates quoted at approximately 11:00 a.m., New York City time, on the interest

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determination date by three major banks in The City of New York (which may include the calculation agent, the paying agents or their affiliates) selected by the calculation agent (after consultation with the Issuer) for loans in U.S. dollars to leading European banks, having a three-month maturity and in a principal amount that is representative for a single transaction in U.S. dollars in that market at that time; provided, however, that if the banks selected by the calculation agent are not providing quotations in the manner described by this sentence, LIBOR determined as of that interest determination date will be LIBOR in effect on that interest determination

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date. The designated LIBOR page is the Reuters screen LIBOR01 , or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. The Reuters screen LIBOR01 is the display designated as the Reuters screen LIBOR01 , or such other page as may replace the Reuters screen LIBOR01 on that service or such other service or services as may be denominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits. All calculations made by the calculation agent for the purposes of calculating the interest rate on the Five-Year Floating Rate Notes shall be conclusive and binding on the holders of Five-Year Floating Rate Notes, the Issuer, the Guarantor and the trustee, absent manifest error.

Day count: For each interest period, interest will be calculated on the basis of the actual number of days elapsed and a 360-day year.

Business day convention: With respect to each of the Five-Year Floating Rate Notes, if any interest reset date or interest payment date (other than the maturity date) would otherwise be a day that is not a floating rate business day, the relevant date will be postponed to the next day that is a floating rate business day, provided, however, that if that date would fall in the next succeeding calendar month, such date will be the immediately preceding floating rate business day. If any such interest payment date (other than the maturity date) is postponed or brought forward as described above, the interest amount will be adjusted accordingly. If the maturity date falls on a day that is not a floating rate business day, payment of principal and interest on the Five-Year Floating Rate Notes will be made on the next day that is a floating rate business day, and no interest will accrue for the period from and after the maturity date. A floating rate business day for these purposes is any day that is a New York business day and a London business day.

Date interest starts accruing: June 23, 2014.

New York business day: any weekday on which banking or trust institutions in the City of New York are not authorized generally or obligated by law, regulation or executive order to close.

London business day: any weekday on which banking or trust institutions in London are not authorized generally or obligated by law, regulation or executive order to close.

Interest payment dates: Each March 19, June 19, September 19 and December 19, subject to adjustment in accordance with the business day convention specified above.

First interest payment date: September 19, 2014.

Interest reset date: The interest reset date for each interest period other than the first interest period will be the first day of such interest period, subject to adjustment in accordance with the business day convention specified above.

Interest period: The period beginning on, and including, an interest payment date and ending on, but not including, the following interest payment date; provided that the first interest period will begin on June 23, 2014, and will end on, but not include, the first interest payment date.

Interest determination date: The interest determination date relating to a particular interest reset date will be the second London business day preceding such interest reset date.

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Calculation agent: The Bank of New York Mellon.

Regular record dates for interest: Each March 1, June 1, August 1 and December 1.

Terms of the Five-Year Fixed Rate Notes and the Seven-Year Notes

Issuer: Total Capital International.

Guarantor: TOTAL S.A.

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Title: 2.100% Guaranteed Notes Due June 19, 2019 (the Five-Year Fixed Rate Notes).
2.750% Guaranteed Notes Due June 19, 2021 (the Seven-Year Notes and, together with the Five-Year Fixed Rate Notes, the Fixed Rate Notes).

Total initial principal amount of Five-Year Fixed Rate Notes being issued: \$1,000,000,000.

Total initial principal amount of Seven-Year Notes being issued: \$1,000,000,000.

Public Offering Price for the Five-Year Fixed Rate Notes: 99.868%.

Public Offering Price for the Seven-Year Notes: 99.811%.

Issuance date: June 23, 2014.

Maturity date: The Five-Year Fixed Rate Notes will mature on June 19, 2019.
The Seven-Year Notes will mature on June 19, 2021.

Interest rate: The Five-Year Fixed Rate Notes will bear interest at the rate of 2.100% per annum.
The Seven-Year Notes will bear interest at the rate of 2.750% per annum.

Day count: Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Date interest starts accruing: June 23, 2014.

Interest payment dates: Each June 19 and December 19 for the Five-Year Fixed Rate Notes.
Each June 19 and December 19 for the Seven-Year Notes.

First interest payment date: December 19, 2014 for the Five-Year Fixed Rate Notes.
December 19, 2014 for the Seven-Year Notes.

Regular record dates for interest: Each June 1 and December 1 for the Five-Year Fixed Rate Notes.
Each June 1 and December 1 for the Seven-Year Notes.

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Business Day: If any payment is due in respect of the Fixed Rate Notes on a day that is not a business day, it will be made on the next following business day, provided that no interest will accrue on the payment so deferred. A *business day* for these purposes is any weekday on which banking or trust institutions in the City of New York are not authorized generally or obligated by law, regulation or executive order to close.

Optional make-whole redemption: We have the right to redeem the Fixed Rate Notes in whole or in part, at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the Fixed Rate Notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Fixed Rate Notes to be redeemed (not including any portion of payments of interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 7 basis points in the case of the Five-Year Fixed Rate Notes and 10 basis points in the case of the Seven-Year Notes, plus, in each case, accrued and unpaid interest to the date of redemption.

For purposes of determining the optional make-whole redemption price, the following definitions are applicable.

Treasury rate means, with respect to any redemption date, the rate per year equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the comparable treasury issue, assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date.

Comparable treasury issue means the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated maturity comparable to the remaining term of the applicable series of notes to

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be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date.

Quotation agent means one of the reference treasury dealers appointed by us. *Reference treasury dealer* means each of Citigroup Global Markets Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC or their respective affiliates which are primary U.S. government securities dealers, and their respective successors, and three other primary U.S. government securities dealers selected by us, provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the United States (a *primary treasury dealer*), we shall substitute therefor another primary treasury dealer.

Reference treasury dealer quotations means with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 3:30 p.m. New York time on the third business day preceding such redemption date.

General Terms Applicable to each of the Notes

Guarantee: Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL. For more information about the guarantee, you should read *Description of Debt Securities and Guarantee* beginning on page 6 of the attached prospectus.

Ranking: The notes and the guarantees will constitute unsecured and unsubordinated indebtedness of Total Capital International and TOTAL S.A., respectively, and will rank equally with all other unsecured and unsubordinated indebtedness from time to time outstanding.

Name of depository: The Depository Trust Company, commonly referred to as *DTC*.

Form of notes: The notes will be issued as one or more global securities. You should read *Description of Debt Securities and Guarantee* *Legal Ownership* *Global Securities* beginning on page 8 of the attached prospectus for more information about global securities. The notes will be issued in the form of global securities deposited with DTC and registered in the name of Cede & Co, as the nominee of DTC. Beneficial interests in the notes may be held through DTC, Clearstream or Euroclear. For more information about global securities held through DTC, Clearstream or Euroclear, you should read *Clearance and Settlement* beginning on page 16 of the prospectus.

Redemption: The notes are not redeemable, except (i) as described under *Description of Debt Securities and Guarantee* *Optional Tax Redemption* beginning on page 18 of the attached prospectus; the provisions for optional tax redemption described therein will apply to changes in tax treatment occurring after the issuance date; at maturity, the notes will be repaid at par; and (ii) with respect to the Fixed Rate Notes, as described above under *Optional make-whole redemption*.

Additional Amounts: We will make payments on the notes without withholding any taxes unless otherwise required to do so by law. If the Republic of France or any tax authority therein requires Total Capital International or TOTAL to withhold or deduct amounts from payment on a note or any amounts to be paid under the guarantee in respect of the notes or as additional amounts for or on account of taxes or any other governmental charges, or any other jurisdiction requires such withholding or deduction as a result of a merger or similar event, Total Capital International or TOTAL may be required to pay you an additional amount so that the net amount you receive will be the amount specified in the note to which you are entitled as more fully described in the attached prospectus.

Sinking fund: There is no sinking fund.

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Trustee: Total Capital International will issue the notes under an indenture with The Bank of New York Mellon, as trustee, entered into on February 17, 2012, which is referred to on page 6 of the attached prospectus.

Net proceeds: The net proceeds will be \$2,243,465,000 (before expenses).

Listing: We do not plan to have the notes listed on any securities exchange or made available for quotation on any automated interdealer quotation system.

Risk factors: You should read carefully all of the information in this prospectus supplement and the attached prospectus, which includes information incorporated by reference. In particular, you should evaluate the specific factors under Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 2 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2013 for risks involved with an investment in the notes.

Further issues: We may issue notes of the same series as any series of the notes offered hereby without the consent of holders of such notes. Any additional notes so issued will have the same terms as the existing notes in all respects (except for the date from which interest accrues, the issue price and, in some cases, the first interest payment date on the new notes, if any), so that such additional notes will be consolidated and form a single series with the existing notes.

Governing law and jurisdiction: The indenture and the notes are governed by New York law. Any legal proceeding arising out of or based upon the indenture and the notes may be instituted in any state or federal court in the Borough of Manhattan in New York City, New York.

Timing and delivery: We currently expect delivery of the notes to occur on or about June 23, 2014, which will be the fifth business day following the initial date of trading of the notes (such settlement cycle being referred to as T+5). Under applicable rules and regulations, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.

CUSIP / ISIN Five-Year Fixed Rate Notes: 89153VAM1/US89153VAM19.

CUSIP / ISIN Five-Year Floating Rate Notes: 89153VAN9/US89153VAN91.

CUSIP / ISIN Seven-Year Notes: 89153VAP4/US89153VAP40.

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USE OF PROCEEDS

We estimate that the net proceeds (after deducting the underwriting discount but before expenses of the offering) from the sale of the notes will be approximately \$2,243,465,000. We intend to use the net proceeds from the sale of the notes for general corporate purposes.

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Table of Contents**EXCHANGE RATE INFORMATION**

Effective January 1, 2014, TOTAL publishes its consolidated financial statements in U.S. dollars. As used in this prospectus supplement, the term **Noon Buying Rate** refers to the rate of exchange for euros, expressed in U.S. dollars per euro, as announced by The Federal Reserve Bank of New York for customs purposes as the rate in The City of New York for cable transfers payable in foreign currencies. Effective January 1, 2009, The Federal Reserve Bank discontinued the daily publication of Noon Buying Rates.

The following tables set out the average dollar/euro exchange rate for the years indicated, based on the Noon Buying Rate expressed in dollars per 1.00. Such rates are not used by TOTAL in preparation of its consolidated financial statements. No representation is made that the euro could have been converted into dollars at the rates shown or at any other rates for such periods or at such dates.

DOLLAR/EURO EXCHANGE RATES

Year	Average Rate^(a)
2009	1.40
2010	1.33
2011	1.40
2012	1.29
2013	1.33

(a) *The average of the Noon Buying Rate expressed in dollars/euro on the last business day of each full month during the relevant year.* The table below shows the high and low dollar/euro exchange rates for the six months listed below based on the Noon Buying Rate expressed in dollars per euro.

DOLLAR/EURO EXCHANGE RATES

Period	High	Low
November 2013	1.36	1.34
December 2013	1.38	1.36
January 2014	1.37	1.35
Feb 2014	1.38	1.35
March 2014	1.39	1.37
April 2014	1.39	1.37
May 2014	1.39	1.36
June 2014 (up to June 6)	1.36	1.36

The European Central Bank reference exchange rate on June 13, 2014 for the dollar against the euro was \$1.35.

Table of Contents**UNDERWRITING**

Subject to the terms and conditions of the Purchase Agreement with Total Capital International and TOTAL, dated the date of this prospectus supplement, each of the underwriters has severally agreed to purchase, and we have agreed to sell to each underwriter, the principal amount of notes set forth opposite the name of each underwriter:

Underwriters	Principal Amount of Five-Year Fixed Rate Notes	Principal Amount of Five-Year Floating Rate Notes	Principal Amount of Seven-Year Notes
Citigroup Global Markets Inc.	\$ 250,000,000	\$ 62,500,000	\$ 250,000,000
Goldman, Sachs & Co.	\$ 250,000,000	\$ 62,500,000	\$ 250,000,000
Morgan Stanley & Co. LLC	\$ 250,000,000	\$ 62,500,000	\$ 250,000,000
Credit Agricole Securities (USA) Inc.	\$ 125,000,000	\$ 31,250,000	\$ 125,000,000
RBC Capital Markets, LLC	\$ 125,000,000	\$ 31,250,000	\$ 125,000,000
Total	\$ 1,000,000,000	\$ 250,000,000	\$ 1,000,000,000

The notes are new issues of securities with no established trading markets. We do not plan to have the notes listed on any securities exchange or included in any automated interdealer quotation system. Total Capital International and TOTAL have been advised by the underwriters that they intend to make a market in the notes but are not obligated to do so and may discontinue market-making at any time without notice. No assurance can be given as to the liquidity of the trading markets for the notes.

Delivery of the notes will be made against payment on June 23, 2014. Under Rule 15c6-1 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, trades of securities in the secondary market generally are required to settle in three business days, referred to as T+3, unless the parties to a trade agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. See Description of Notes Timing and Delivery.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their affiliates have provided from time to time, and expect to provide in the future, investment and commercial banking and financial advisory services (including entering into swap arrangements) to TOTAL and its affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. If any of the underwriters or their respective affiliates have a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters may hedge, their credit exposure to us consistent with their customary risk management policies. A typical such hedging strategy would include these underwriters or their affiliates hedging such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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The underwriters have advised us that they propose to offer the notes, initially, to the public at the public offering price on the cover of this prospectus supplement and may offer notes to dealers at that price less a concession not in excess of 0.075% of the principal amount of the Five-Year Fixed Rate Notes, not in excess of 0.075% of the principal amount of the Five-Year Floating Rate Notes and not in excess of 0.100% of the principal amount of the Seven-Year Notes. The underwriters may allow, and the dealers may reallow, a discount not in excess of 0.045% of the principal amount of the Five-Year Fixed Rate Notes, not in excess of 0.045% of the principal amount of the Five-Year Floating Rate Notes and not in excess of 0.050% of the principal amount of the Seven-Year Notes to other dealers. After the initial public offering, the public offering price may be changed. The offering of the notes by the underwriters is subject to receipt and acceptance and subject to the underwriters right to reject any order in whole or in part.

In connection with the offering, the underwriters may purchase and sell notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of notes than they are required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market prices of the notes while the offering is in progress. The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters may stabilize, maintain or otherwise affect the market prices of the notes. As a result, the prices of the notes may be higher than the prices that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

Total Capital International and TOTAL have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

European Economic Area

Each underwriter has represented, warranted and agreed that:

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), it has not made and will not make an offer of notes to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

to any legal entity which is a qualified investor as defined in the Prospectus Directive; or

to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 Prospectus Directive Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the underwriters for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive provided, that no such offer of notes shall require us or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe

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the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 Prospectus Directive Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 Prospectus Directive Amending Directive means Directive 2010/73/EU.

This European Economic Area selling restriction is in addition to the other selling restrictions set out below.

France

Each underwriter has represented, warranted and agreed that:

(a) no prospectus (including any amendment, supplement or replacement thereto) or any other offering material in connection with the offering of the notes has been submitted to the clearance procedures of the *Autorité des marchés financiers* or of the competent authority of another State that is a contracting party to the Agreement on the European Economic Area and notified to the *Autorité des marchés financiers*;

(b) it has not offered or sold and will not offer or sell, directly or indirectly, the notes to the public in France, and has not released, issued, distributed or caused to be released, issued or distributed to the public in France or used in connection with any offer for subscription or sale of the notes, the Prospectus or any other offering material relating to the notes, and that such offers, sales and distributions have been and shall be made in France only (i) to qualified investors (*investisseurs qualifiés*) and/or a restricted circle of investors (*cercle restreint d'investisseurs*), in each case investing for their own account and as provided in Articles L. 411-2, D. 411-1, D. 411-4, D. 744-1, D. 754-1 and D. 764-1 of the French *Code monétaire et financier*, or (ii) to investment services providers authorized to engage in portfolio management on behalf of third parties, or (iii) in a transaction that, in accordance with Article L.411-2-I-1°-or-2° -or 3° of the French *Code monétaire et financier* and Article 211-2 of the General Regulations (*Règlement Général*) of the *Autorité des Marchés Financiers*, does not constitute an offer of securities to the public (*offre au public de titres financiers*); and

(c) the notes may be resold only in compliance with Articles L. 411-1, L. 411-2, L. 412-1 and L. 621-8 to L. 621-8-3 of the French *Code monétaire et financier*.

United Kingdom

Each underwriter has represented, warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)) received by it in connection with the issue or sale of any Offered Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Company or the Guarantor; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any notes in, from or otherwise involving the United Kingdom.

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TAX CONSIDERATIONS

French Taxation

Taxation of Income

In the second sentence of the first paragraph under Tax Considerations French Taxation Taxation of Income Interest in the attached prospectus, the rate of 50% is replaced with the following rate: 75% .

In the second sentence of the second paragraph under Tax Considerations French Taxation Taxation of Income Interest in the attached prospectus, the rate of 55% is replaced with the following rate: 75% .

In the first sentence of the third paragraph under Tax Considerations French Taxation Taxation of Income Interest in the attached prospectus, the rate of 50% is replaced with the following rate: 75% .

In the second sentence of the third paragraph under Tax Considerations French Taxation Taxation of Income Interest in the attached prospectus, the reference to the ruling (*rescrit*) (RES 2010/11) of the *Direction générale des finances publiques* published on February 22, 2010 is replaced with the following reference:

French tax administrative guidelines *Bulletin Officiel des Finances Publiques-Impôts* BOI-INT-DG-20-50-20140211 and BOI-RPPM-RCM-30-10-20-40-20140211 and its annex BOI-ANX-000364-20120912) .

After the first sentence of the sixth paragraph under Tax Considerations French Taxation Taxation of Income Interest is included the following sentence:

On April 10, 2013, the Luxembourg Ministry of finance announced that financial institutions in Luxembourg will comply with the exchange of information obligations set forth by the Tax Directive as from January 1, 2015, so that, if such reform is enacted, Luxembourg would no longer apply the withholding tax system as from that date.

In place of the eighth paragraph under Tax Considerations French Taxation Taxation of Income Interest are included the following paragraphs:

On March 24, the Council to the European Union adopted the directive 2014/48/EU amending the Tax Directive (the Amending Directive), which, when implemented, will amend and broaden the scope of the requirements of the Tax Directive. In particular, additional steps may be required in certain circumstances to identify the beneficial owner of interest payments (through a look through approach). The EU Member States will have until January 1, 2016 to adopt national legislation necessary to comply with this Amending Directive, which legislation must apply from January 1, 2017.

Investors should rely on their own analysis of the terms of the Tax Directive and the Amending Directive and should consult appropriate legal or taxation professionals.

The second sentence of the first paragraph under Tax Considerations French Taxation , is replaced with the following sentence: It applies only to holders of debt securities issued by TOTAL, Total Capital or Total Capital International that are not residents of France for the purpose of French taxation, that are not shareholders of TOTAL, Total Capital or Total Capital International, are not otherwise affiliated with TOTAL, Total Capital or Total Capital International within the meaning of Article 39,12 of the French General Tax Code, and do not hold debt securities in connection with a permanent establishment or a fixed base in France through which the holder carries on a business or performs personal services .

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PROSPECTUS

TOTAL S.A.

TOTAL CAPITAL

(A wholly-owned subsidiary of TOTAL S.A.)

FULLY AND UNCONDITIONALLY GUARANTEED

by

TOTAL S.A.

TOTAL CAPITAL CANADA LTD.

(A wholly-owned subsidiary of TOTAL S.A.)

FULLY AND UNCONDITIONALLY GUARANTEED

by

TOTAL S.A.

TOTAL CAPITAL INTERNATIONAL

(A wholly-owned subsidiary of TOTAL S.A.)

FULLY AND UNCONDITIONALLY GUARANTEED

by

TOTAL S.A.

(GUARANTEED) DEBT SECURITIES

TOTAL S.A., Total Capital, Total Capital Canada Ltd. or Total Capital International may use this prospectus from time to time to offer debt securities. Debt securities offered by Total Capital, Total Capital Canada Ltd. and/or Total Capital International using this prospectus will be fully and unconditionally guaranteed by TOTAL S.A., and are referred to as guaranteed debt securities in this prospectus.

You should read this prospectus and the accompanying prospectus supplement carefully before you invest. We may sell these securities to or through underwriters, and also to other purchasers or through agents. The names of the underwriters will be set forth in the accompanying prospectus supplement.

Investing in these securities involves certain risks. See Risk Factors beginning on page 2.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated April 26, 2012.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf process, we may sell the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time TOTAL S.A., Total Capital, Total Capital Canada Ltd. or Total Capital International sells securities, we will provide a prospectus supplement that will contain specific information about the terms of those securities and their offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with the additional information described under the heading *Where You Can Find More Information About Us*.

In this prospectus, the terms *we*, *our* and *us* refer to TOTAL S.A. or, in connection with an offering by Total Capital, both TOTAL S.A. and Total Capital or, in connection with an offering by Total Capital Canada Ltd., both TOTAL S.A. and Total Capital Canada Ltd. or, in connection with an offering by Total Capital International, both TOTAL S.A. and Total Capital International, *TOTAL* refers to TOTAL S.A., the *Total Group* refers to TOTAL and its subsidiaries, *Total Capital* refers to Total Capital, *Total Canada* refers to Total Capital Canada Ltd. and *Total Capital International* refers to Total Capital International. Any debt securities of Total Capital, Total Canada or Total Capital International which are offered using this prospectus will be fully and unconditionally guaranteed by TOTAL, and are referred to as guaranteed debt securities.

ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES

TOTAL, Total Capital and Total Capital International are *sociétés anonymes* incorporated under the laws of France. Total Canada is a corporation incorporated under the laws of Alberta, Canada. Many of our directors and officers, and some of the experts named in this document, reside outside the United States, principally in France and Canada. In addition, although we have assets in the United States, a large portion of our assets and the assets of our directors and officers is located outside of the United States. As a result, although we have appointed Corporation Service Company, 1180 Avenue of the Americas, Suite 210, New York, NY 10036 as agent for service of process under the registration statement to which this prospectus relates, U.S. investors may find it difficult in a lawsuit based on the civil liability provisions of the U.S. federal securities laws:

to effect service within the United States upon us or our directors and officers located outside the United States;

to enforce in U.S. courts or outside the United States judgments obtained against us or those persons in the U.S. courts;

to enforce in U.S. courts judgments obtained against us or those persons in courts in jurisdictions outside the United States; and

to enforce against us or those persons in France, Canada or in other jurisdictions outside the United States, whether in original actions or in actions for the enforcement of judgments of U.S. courts, civil liabilities based solely upon the U.S. federal securities laws.

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RISK FACTORS

Investing in the securities offered using this prospectus involves risk. You should consider carefully the risks described below, together with the risks described in the documents incorporated by reference into this prospectus, and any risk factors included in the prospectus supplement, before you decide to buy our securities. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and the trading price and liquidity of the securities offered using this prospectus could decline, in which case you may lose all or part of your investment.

Risks Relating to TOTAL's Business

You should read "Risk Factors" in TOTAL's Annual Report on Form 20-F for the year ended December 31, 2011, which is incorporated by reference in this prospectus, for information on risks relating to TOTAL's business.

Risks related to the offering and owning the debt securities

Since TOTAL is a holding company and currently conducts its operations through subsidiaries, your right to receive payments on the debt securities and the guarantee is subordinated to the other liabilities of TOTAL's subsidiaries.

TOTAL is organized as a holding company, and substantially all of its operations are carried on through subsidiaries. TOTAL's principal source of income is the dividends and distributions it receives from its subsidiaries. On an unconsolidated basis, TOTAL's obligations consisted of 34,838 million of debt as of December 31, 2011. TOTAL's ability 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. TOTAL's subsidiaries are not guarantors on the debt securities we may offer, with any of TOTAL, Total Capital, Total Canada or Total Capital International as issuer. Moreover, these subsidiaries and affiliated companies are not required and may not be able to pay dividends to TOTAL. Claims of the creditors of TOTAL's subsidiaries have priority as to the assets of such subsidiaries over the claims of creditors of TOTAL. Consequently, holders of TOTAL's debt securities or Total Capital's debt securities, Total Canada's debt securities or Total Capital International's debt securities, in each case, that are guaranteed by TOTAL, are in fact structurally subordinated, on TOTAL's insolvency, to the prior claims of the creditors of TOTAL's subsidiaries.

In addition, some of TOTAL's subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets would fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. For example, French law prohibits those subsidiaries incorporated in France from paying dividends unless these payments are made out of distributable profits. These profits consist of accumulated, realized profits, which have not been previously utilized, less accumulated, realized losses, which have not been previously written off. Other statutory and general law obligations may also affect the ability of directors of TOTAL's subsidiaries to declare dividends and the ability of our subsidiaries to make payments to us on account of intercompany loans.

Since the debt securities are unsecured, your right to receive payments may be adversely affected.

The debt securities that we are offering will be unsecured. The debt securities are not subordinated to any of our other debt obligations, and therefore they will rank equally with all our other unsecured and unsubordinated indebtedness (save for certain mandatory exceptions provided by French and Canadian law). As of December 31, 2011, TOTAL had approximately 349 million of consolidated secured indebtedness outstanding, and Total Capital, Total Canada and Total Capital International had no secured indebtedness outstanding. If any of

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TOTAL, Total Capital, Total Canada or Total Capital International, as issuer of the debt securities, defaults on the debt securities (or the guarantee in the case of TOTAL if it is relevant), or after bankruptcy, liquidation or reorganization, then, to the extent the relevant obligor has granted security over its assets, the assets that secure that entity's debts will be used to satisfy the obligations under that secured debt before the obligor can make payment on the debt securities or the guarantee. There may only be limited assets available to make payments on the debt securities or the guarantee in the event of an acceleration of the debt securities. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness (save for certain mandatory exceptions provided by French and Canadian law).

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FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus and the related prospectus supplement may constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. Although we have based these forward-looking statements on our expectations and projections about future events, it is possible that actual results may differ materially from our expectations. In many cases, we include a discussion of the factors that are most likely to cause forward-looking statements to differ from actual results together with the forward-looking statements themselves.

Information regarding important factors that could cause actual results to differ, perhaps materially, from those in our forward looking statements is contained under Cautionary Statement Concerning Forward-Looking Statements in our Annual Report on Form 20-F for 2011, which is incorporated in this prospectus by reference (and will be contained in any of our annual reports for a subsequent year that are so incorporated). See Where You Can Find More Information About Us below for information about how to obtain a copy of this annual report.

In light of the factors set forth in the applicable Annual Report on Form 20-F and the other factors described in this prospectus, the forward-looking events might not occur at all or may occur differently than as described. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

WHERE YOU CAN FIND MORE INFORMATION ABOUT US

TOTAL files annual reports and other reports and information with the SEC. You may read and copy any document TOTAL files at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, TOTAL's SEC filings are available to the public at the SEC's web site at <http://www.sec.gov>.

TOTAL's American depositary shares are listed on the New York Stock Exchange. The principal trading market for TOTAL's shares is Euronext Paris. TOTAL's shares are also listed on Euronext Brussels and the London Stock Exchange. You can consult reports and other information about TOTAL that it files pursuant to the rules of the New York Stock Exchange at such exchange.

TOTAL has filed with the SEC a registration statement on Form F-3 relating to the securities covered by this prospectus. This prospectus is a part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document of TOTAL, the reference is only a summary and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement at the SEC's public reference room in Washington, D.C., as well as through the SEC's Internet site.

The SEC allows TOTAL to incorporate by reference into this prospectus the information in documents filed with the SEC. This means that TOTAL can disclose important information to you by referring you to those documents. Each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in our affairs since the date thereof or that the information contained therein is current as of any time subsequent to its date. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. When TOTAL updates the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus is considered to be automatically updated and superseded. In other words, in the case of a conflict or inconsistency between information contained in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed later.

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TOTAL incorporates by reference the documents listed below and any documents TOTAL files with the SEC in the future under Section 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) until the offerings made under this prospectus are completed:

the reports on Form 6-K furnished to the SEC on February 14, 2012 and April 26, 2012; and

the Annual Report on Form 20-F for the year ended December 31, 2011, filed with the SEC on March 26, 2012, as amended on March 27, 2012.

Furthermore, TOTAL incorporates by reference any reports on Form 6-K furnished to the SEC by TOTAL pursuant to the Exchange Act that indicate on their cover page that they are incorporated by reference in this prospectus, both after the date of the initial registration statement, and after the date of this prospectus and before the date that any offering of the securities by means of this prospectus is terminated.

The Annual Report on Form 20-F of TOTAL for the year ended December 31, 2011 contains a summary description of TOTAL's business and audited consolidated financial statements with an auditors' report by TOTAL's independent registered public accounting firms. These financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), which we refer to herein as IFRS.

You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to or telephoning TOTAL at the following address:

TOTAL S.A.

Tour Coupole

2, place Jean Millier

Arche Nord Coupole/Regnault

92078 Paris La Défense Cedex

France

(011) 331 4744 4546

You should rely only on the information that we incorporate by reference or provide in this prospectus or the prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus or the prospectus supplement is accurate as of any date other than the date on the front of those documents.

TOTAL S.A.

TOTAL was incorporated on March 28, 1924 and has a duration until March 22, 2099, unless earlier dissolved or extended to a later date. TOTAL engages in all aspects of the petroleum industry, including upstream operations (oil and gas exploration, development and production, LNG) and downstream operations (refining, marketing and the trading and shipping of crude oil and petroleum products). TOTAL also produces base chemicals (petrochemicals and fertilizers) and specialty chemicals for the industrial and consumer markets. TOTAL began its upstream operations in the Middle East in 1924. Since that time, TOTAL has grown and expanded its operations worldwide. Most notably, in early 1999 TOTAL acquired control of PetroFina S.A. (Petrofina or Fina) and in early 2000, TOTAL acquired control of Elf Aquitaine S.A. (Elf Aquitaine or Elf). TOTAL currently owns 100% of Elf Aquitaine shares and, since early 2002, 100% of PetroFina shares. The Total Group operated under the name TotalFina from June 1999 to March 2000, and then under the name TotalFinaElf. Since May 2003, the Total Group has been operating once again under the name TOTAL.

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TOTAL CAPITAL

Total Capital is a wholly-owned indirect subsidiary of TOTAL. It was incorporated as a *société anonyme* under the laws of France on December 15, 1999 under the name of DAJA 22, renamed TotalFinaElf Capital on July 17, 2000 and renamed Total Capital in May 2003. Total Capital is a financing vehicle for the Total Group and issues debt securities and commercial paper on behalf of the Total Group. Total Capital lends substantially all proceeds of its borrowings to the Total Group. TOTAL will fully and unconditionally guarantee the guaranteed debt securities issued by Total Capital as to payment of principal, premium, if any, interest and any other amounts due.

TOTAL CAPITAL CANADA LTD.

Total Canada is a wholly-owned subsidiary of TOTAL. It was incorporated on April 9, 2007 under the Business Corporations Act (Alberta). Total Canada is a financing vehicle for the Total Group and issues debt securities and commercial paper. Total Canada lends substantially all proceeds of its borrowings to the Total Group. TOTAL will fully and unconditionally guarantee the guaranteed debt securities issued by Total Canada as to payment of principal, premium, if any, interest and any other amounts due.

TOTAL CAPITAL INTERNATIONAL

Total Capital International is a wholly-owned subsidiary of TOTAL. It was incorporated as a *société anonyme* under the laws of France on December 13, 2004 under the name of DAJA 56 and renamed Total Capital International on May 5, 2011. Total Capital International is a financing vehicle for the Total Group and issues debt securities. Total Capital International lends substantially all proceeds of its borrowings to the Total Group. TOTAL will fully and unconditionally guarantee the guaranteed debt securities issued by Total Capital International as to payment of principal, premium, if any, interest and any other amounts due.

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USE OF PROCEEDS

Unless otherwise indicated in an accompanying prospectus supplement, the net proceeds from the sale of securities will be used for general corporate purposes. These purposes include working capital for TOTAL or other companies in the Total Group and the repayment of existing borrowings of TOTAL and its subsidiaries.

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DESCRIPTION OF DEBT SECURITIES AND GUARANTEE

General

TOTAL may issue debt securities and Total Capital, Total Canada or Total Capital International may issue guaranteed debt securities using this prospectus. As required by U.S. federal law for all bonds and notes of companies that are publicly offered, the debt securities that TOTAL may issue are governed by a contract between TOTAL and The Bank of New York Mellon, as trustee, called an indenture. In the same manner, the guaranteed debt securities that each of Total Capital, Total Canada or Total Capital International may issue are governed by another, separate indenture, in each case among the respective issuer, TOTAL and The Bank of New York Mellon, as trustee.

The trustee under the indentures has two main roles:

first, it can enforce your rights against us if we default. There are some limitations on the extent to which the trustee acts on your behalf, described under [Default and Related Matters](#) [Events of Default](#) [Remedies If an Event of Default Occurs](#) below; and

second, the trustee performs administrative duties for us, such as sending you interest payments, transferring your debt securities to a new buyer if you sell your debt securities and sending you notices.

Under the indenture for the guaranteed debt securities that may be issued by Total Capital, Total Canada or Total Capital International, TOTAL acts as the guarantor. For the guaranteed debt securities that Total Capital, Total Canada or Total Capital International may issue using this prospectus, TOTAL will fully and unconditionally guarantee the payment of the principal of, premium, if any, and interest on the guaranteed debt securities, including certain additional amounts which may be payable under the debt securities and the guarantee, as described under [Special Situations](#) [Payment of Additional Amounts](#) . TOTAL will guarantee the payment of such amounts when such amounts become due and payable, whether at the stated maturity of the guaranteed debt securities, by declaration or acceleration, call for redemption or otherwise.

In other respects, the guaranteed debt securities are subject to the same material provisions as the other debt securities described below.

Each indenture and its associated documents contain the full legal text governing the matters described in this section. The indentures, the debt securities and the guarantee are governed by New York law. We and the trustee have agreed to, and each holder of a debt security by its acceptance thereof agrees to, waive the right to trial by jury with respect to any legal proceeding directly or indirectly arising out of or relating to the indentures or the debt securities. A form of each indenture is an exhibit to our registration statement. See [Where You Can Find More Information About Us](#) for information on how to obtain a copy.

The trustee will not be liable for special, indirect or consequential damages and will not be liable for any failure of its obligations caused by circumstances beyond its reasonable control.

This section summarizes the material provisions of the indentures, the debt securities and, for the case of guaranteed debt securities, the guarantee. However, because it is a summary, it does not describe every aspect of the indentures, the debt securities or the guarantee. This summary is subject to and qualified in its entirety by reference to all the provisions of the indentures, including some of the terms used in the indentures. We describe the meaning for only the more important terms. We also include references in parentheses to some sections of the indentures. Whenever we refer to particular sections or defined terms of the indentures in this prospectus or in the prospectus supplement, those sections or defined terms are incorporated by reference herein or in the prospectus supplement. This summary also is subject to and qualified by reference to the description of the particular terms of your series described in the prospectus supplement.

TOTAL, Total Capital, Total Canada and Total Capital International may issue as many distinct series of debt securities under their respective indentures as we wish. This section summarizes all material terms of the

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debt securities that are common to all series, unless otherwise indicated in the prospectus supplement relating to a particular series. References to we and us in this section refer to either TOTAL, or in connection with an offering of guaranteed debt securities, both TOTAL and Total Capital, TOTAL and Total Canada or TOTAL and Total Capital International unless otherwise indicated.

We may issue the debt securities as original issue discount securities, which are debt securities that are offered and sold at a substantial discount to their stated principal amount. (*Section 101*) Special U.S. federal income tax, accounting and other considerations may apply to original issue discount securities. These considerations are discussed below under Tax Considerations United States Federal Income Taxation . The debt securities may also be issued as indexed securities or securities denominated in foreign currencies or currency units, as described in more detail in the prospectus supplement relating to any such debt securities.

Unless otherwise specified in a prospectus supplement, we may issue debt securities of the same series as an outstanding series of debt securities without the consent of holders of securities in the outstanding series. Any additional debt securities so issued will have the same terms as the existing debt securities of the same series in all respects (except for the first interest payment on the new series, if any), so that such additional debt securities will be consolidated and form a single series with the existing debt securities of the same series.

In addition, the specific financial, legal and other terms particular to a series of debt securities are described in the prospectus supplement and the purchase agreement relating to the series. Those terms may vary from the terms described here. Accordingly, this summary also is subject to and qualified by reference to the description of the terms of the series described in the prospectus supplement.

The prospectus supplement relating to a series of debt securities will describe the following terms of the series:

the title of the series of debt securities;

any limit on the aggregate principal amount of the series of debt securities;

any stock exchange, if any, on which we list the series of debt securities;

the date or dates on which we will pay the principal of the series of debt securities;

the rate or rates, which may be fixed or variable, per annum at which the series of debt securities will bear interest, if any, and the date or dates from which that interest, if any, will accrue;

the dates on which interest, if any, on the series of debt securities will be payable and the regular record dates for the interest payment dates;

any mandatory or optional sinking funds or analogous provisions or provisions for redemption at the option of the holder;

the date, if any, after which and the price or prices at which the series of debt securities may, in accordance with any optional or mandatory redemption provisions that are not described in this prospectus, be redeemed and the other detailed terms and provisions of those optional or mandatory redemption provisions, if any;

the denominations in which the series of debt securities will be issuable if other than denominations of \$1,000 and any integral multiple of \$1,000;

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the currency of payment of principal of, premium, if any, and interest on the series of debt securities if other than the currency of the United States of America and the manner of determining the equivalent amount in the currency of the United States of America, if applicable;

any index used to determine the amount of payment of principal of, premium, if any, and interest on the series of debt securities;

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whether we will be required to pay additional amounts for withholding taxes or other governmental charges and, if applicable, a related right to an optional tax redemption for such a series;

whether the series of debt securities will be issuable in whole or in part in the form of a global security as described below under Legal Ownership Global Securities , and the depositary or its nominee with respect

to the series of debt securities, and any special circumstances under which the global security may be registered for transfer or exchange in the name of a person other than the depositary or its nominee; and

any other special features of the series of debt securities.

The debt securities will be issued only in fully registered form without interest coupons.

Legal Ownership

Street Name and Other Indirect Holders

We generally will not recognize investors who hold securities in accounts at banks or brokers as legal holders of securities. When we refer to the holders of securities, we mean only the actual legal and (if applicable) record holder of those securities. Holding securities in accounts at banks or brokers is called holding in street name. If you hold securities in street name, we will recognize only the bank or broker or the financial institution the bank or broker uses to hold its securities. These intermediary banks, brokers and other financial institutions pass along principal, interest and other payments on the securities, either because they agree to do so in their customer agreements or because they are legally required to do so. If you hold securities in street name, you should check with your own institution to find out:

how it handles securities payments and notices;

whether it imposes fees or charges;