



Discover Bank
(a Delaware-chartered bank)

July 21, 2016

\$1,000,000,000
3.450% NOTES DUE 2026 (the "Notes")
FINAL TERMS AND CONDITIONS

Issuer:	Discover Bank
Expected Issue Ratings*:	Moody's Investors Service: Baa3 (stable) / Standard & Poor's: BBB (stable) / Fitch: BBB+ (stable)
Type of Security:	Unsecured, unsubordinated notes
Aggregate Principal Amount:	\$1,000,000,000
Trade Date:	July 21, 2016
Settlement Date:	July 27, 2016 (T+4)
Final Maturity:	July 27, 2026
Benchmark Treasury:	1.625% UST due May 15, 2026
Benchmark Treasury Spot and Yield:	100-18; 1.563%
Spread to Benchmark:	+190 bps
Yield to Investors:	3.463%
Coupon:	3.450%
Issue Price to Investors:	99.891% of Aggregate Principal Amount
Interest Payment Dates:	Semi-annually on January 27 and July 27, commencing on January 27, 2017
Record Dates:	The close of business on January 15 or July 15, as the case may be (whether or not a business day), next preceding each Interest Payment Date
Day Count Convention:	30/360
Redemption Provision:	Discover Bank may redeem the Notes at any time on or after April 27, 2026 (three months prior to the maturity date of the Notes), in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date.
Denominations:	\$250,000 denominations and integral multiples of \$1,000 in excess thereof
Use of Proceeds:	The Issuer expects to use the net proceeds from the sale of the Notes for general corporate purposes
CUSIP/ISIN:	25466A AJ0/US25466AAJ07
Joint Book-Running Managers:	Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated RBC Capital Markets, LLC
Senior Co-Manager:	MUFG Securities Americas Inc.
Junior Co-Manager:	Mischler Financial Group, Inc.

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

The Issuer has prepared a preliminary offering circular dated July 21, 2016 (the "Preliminary Offering Circular") to which this communication relates. Before you invest, you should read the Preliminary Offering Circular and the Final Offering Circular (when available), including the documents incorporated by reference therein, for more information concerning the Issuer and the Notes. The Issuer or the Representatives will arrange to send you a copy of the Preliminary Offering Circular and the Final Offering Circular (when available) if you request it by calling (i) Citigroup Global Markets Inc. toll-free at 1-800-831-9146, (ii) Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, (iii) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or (iv) RBC Capital Markets, LLC toll-free at 1-866-375-6829.

The Notes have not been, and are not required to be, registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon an exemption provided by Section 3(a)(2) of the Securities Act. The Notes are being offered and sold only to institutional investors that are "accredited investors" as defined in Rule 501 under the Securities Act.

The Notes are not deposits of the Issuer and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency and are subject to investment risk, including possible loss of principal. The Notes are issued by the Issuer and are not obligations of, or guaranteed by, the Issuer's parent company, Discover Financial Services, or any other affiliate of the Issuer.

We expect that delivery of the Notes will be made to investors on or about July 27, 2016, which will be the fourth business day following the date of pricing of the Notes (such settlement being referred to as "T+4"). Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended, 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, purchasers who wish to trade Notes on the date of pricing will be required, by virtue of the fact that the Notes initially will settle in T+4, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to trade Notes on the pricing date should consult their own advisor.