## Edgar Filing: NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ - Form 424B3

### NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ Form 424B3 March 18, 2019

#### CALCULATION OF REGISTRATION FEE

Title of Each Class Maximum Aggregate Amount of Registration Fee(1)(2) of Securities Offering Offered Price 3.150% InterNotes® Due \$2,619,000 \$317.42 March 15, 2025 Calculated in accordance with Rule 457(r) (1)under the Securities Act of 1933. The amount in this column has been transmitted to the SEC in connection with (2)the securities offered by means of this pricing supplement.

Filed Under Rule 424(b)(3), Registration Statement No. 333-221261 Pricing Supplement Number 477 Dated Tuesday, February 19, 2019 (To: Prospectus Dated November 1, 2017 and Prospectus Supplement Dated November 3, 2017)

CUSIP Number	Principal Amount	Selling Price	g Gross Concession	Net Proceeds	Соирон Туре	nCoupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date
63743FJ31	\$2,619,000	100%	1.350%	\$2,583,643.50	Fixed	3.150%	MONTHLY	03/15/2025	04/15/2019

Redemption Information: Non-Callable

Edgar Filing: NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ - Form 424B3

gu: 1 mgi 1 u	Offering Dates: Monday, March 11, 2019 through Monday,	National Rural Utilities		
National Rural Utilities	s March 18, 2019	Cooperative Finance Corp		
Cooperative Finance Corp	Trade Date: Monday, March 18, 2019 @12:00 PM ET Settlement Date: Thursday, March 21, 2019 Minimum Denomination/Increments:\$1,000.00/\$1,000.00 Initial trades settle flat and clear SDFS: DTC Book Entry	Prospectus Dated November 1, 2017		
	only			
	DTC number: 0235 via RBC Dain Rauscher Inc.			
	Agents: Incapital, LLC, Citigroup, J.J.B. Hilliard, W.L. Lyons, Inc., Wells			
	Fargo Advisors, RBC Capital Markets			
	Fargo Auvisors, RDC Capitar Markets			
	If the maturity date or an interest payment date for any note is not a Business			
	Day (as term is defined in Prospectus), principal, premium, if any, and interest			
	for that note is paid on the next Business Day, and no			
	interest will accrue from,			
	and after, the maturity date or interest payment date.			
	Validity of the Notes			
	In the opinion of Hogan Lovells US LLP, as counsel to the			
	Company, when the			
	notes offered by this pricing supplement have been			
	executed and issued by the			
	Company and authenticated by the trustee pursuant to the indenture, and			
	delivered against payment as contemplated herein, such			
	notes will constitute			
	valid and binding obligations of the Company, subject to			
	bankruptcy,			
	insolvency, reorganization, receivership, moratorium and other laws affecting			
	creditors? rights (including, without limitation, the effect of			
	statutory and other			
	law regarding fraudulent conveyances, fraudulent transfers			
	and preferential transfers), and by the exercise of judicial discretion and the			
	application of			
	principles of equity, good faith, fair dealing,			
	reasonableness, conscionability			
	and materiality (regardless of whether the applicable			
	agreements are			
	considered in a proceeding in equity or at law).			
	This opinion is based as to matters of law solely on			
	applicable provisions of the			

following, as currently in effect: (i) the District of Columbia Cooperative Association Act, as amended (the ?Cooperative Association Act?) and (ii) the laws of the State of New York (but not including any laws, statutes. ordinances, administrative decisions, rules or regulations of any political subdivision below the state level). In addition, this opinion is subject to customary assumptions about the trustee?s authorization, execution and delivery of the indenture and its authentication of the notes and the validity, binding nature and enforceability of the indenture with respect to the trustee, all as stated in the letter of such counsel dated November 3, 2017, which has been filed as an exhibit to a Current Report on Form 8-K by the Company on November 3, 2017.

Material U.S. Federal Income Tax Considerations

The disclosure in the Prospectus Supplement dated November 3, 2017 (the "Prospectus Supplement") relating to the Prospectus dated November 1, 2017 (the "Base Prospectus" and together with the Prospectus Supplement the "Prospectus") in the section titled "Material U.S. Federal Income Tax Considerations" beginning on page S-26 under the subsection titled "General" on page S-26 is amended and restated as follows:

"General

This section summarizes the material U.S. tax considerations to holders of the notes. However,the discussion is limited in the following ways:

The discussion only covers you if you buy your notes in the initial

offering of a particular issuance of notes.

The discussion only covers you if you hold your notes as a capital

asset (generally, for investment purposes), your ?functional

currency? is the U.S. dollar (if you are a U.S. holder) and you do not have a special tax status, such as an accrued basis

taxpayer

subject to special rules as a result of your use of financial

statements.

The discussion does not cover tax consequences that depend upon

your particular tax situation in addition to your ownership of the

notes, such as your holding the notes in connection with a hedging,

straddle or conversion transaction. We suggest that you consult

your tax advisor about the consequences of holding the notes in

your particular situation.

The discussion does not cover you if you are a partner in a partnership (or an entity treated as a partnership for

U.S. tax

purposes). If a partnership holds the notes, the tax treatment of a

partner will generally depend upon the status of the partner and

upon the activities of the partnership. If you are a partner of a

partnership holding the notes, we suggest that you consult your tax

advisor.

The discussion is based on current law. Changes in the law may

change the tax treatment of the notes.

The discussion does not cover state, local or foreign law, and,

except for the U.S. federal estate tax consequences discussed

below with respect to Non-U.S. holders, does not cover any U.S.

federal tax consequences other than income tax consequences.

This discussion does not cover the Medicare tax that may be

imposed on the "net investment income" of U.S. holders that are individuals, estates or trusts.

The discussion does not cover every type of notes that we might issue. If we intend to issue notes of a type not described in this summary, additional tax information will be provided in the prospectus supplement for the notes. We have not requested a ruling from the IRS on the tax consequences of owning the notes. As a result, the IRS could disagree with portions of this discussion. If you are considering buying notes, we suggest that you consult your tax advisors about the tax consequences of holding the notes in your particular situation." The disclosure in the Prospectus Supplement in the section titled "Material U.S. Federal Income Tax Considerations" beginning on page S-26 in the subsection titled "Tax Consequences to Non-U.S. Holders" under the caption titled "Withholdable Payments to Foreign Financial Entities and Other Foreign Entities on the Notes" on page S-33 is amended and restated as follows: "The Foreign Account Tax Compliance Act ("FATCA") imposes a U.S. federal withholding tax of 30% on certain payments to foreign financial institutions and other non-U.S. persons that fail to comply with information reporting requirements in respect of their direct and indirect U.S. shareholders and/or U.S. accountholders. FATCA withholding currently applies to payments of interest on notes. Under certain circumstances, a Non-U.S. holder might be eligible for refunds or credits of such taxes. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implication of this legislation on their investment in the notes."

# Edgar Filing: NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/ - Form 424B3

InterNotes® is a registered trademark of Incapital Holdings, LLC. All rights reserved.

## Material U.S. Federal Income Tax Considerations

The disclosure in the Prospectus Supplement dated November 3, 2017 (the "Prospectus Supplement") relating to the Prospectus dated November 1, 2017 (the "Base Prospectus" and together with the Prospectus Supplement the "Prospectus") in the section titled "Material U.S. Federal Income Tax Considerations" beginning on page S-26 under the subsection titled "General" on page S-26 is amended and restated as follows:

## "General

This section summarizes the material U.S. tax considerations to holders of the notes. However, the discussion is limited in the following ways:

The discussion only covers you if you buy your notes in the initial offering of a particular issuance of notes.

The discussion only covers you if you hold your notes as a capital asset (generally, for investment purposes), your ?functional currency? is the U.S. dollar (if you are a U.S. holder) and you do not have a special tax status, such as an accrued basis taxpayer subject to special rules as a result of your use of financial statements.

The discussion does not cover tax consequences that depend upon your particular tax situation in addition to your ownership of the notes, such as your holding the notes in connection with a hedging, straddle or conversion transaction. We suggest that you consult your tax advisor about the consequences of holding the notes in your particular situation.

The discussion does not cover you if you are a partner in a partnership (or an entity treated as a partnership for U.S. tax purposes). If a partnership holds the notes, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner of a partnership holding the notes, we suggest that you consult your tax advisor.

The discussion is based on current law. Changes in the law may change the tax treatment of the notes.

The discussion does not cover state, local or foreign law, and, except for the U.S. federal estate tax consequences discussed below with respect to Non-U.S. holders, does not cover any U.S. federal tax consequences other than income tax consequences.

This discussion does not cover the Medicare tax that may be imposed on the "net investment income" of U.S. holders that are individuals, estates or trusts.

The discussion does not cover every type of notes that we might issue. If we intend to issue notes of a type not described in this summary, additional tax information will be provided in the prospectus supplement for the notes.

We have not requested a ruling from the IRS on the tax consequences of owning the notes. As a result, the IRS could disagree with portions of this discussion.

If you are considering buying notes, we suggest that you consult your tax advisors about the tax consequences of holding the notes in your particular situation."

The disclosure in the Prospectus Supplement in the section titled "Material U.S. Federal Income Tax Considerations" beginning on page S-26 in the subsection titled "Tax Consequences to Non-U.S. Holders" under the caption titled "Withholdable Payments to Foreign Financial Entities and Other Foreign Entities on the Notes" on page S-33 is amended and restated as follows:

"The Foreign Account Tax Compliance Act ("FATCA") imposes a U.S. federal withholding tax of 30% on certain payments to foreign financial institutions and other non-U.S. persons that fail to comply with information reporting requirements in respect of their direct and indirect U.S. shareholders and/or U.S. accountholders. FATCA withholding currently applies to payments of interest on notes. Under certain circumstances, a Non-U.S. holder might be eligible for refunds or credits of such taxes. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implication of this legislation on their investment in the notes."