

EverBank Financial Corp  
Form FWP  
March 10, 2016

**Supplementing the Preliminary Prospectus**

**Filed Pursuant to Rule 433**

**Supplement dated March 8, 2016**

**Registration Statement No. 333-205243**

**(To Prospectus dated June 26, 2015)**

**Pricing Term Sheet**

**March 9, 2016**

**EverBank Financial Corp**

**6.00% Fixed-to-Floating Rate Subordinated Notes due 2026**

Pricing Term Sheet

<b>Issuer:</b>	EverBank Financial Corp
<b>Security:</b>	6.00% Fixed-to-Floating Rate Subordinated Notes
<b>Principal Amount:</b>	\$90,000,000
<b>Net Proceeds (before expenses):</b>	\$88,910,100
<b>Maturity:</b>	March 15, 2026
<b>Interest Rate:</b>	From and including March 14, 2016 to, but excluding, March 15, 2021, at a rate of 6.00% per annum and thereafter, at a per annum floating rate equal to three-month LIBOR plus a spread of 470.4 basis points
<b>Price to Public:</b>	100.00% of face amount
<b>Interest Payment Dates:</b>	From and including March 14, 2016 to, but excluding March 15, 2021, each March 15 and September 15, commencing on September 15, 2016. Thereafter, each March 15, June 15, September 15 and December 15, commencing on June 15, 2021
<b>Day Count:</b>	From and including March 14, 2016 to, but excluding, March 15, 2021, 30/360 and thereafter, a 360 day year and the actual number of days elapsed
<b>Optional Redemption:</b>	At the Issuer's option, subject to regulatory approval, redeemable (1) in whole or in part on or after March 15, 2021 and (2) in whole but not in part, within 90 days if (i) a change or prospective change in law occurs that could prevent us from deducting interest payable on the notes for U.S. federal income tax purposes, (ii) a subsequent event occurs that precludes the notes from being recognized as Tier 2 capital for regulatory capital purposes, or (iii) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended. For more information, see Description of The Subordinated Notes Optional Redemption in the preliminary prospectus supplement dated March 8, 2016.
<b>Trade Date:</b>	March 9, 2016
<b>Settlement Date:</b>	T+3; March 14, 2016

**CUSIP / ISIN:** 29977G AB8 / US29977GAB86  
**Rating\*:** BBB (Kroll)  
**Minimum Denomination:** \$1,000 and integral multiples of \$1,000 in excess thereof  
**Joint Book-running Managers:** Incapital LLC

U.S. Bancorp Investments, Inc.

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

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Incapital LLC toll-free at 1-877-878-9000 or by email at [prospectus\\_requests@incapital.com](mailto:prospectus_requests@incapital.com) or by calling U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.**