

National General Holdings Corp.  
Form FWP  
March 24, 2015

**ISSUER FREE WRITING PROSPECTUS**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-202637**

**March 24, 2015**

**Pricing Term Sheet**

Dated March 24, 2015

**National General Holdings Corp.**

**6,000,000 Depositary Shares**

**Each Representing 1/40th Interest in a Share of**

**7.50% Non-Cumulative Preferred Stock, Series B (the Offering )**

*The information in this pricing term sheet relates only to the Offering and should be read together with the preliminary prospectus supplement dated March 24, 2015 to the prospectus dated March 23, 2015, relating to the Offering, including the documents incorporated by reference therein (the Preliminary Prospectus Supplement ). The information in this pricing term sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information contained therein. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement.*

Issuer:	National General Holdings Corp.
Security:	Depositary Shares (the Depositary Shares ), Each Representing 1/40th Interest in a Share of 7.50% Non-Cumulative Preferred Stock, Series B (the Series B Preferred Stock )
Size:	\$150,000,000 (6,000,000 Depositary Shares)
Over-allotment Option:	\$22,500,000 (900,000 Depositary Shares)
Term:	Perpetual, unless redeemed at the option of the Issuer, as described below
Liquidation Preference:	\$1,000 per share of Series B Preferred Stock (equivalent to \$25 per Depositary Share)
Dividend Rate (Non-Cumulative)	At a rate per annum equal to 7.50% from the date of issuance or the immediately preceding Dividend Payment Date
Dividend Payment Dates:	15 <sup>th</sup> day of January, April, July and October of each year, commencing on July 15, 2015, when, as and if declared by the board of directors of

the Issuer

Redemption:

On and after April 15, 2020, the Series B Preferred Stock represented by the Depositary Shares may be redeemed at the Issuer's option, for cash, in whole or in part, at a redemption price equal to \$1,000 per share (equivalent to \$25 per Depositary Share), plus declared and unpaid dividends on the shares of Series B Preferred Stock called for redemption for prior dividend periods, if any, plus accrued but unpaid dividends (whether or not declared) thereon for the then-current dividend period to, but excluding, the date of redemption, without accumulation of any other undeclared dividends. The Depositary Shares will be redeemed if and to the extent that the related shares of Series B Preferred Stock are redeemed by the Issuer. Holders of Depositary Shares will not have the right to require the redemption or repurchase of the Series B Preferred Stock.

Trade Date: March 24, 2015  
Settlement Date: March 27, 2015 (T+3)  
Public Offering Price: \$25 per Depositary Share  
Underwriting discounts and commissions \$0.7875 per Depositary Share  
Net Proceeds (before expenses) to Issuer: \$145,275,000 (excluding any exercise of the Over-allotment Option)  
Joint Book-Running Managers: Morgan Stanley & Co. LLC  
UBS Securities LLC  
Keefe, Bruyette & Woods, Inc.  
Co-Managers: William Blair & Company, L.L.C.  
JMP Securities LLC  
Listing: The Issuer has applied to list the Depositary Shares representing the Series B Preferred Stock on the NASDAQ Global Market under the symbol NGHCO.  
CUSIP/ISIN: 636220 808 / US6362208083

**This material is for your information only and is not intended to be used by anyone other than you. This information does not purport to be a complete description of these securities. 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 Morgan Stanley & Co. LLC at (866) 718-1649, UBS Securities LLC at (888) 827-7275 or Keefe, Bruyette & Woods, Inc. at (800) 966-1559.**