Series No.: 2012-6

Tranche No.: 2

Westpac Banking Corporation

(ABN 33 007 457 141)

Debt Issuance Programme

Issue of

A$500,000,000 Floating Rate Instruments due February 2017

(to be consolidated to form a single series with the A$1,275,000,000 Floating Rate Instruments due February 2017)

("Debt Instruments")

The date of this Supplement is 29 August 2012.

This Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 8 November 2011 ("**Information Memorandum**")) relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with the Note Deed Poll dated 15 January 2007 made by Westpac Banking Corporation ("**Deed Poll**") and the Information Memorandum.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the Information Memorandum.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

1	**Issuer**	:	Westpac Banking Corporation (ABN 33 007 457 141)
2	**Lead Manager**	:	Westpac Banking Corporation (ABN 33 007 457 141)
3	**Relevant Dealer**	:	Westpac Banking Corporation (ABN 33 007 457 141)
4	**Registrar and Australian Paying Agent**	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396) of Level 2, 35 Clarence Street, Sydney NSW 2000
5	**Calculation Agent**	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
6	**Issuing and Paying Agent (Offshore)**	:	Not applicable

7	**If to form a single Series with an existing Series, specify date on which all Debt Instruments of the Series become fungible, if not the Issue Date**	:	Issue Date
8	**Status of the Debt Instruments (Condition 4)**	:	Unsubordinated. Condition 4A applies.
9	**Currency**	:	Australian dollars ("A$")
10	**Aggregate Principal Amount of Tranche**	:	A$500,000,000
11	**If interchangeable with existing Series, Series No.**	:	Series 2012-6
12	**Issue Date**	:	31 August 2012
13	**Issue Price**	:	101.596 per cent. per Denomination including accrued interest
14	**Commissions Payable**	:	As set out in the Subscription Acknowledgement dated 29 August 2012 between the Issuer and the Lead Manager and Dealer.
15	**Selling Concession**	:	Not applicable
16	**Purchase Price**	:	A$101,596 fully paid per Denomination
17	**Denomination (Condition 2.5)**	:	A$100,000 The minimum aggregate consideration for offers or transfers of the Debt Instruments in Australia must be at least A$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.
**	**Partly Paid Instruments (Condition 2.4)**	:	No
	If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription moneys and any further additional provisions (including Forfeiture Dates in respect of late payment of Partly Paid Debt Instruments)	:	Not applicable
18	**Type of Debt Instrument**	:	Floating Rate Debt Instrument
19	**If interest-bearing, specify which of Conditions 5.2 (fixed rate), 5.3 (floating rate) or (index-linked interest) or 5.4 (other rates) is applicable, and then specify the matters required for the relevant**	:	Condition 5.3 applies

	Condition, namely		
20	**Condition 5.2 for Fixed Rate Debt Instruments**	:	Applicable: No
21	**Condition 5.3 for Floating Rate Debt Instruments**	:	Applicable: Yes
	Interest Commencement Date, if not Issue Date (Condition 5.3(a))	:	20 August 2012
	Interest Rate	:	Condition 5.3(b)(i) (ISDA Determination) applies
	Interest Payment Dates (Condition 5.5(a))	:	20 February, 20 May, 20 August and 20 November of each year commencing on 20 November 2012, up to and including the Maturity Date, subject to adjustment in accordance with the Applicable Business Day Convention specified below.
	Applicable Business Day Convention	:	
	- for Interest Payment Dates: - for Interest Period End Dates: - for Maturity Date: - any other date:		Modified Following Business Day Convention Modified Following Business Day Convention Modified Following Business Day Convention Not applicable
	Additional Business Centre(s)	:	Sydney
	Floating Rate Option	:	AUD-BBR-BBSW (to four decimal places)
	Designated Maturity	:	3 months
	Reset Date	:	The Interest Commencement Date and each Interest Payment Date
	Margin	:	Plus 1.65 per cent. per annum
	Minimum/Maximum Interest Rate (Condition 5.3(b)(iv))	:	Not applicable
	Day Count Fraction	:	Actual/365 (Fixed)
	Fallback Interest Rate (Condition 5.3(b)(v))	:	Not applicable
**	**Condition 5.3 for Interest-Linked Interest Debt Instrument provisions**	:	Applicable: No

22	**Condition 5.4 for other rates**	:	Not applicable
23	**Accrual of interest**	:	Not applicable
24	**Default Rate**	:	Not applicable
25	**Overdue Rate**	:	Not applicable
26	**Zero Coupon Debt Instrument**	:	Not applicable
27	**Reference Price**	:	Not applicable
28	**Maturity Date (Condition 6.1)**	:	20 February 2017, subject to adjustment in accordance with the Applicable Business Day Convention specified above.
29	**Maturity Redemption Amount (Condition 6.1)**	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
30	**Early Redemption Amount (Call)**		
	Specify if Condition 6.4 is applicable	:	Not applicable
31	**Early Redemption Amount (Tax)**		
	Specify if Condition 6.3 is applicable	:	Condition 6.3 applies
	Specify any relevant conditions to exercise of option	:	Not applicable
	If Early Redemption Amount (Tax) is not the Outstanding Principal Amount together with accrued interest (if any) thereon of the Debt Instruments, insert amount or full calculation provisions	:	100 per cent. of the Outstanding Principal Amount of the Debt Instruments.
	Specify if Holders are not to receive accrued interest on early redemption for tax reasons	:	Not applicable
32	**Early Redemption Amount (Put)**		
	Specify if Condition 6.5 is applicable	:	Not applicable
33	**Early Redemption Amount (Loss of Deductibility)**		
	Specify if Condition 6.6 is applicable	:	Not applicable
34	**Early Redemption Amount (Regulatory Reasons)**		
	Specify if Condition 6.7 is applicable	:	Not applicable
35	**Early Redemption Amount (Default) (Condition 7B.3)**	:	Not applicable

36	**Redemption of Zero Coupon Debt Instruments**	:	Not applicable
37	**Deed Poll**	:	Note Deed Poll dated 15 January 2007
38	**Taxation**	:	Condition 8.8 applies
39	**Other relevant terms and conditions**	:	Not applicable
40	**ISIN**	:	AU000WBCHAW3
41	**Common Code**	:	075671946
42	**Common Depository**	:	Not applicable
43	**Austraclear Number**	:	WP2121
44	**Any Clearing System other than Euroclear / Clearstream or Austraclear**	:	Not applicable
**	**Settlement procedures**	:	Customary medium term note settlement and payment procedures apply
45	**U.S. selling restrictions**	:	As set out in the Information Memorandum
46	**Distribution of Information Memorandum**	:	As set out in the Information Memorandum
47	**Other selling restrictions**	:	As set out in the Information Memorandum
48	**Australian interest withholding tax**	:	The Issuer intends to issue the Debt Instruments in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "Tax Act"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable, and accordingly the Issuer will be obliged to pay Additional Amounts in accordance with Condition 8.8. See also the section of the Information Memorandum entitled "Australian Taxation".
49	**Transaction Documents**	:	Not applicable
50	**Listing**	:	It is intended that the Notes will be quoted on the Australian Securities Exchange
51	**Events of Default (Condition 7)**	:	Condition 7A applies
52	**Additional or alternate newspapers**	:	Not applicable
53	**Stabilisation Manager**	:	Not applicable
54	**Ratings**	:	As at the date of this Supplement, the Issuer's long term credit ratings are as follows: S&P: AA-

			Moody's: Aa2
55	**Other amendments**	:	Not applicable
56	**Other disclosure**	:	As set out in the Information Memorandum

CONFIRMED
For and on behalf of
Westpac Banking Corporation

By: ....

Name **Philip Christie**

Position **Director, Global Funding**

Date: **29 August 2012**