

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
100 F Street, N.E.  
Washington, D.C. 20549

REPORT OF  
ASIAN DEVELOPMENT BANK

In respect of the issue of the ADB's  
U.S.\$1,500,000,000  
2.75 per cent. Global Notes due 19 January 2028  
Series No.: 958-00-1

Filed pursuant to Rule 3 of Regulation AD  
Dated: 19 January 2018

The following information is filed pursuant to Rule 3 of Regulation AD in respect of the issue of U.S.\$1,500,000,000 principal amount of 2.75 per cent. Global Notes due 19 January 2028 (Series No.: 958-00-1) (the “Notes”) of the Asian Development Bank (the “ADB”) under its Global Medium-Term Note Program (the “Program”).

Item 1.        Description of Obligations

The terms and conditions of the Notes are set forth in the Prospectus to the ADB’s Global Medium-Term Note Program dated 28 April 2011 (the “Prospectus”), previously filed under a report of the ADB dated 4 May 2011, and in the Pricing Supplement relating to the Notes dated 17 January 2018 (the “Pricing Supplement”), which was filed previously under a report of the ADB dated 17 January 2018. Certain other information about the ADB is provided in the form of an Information Statement, the latest version of which, dated 25 April 2017, was filed under a report of the ADB dated 25 April 2017.

The fiscal agent of the ADB with respect to the Notes is the Federal Reserve Bank of New York, 33 Liberty Street, New York, NY 10045.

Item 2.        Distribution of Obligations

See the Prospectus, pages 59 to 62 and the Pricing Supplement.

As of 17 January 2018, the ADB entered into a Terms Agreement, which was filed previously under a report of the ADB dated 17 January 2018, with Goldman Sachs International, J.P. Morgan Securities plc, Nomura International plc and The Toronto-Dominion Bank (the “Joint Lead Managers”), and the other managers named in the Terms Agreement (together with the Joint Lead Managers, the “Managers”), pursuant to which the ADB has agreed to issue, and the Managers

have severally but not jointly agreed to purchase, a principal amount of the Notes aggregating U.S.\$1,500,000,000 for an issue price of 99.714% of the principal amount less a management and underwriting fee of 0.175% of the principal amount. The Notes will be offered for sale subject to issuance and acceptance by the Managers and subject to prior sale. It is expected that the delivery of the Notes will be made on or about 19 January 2018.

The Managers propose to offer all the Notes to the public at the public offering price of 99.714%.

The respective principal amounts of the Notes that each of the Managers commits to underwrite are set forth opposite their names below:

<u>Name</u>	<u>Principal Amount</u>
Goldman Sachs International.....	U.S.\$365,625,000
J.P. Morgan Securities plc .....	U.S.\$365,625,000
Nomura International plc .....	U.S.\$365,625,000
The Toronto-Dominion Bank .....	U.S.\$365,625,000
Crédit Agricole Corporate and Investment Bank .....	U.S.\$7,500,000
DBS Bank Ltd. ....	U.S.\$7,500,000
ING Bank N.V., Singapore Branch .....	U.S.\$7,500,000
Mizuho International plc .....	U.S.\$7,500,000
Morgan Stanley & Co. International plc .....	U.S.\$7,500,000
Total.....	U.S.\$1,500,000,000

### Item 3. Distribution Spread

See the Pricing Supplement, pages 3 and 7, and the Terms Agreement.

	<u>Price to the Public</u>	<u>Commissions and Concessions</u>	<u>Proceeds to ADB</u>
Per Unit	99.714%	0.175%	99.539%
Total	U.S.\$1,495,710,000	U.S.\$2,625,000	U.S.\$1,493,085,000

Item 4. Discounts and Commissions to Sub-Underwriters and Dealers

See Item 3.

Item 5. Other Expenses of Distribution

<u>Item</u>	<u>Amount</u>
Legal Fees.....	U.S.\$35,000*
Fees/Expenses of Independent Accountants.....	U.S.\$5,000*
Listing Fees (Luxembourg) .....	U.S.\$6,619*

\* Asterisks indicate that expenses itemized above are estimates.

Item 6. Application of Proceeds

See the Prospectus, page 5.

Item 7. Exhibits

- (a) (i) Prospectus relating to the Global-Medium Term Note Program dated 28 April 2011, previously filed under a report of the ADB dated 4 May 2011.
- (ii) Pricing Supplement dated 17 January 2018, previously filed under a report of the ADB dated 17 January 2018.
- (b) Copy of an opinion of counsel as to the legality of the Notes.
- (c) (i) Standard Provisions relating to the issuance of Notes by the ADB under the Program dated as of 28 April 2011, previously filed under a report of the ADB dated 4 May 2011.
- (ii) Terms Agreement dated 17 January 2018, previously filed under a report of the ADB dated 17 January 2018.
- (d) (i) Information Statement dated 25 April 2017, filed under a report of the ADB dated 25 April 2017.
- (ii) Prospectus and Pricing Supplement (see (a) above).





# CLEARY GOTTlieb STEEN & HAMILTON LLP

One Liberty Plaza  
New York, NY 10006-1470

T: +1 212 225 2000

F: +1 212 225 3999

clearygottlieb.com

WASHINGTON, D.C. • PARIS • BRUSSELS • LONDON • MOSCOW  
FRANKFURT • COLOGNE • ROME • MILAN • HONG KONG  
BEIJING • BUENOSAIRES • SÃO PAULO • ABU DHABI • SEOUL

D: +1 212 225 2864

jkarpf@cgsh.com

VICTOR I. LEWIS  
LESLIE N. SILVERMAN  
LEE C. BUCHHEIT  
THOMAS J. MONEV  
DAVID G. SABEL  
JONATHAN I. BLACKMAN  
MICHAEL L. RYAN  
ROBERT P. DAVIS  
YARON Z. REICH  
RICHARD S. LINGER  
STEVEN G. HODOWITZ  
JAMES A. DUNCAN  
STEVEN W. LOES  
CRAIG B. BROD  
EDWARD J. ROSEN  
NICOLAS GRASAR  
CHRISTOPHER E. JUSTIN  
SETH GROSSHANDLER  
HOWARD S. ZELBO  
DAVID E. BRODESKY  
ARTHUR H. KOHN  
RICHARD J. COOPER  
JEFFREY S. LEWIS  
PAUL J. SHIM  
STEVEN L. WILNER  
ERIK A. W. HULINJUS  
ANDRES DE LA CRUZ  
DAVID C. LOPEZ  
JAMES L. BROWLEY  
MICHAEL A. GERSTENZANG  
LEWIS L. DADDH  
NEIL Q. WHORISKEY  
JORGE V. JUANFLORES  
MICHAEL D. WEINBERGER  
DAVID LEHWAND  
DIANA L. WOLLMAN  
JEFFREYA ROSENTHAL  
ETHAN A. KLINGBERG  
MICHAEL D. DAYAN

DARMINED BOCCUZZI JR.  
JEFFREY D. KANF  
KIMBERLY BROWN BLACKLOW  
ROBERT J. RAYMOND  
SUNG K. KANG  
LEONARD C. JACOBY  
SANDRA L. FLOW  
FRANCISCOL CESTERO  
FRANCISCOL ODELL  
WILLIAM L. MCRAE  
JASON FACTOR  
MARGARET S. PEPOHIS  
LISA M. SCHWEITZER  
JUAN G. GIRÁLDEZ  
DUANE MCLAUGHLIN  
BREON S. PEACE  
MEREDITH E. KOTLER  
CHANTAL E. KROULLA  
BENET J. O'REILLY  
ADAM E. FLEISHER  
SEAN A. O'NEAL  
GLENN P. MCCORRY  
MATTHEW P. SALERNO  
MICHAEL J. ALBANO  
VICTOR L. HOU  
ROGER A. COOPER  
AMY R. SHAPIRO  
JENNIFER KENNEDY PARK  
ELIZABETH LEWIS  
LUKE A. BARFOOT  
PAMELA L. MARCOGLIESE  
PAUL M. TIGER  
JONATHAN S. KOLODNER  
DANIEL ILAN  
MEYER H. FEDIDA  
ADRIAN R. LEPSIG  
ELIZABETH VICENS  
ADAM J. BRENNEMAN  
ARI D. MACKINNON  
JAMES E. LANGSTON

JARED GERBER  
COLIN D. LLOYD  
COREY M. GOODMAN  
RISHI ZUTSHI  
JANE VAN LARE  
DAVID H. HERRINGTON  
KIMBERLY R. SPOERRI  
AARON J. MEYERS  
DANIEL G. WYNOLDS  
ADENA A. MANIVO  
HUGH C. CONROY, JR.  
RESIDENT PARTNERS  
SANDRA M. ROCKS  
S. DOUGLAS BORISKY  
JUDITH KASSEL  
DAVID E. WEBB  
PENELOPE L. CHRISTOPHEROU  
BOAZ S. MORAG  
MARY E. ALCOCK  
HEIDI H. ILGENFRIED  
KATHLEEN M. EMBERGER  
WALLACE L. LARSON, JR.  
AVRAM E. LUFT  
ANDREW WEAVER  
HELENA K. GRANVISH  
JOHN V. HARRISON  
CAROLINE F. HAYDAY  
RAHUL MUNNI  
NEIL R. HANKE  
HUNAYUN KHALID  
CHRIS C. LEE  
KENNETH S. ELAZEJEWSKI  
ANDREA M. BASHAM  
LAURA BAGARELLA  
SHIRLEY M. LO  
RESIDENT COUNSEL  
LOUISE M. PARENT  
OF COUNSEL

19 January 2018

Asian Development Bank  
6 ADB Avenue, Mandaluyong City  
1550 Metro Manila  
Philippines

Ladies and Gentlemen:

We have acted as special United States counsel to the several Managers (the "Managers") named in the terms agreement dated as of 17 January 2018 between the Asian Development Bank (the "ADB") and the Managers, in connection with the offering by ADB of U.S.\$1,500,000,000 principal amount of 2.75 per cent. Global Notes due 19 January 2028 (Series No. 958-00-1) (the "Notes") pursuant to ADB's Global Medium-Term Note Program (the "Program"). This opinion letter is furnished as an exhibit to a report of ADB of even date herewith filed with respect to the Notes pursuant to Regulation AD adopted by the Securities and Exchange Commission under Section 11(a) of the Asian Development Bank Act.

In arriving at the opinion expressed below, we have reviewed the following documents:

- (a) the Terms and Conditions of the Notes contained in the prospectus dated 28 April 2011 relating to the Program and the pricing supplement dated 17 January 2018;
- (b) the standard provisions dated as of 28 April 2011 relating to the issuance of Notes by ADB;
- (c) an executed copy of the uniform fiscal agency agreement dated as of 20 July 2006, the letter of agreement dated 20 July 2006 from ADB to the Federal Reserve Bank of New York ("FRBNY") and the letter of acknowledgment dated 8 August 2006 from the FRBNY to ADB;

- (d) the letter of instruction dated 17 January 2018 from ADB to the FRBNY, authorizing and requesting delivery of the Notes; and
- (e) the opinion of the General Counsel of ADB dated 19 January 2018 delivered to the Managers in connection with the offering of the Notes and the opinion of the General Counsel of ADB dated 9 May 2011 in connection with the commencement of the Program.

In addition, we have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of ADB and such other documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Notes, when they have been duly issued, delivered in book-entry form to or on behalf of the Managers and paid for, will constitute the valid, binding and enforceable obligations of ADB.

Insofar as the foregoing opinion relates to the validity, binding effect or enforceability of any agreement or obligation of ADB, (a) we have assumed that ADB and each other party to such agreement or obligation has satisfied those legal requirements that are applicable to it to the extent necessary to make such agreement or obligation enforceable against it (except that no such assumption is made as to ADB regarding matters of federal law of the United States of America or the law of the State of New York that in our experience normally would be applicable with respect to such agreement or obligation), (b) such opinion is subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principles of equity and (c) such opinion is subject to the effect of judicial application of foreign laws or foreign governmental actions affecting creditors' rights.

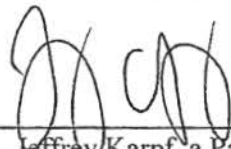
The foregoing opinion is limited to the federal law of the United States of America and the law of the State of New York.

We are furnishing this opinion letter to you at the request of the Managers in our capacity as counsel to the Managers, and this letter is solely for your benefit. This opinion letter is not to be relied on by or furnished to any other person or used, circulated, quoted or otherwise referred to for any other purpose. Notwithstanding the foregoing, you may furnish a copy of this opinion letter (with notice to us, which shall be given before furnishing such copy, when practicable) (a) if required by any applicable law or regulation, (b) to any regulatory authority having jurisdiction over you if required by such authority or (c) in connection with any actual or threatened claim against you relating to the offering of the Notes if required to assist you in establishing defenses under applicable securities laws, it being understood and agreed that we assume no duty or liability whatsoever to any person furnished this letter in accordance with this sentence and that any such person is not entitled to rely on this letter in any manner as a result of being furnished this letter or for any other reason. We assume no obligation to advise you, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinions expressed herein.

Very truly yours,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By

A handwritten signature in dark ink, appearing to read 'JK', is written over a horizontal line.

Jeffrey Karpf, a Partner