



SEC  
Mail Processing  
Section  
AUG 10 2017  
Washington DC  
412

10 August 2017

BY HAND

Filing Desk  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

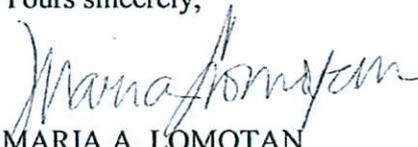
Re: Asian Development Bank

Ladies and Gentlemen:

Enclosed herewith are two copies of a report of the Asian Development Bank (the "Bank"), dated the date hereof, filed pursuant to Rule 3 of Regulation AD, with respect to the issue by the Bank of U.S.\$750,000,000 1.875 per cent. Global Notes due 10 August 2022 (Series No. 935-00-1) under its Global Medium-Term Note Program.

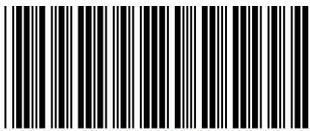
Please acknowledge receipt of this letter and the enclosures by marking the enclosed copy of this letter and returning it to the waiting messenger.

Yours sincerely,

  
MARIA A. LOMOTAN  
Assistant Treasurer

Enclosure

**ASIAN DEVELOPMENT BANK**  
6 ADB Avenue, Mandaluyong City  
1550 Metro Manila, Philippines  
Tel +63 2 632 4444  
Fax +63 2 636 2444  
www.adb.org



20175008

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.\$750,000,000  
1.875 per cent. Global Notes due 10 August 2022  
Series No. 935-00-1

Filed pursuant to Rule 3 of Regulation AD  
Dated: 10 August 2017

The following information is filed pursuant to Rule 3 of Regulation AD in respect of the issue of U.S.\$750,000,000 principal amount of 1.875 per cent. Global Notes due 10 August 2022 (Series No. 935-00-1) (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 8 August 2017 (the “Pricing Supplement”), which was filed previously under a report of the ADB dated 8 August 2017. 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 8 August 2017, the ADB entered into a Terms Agreement, which was filed previously under a report of the ADB dated 8 August 2017, with Crédit Agricole Corporate and Investment Bank, J.P. Morgan Securities plc and Merrill Lynch International (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.\$750,000,000 for an issue price of 99.531% of the principal amount less a management and underwriting fee of 0.125% 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 10 August 2017.

The Managers propose to offer all the Notes to the public at the public offering price of 99.531%.

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>
Crédit Agricole Corporate and Investment Bank ..	U.S.\$245,000,000
J.P. Morgan Securities plc .....	U.S.\$245,000,000
Merrill Lynch International .....	U.S.\$245,000,000
Citigroup Global Markets Limited .....	U.S.\$3,750,000
HSBC Bank plc.....	U.S.\$3,750,000
Morgan Stanley & Co. International plc.....	U.S.\$3,750,000
The Toronto-Dominion Bank .....	U.S.\$3,750,000
Total.....	U.S.\$750,000,000

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	99.531%	0.125%	99.406%
Total	U.S.\$746,482,500	U.S.\$937,500	U.S.\$745,545,000

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.\$4,700*
Listing Fees (Luxembourg) .....	U.S.\$3,300*

\* 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 8 August 2017, previously filed under a report of the ADB dated 8 August 2017.
- (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 8 August 2017, previously filed under a report of the ADB dated 8 August 2017.
- (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).

AUG 10 2017

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 2680  
skang@cgsh.com

VICTORI LEWIS LESLIE H. SILVERMAN LEE C. BUSCHHEIT JAMES M. PEAZLEE THOMAS J. MOLONEY DAVID D. SABEL JONATHAN I. BLACMAN MICHAEL L. RYAN ROBERT P. DAVIS YARON Z. NEICH RICHARD S. LINGER STEVEN G. HOROWITZ JAMES A. DUNCAN STEVEN M. LOEB GRAND B. BROD EDWARD J. ROSEN LAWRENCE B. FRIEDMAN NICOLAS GRABAR CHRISTOPHER E. AUSTIN SETH GROSSHANDLER HOWARD J. ZELPO DAVID E. BRODSKY ARTHUR H. KOHN RICHARD J. COOPER JEFFREY S. LEWIS PAUL J. SHIM STEVEN L. WILNER ERIK W. MUEHNIG ANDRES DE LA CRUZ DAVID C. LOPEZ JAMES L. BROHLEY MICHAEL A. GEROTENZANG LEWIS J. LEMAN LEVI D. GAGGIN NEIL Q. WHORISKEY JEROME J. JAMITORENA MICHAEL D. WEINBERGER DIANA L. LEINWAND DIANA L. WOLLMAN JEFFREY A. ROSENTHAL	MICHAEL K. ROSENBERG MICHAEL D. DRYAN CARMELO BOCCUZZI JR. JEFFREY D. KARPFF KIMBERLY BROWN BLACKLOW ROBERT J. RAYMOUTH SUNG K. KANG LEONARD C. JACOBY SANDRAL FLOW FRANCISCOL CETERO FRANCESCO A. ODELL WILLIAM L. MCRAE JACOB FACTOR MARGARET S. PERDING LISA M. SCHWEITZER JUAN G. GIRALDEZ DUANE McLAUGHLIN BREON S. PEACE MEREDITH E. KOTLER CHANTALE K. KOROLLA BENET J. O'PEILLY ADAM E. FLEISHER SEAN A. O'NEIL GLENN P. MCGORRY MATTHEW P. GALERNO MICHAEL J. ALBANO VICTOR L. HOU ROGER A. COOPER AMY R. SHAPIRO JENNIFER KENNEDY PARK ELIZABETH LENAG LUNE A. BAREFOOT DAMELLA L. MARCOGLIEGE PAUL M. TIGER JONATHAN S. HOLODNER DANIEL LALAN MEYER H. FEDIDA ADRIAN R. LEPSIEN ELIZABETH VICENS ADAM J. BRENNEMAN	ARID MACKINNON JAMES E. LANGSTON JARED GERBER COLIN D. LOYD COREY M. GOODMAN RISHI ZUCCHI JANE WALKER DAVID H. HERRINGTON KIMBERLY R. SPOERRI AARON J. MEYERS DANIEL C. REYNOLDS ASSOCIATE PARTNER SANDRA H. ROCKS S. DOUGLAS BORICENT JUDITH KASSEL DAVID E. WEBB FERDELO L. CHRISTOPHORO BOAZ MORAD MARY E. ALCOCK HEIDE H. HILGENFRITZ HUGH C. CONROY, JR. KATHLEEN M. EMBERGER WALLACE L. LARSON, JR. AVRAHAM LUFT ANDREW WEAVER HELENA R. GRAYNS GRAHY M. BINDER JOHN V. HARRISON CAROLINE F. HAYDAY RAHUL NUKH RIEL R. MARKEL MUSA YUNUS KHALID CHRIS C. LEE KENNETH S. BLAZEJEWSKI NICKAL McELWAIN ASSOCIATE COUNSEL LOUISE M. PARENT OF COUNSEL
---	--	--

10 August 2017

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 8 August 2017 between the Asian Development Bank (the "ADB") and the Managers, in connection with the offering by ADB of U.S.\$750,000,000 principal amount of 1.875 per cent. Global Notes due 10 August 2022 (Series No. 935-00-1) (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 8 August 2017;
- (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 8 August 2017 from ADB to the FRBNY, authorizing and requesting delivery of the Notes; and
- (e) the opinion of the Officer-in-Charge/Deputy General Counsel of ADB dated 10 August 2017 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  \_\_\_\_\_  
Sung K. Kang, a Partner