

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
2.750% PowerNotes® Due December 15, 2020	\$2,860,000	\$368.37
3.650% PowerNotes® Due December 15, 2025	\$1,890,000	\$243.43
TOTAL		\$611.80

(1) Excludes accrued interest, if any.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

Caterpillar Financial Services Corporation PowerNotes®, with Maturities of 9 Months or More from Date of Issue
 Filed under Rule 424(b)(2), Registration Statement No. 333-173364
 Pricing Supplement No. 28 - Dated Monday, December 16, 2013
 (to Prospectus dated April 7, 2011 and Prospectus Supplement dated April 7, 2011)
 Investors should read this pricing supplement in conjunction with the Prospectus and Prospectus Supplement

CUSIP Number	Aggregate Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
14912HQX1	\$2,860,000.00	100%	1.450%	\$2,818,530.00	Fixed	2.750%	Semi-Annual	12/15/2020	06/15/2014	\$13.44	Yes	Senior Unsecured Notes

Redemption Information: Non-Callable

Joint Lead Managers and Lead Agents: Incapital LLC, BofA Merrill Lynch **Agents:** Citi, Edward D. Jones & Co., L.P., Fidelity Capital Markets a division of National Financial Services LLC, Morgan Stanley, UBS Investment Bank, Wells Fargo Securities

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14912HQY9	\$1,890,000.00	100%	2.000%	\$1,852,200.00	Fixed	3.650%	Semi-Annual	12/15/2025	06/15/2014	\$17.84	Yes	Senior Unsecured Notes

Redemption Information: Non-Callable

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Caterpillar Financial Services Corporation

Offering Dates: December 10, 2013 through December 16, 2013
 Trade Date: Monday, December 16, 2013 @ 12:00 PM ET
 Settlement Date: Thursday, December 19, 2013
 Minimum Denomination/Increments: \$1,000.00/\$1,000.00
 Initial trades settle flat and clear SDFS: DTC Book Entry only
 DTC number: 0235 via RBC Dain Rauscher Inc.

Supplemental United States Federal Income Tax Considerations: Final regulations released by the U.S. Department of the Treasury state that Foreign Account Tax Compliance Act (FATCA) withholding (as described in "Certain United States Federal Income Tax Consequences— Non-United States Holders— Foreign Account Tax Compliance" in the prospectus supplement) will generally not apply to debt obligations that are issued prior to July 1, 2014; therefore, the PowerNotes will not be subject to FATCA withholding.

Legal Matters: In the opinion of Leslie S. Zmugg, as Senior Corporate Counsel to the Company, when the notes offered by this pricing supplement and related prospectus have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith), provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provisions of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the genuineness of signatures and certain factual matters, all as stated in the letter of such counsel dated March 26, 2012, filed with the Company's Current Report on Form 8-K dated March 26, 2012 and incorporated by reference as Exhibit 5.2 to the Company's registration statement on Form S-3 ASR (No. 333-173364).

