

BOEING CO  
Form 8-K  
October 31, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 8-K**

**Current Report**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**October 31, 2014**

**Date of Report (Date of earliest event reported)**

**The Boeing Company**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-442**  
**(Commission File No.)**

**91-0425694**  
**(I.R.S. Employer**  
  
**Identification Number)**

**100 N. Riverside, Chicago, IL**  
**(Address of Principal Executive Offices)**

**60606-1596**  
**(Zip Code)**

**(312) 544-2000**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On October 31, 2014, The Boeing Company (the Company ) issued \$250,000,000 in aggregate principal amount of Floating Rate Senior Notes due 2017 (the 2017 Notes ), \$300,000,000 in aggregate principal amount of 2.350% Senior Notes due 2021 (the 2021 Notes ), and \$300,000,000 in aggregate principal amount of 2.850% Senior Notes due 2024 (the 2024 Notes and, together with the 2017 Notes and the 2021 Notes, the Notes ). The Notes were issued pursuant to an Indenture dated as of February 1, 2003, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank. The sale of the Notes was made pursuant to the terms of a Purchase Agreement (the Purchase Agreement ), dated October 28, 2014, by and among the Company and, with respect to the 2017 Notes, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, and Goldman, Sachs & Co., with respect to the 2021 Notes, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co, LLC, and, with respect to the 2024 Notes, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., and J.P. Morgan Securities LLC, as representatives of the purchasers named therein.

The Notes are unsecured and have the same rank as the Company's other unsecured and unsubordinated debt. The 2017 Notes will mature on October 30, 2017, the 2021 Notes will mature on October 30, 2021, and the 2024 Notes will mature on October 30, 2024. The 2017 Notes bear interest at a rate per annum, reset quarterly, equal to the three-month LIBOR for U.S. dollar deposits plus 0.125%, payable quarterly in arrears on January 30, April 30, July 30 and October 30 of each year, beginning on January 30, 2015. The 2021 Notes bear interest at the rate of 2.350% per annum, payable semiannually in arrears on April 30 and October 30 of each year, beginning on April 30, 2015. The 2024 Notes bear interest at the rate of 2.850% per annum, payable semiannually in arrears on April 30 and October 30 of each year, beginning on April 30, 2015. The 2017 Notes are not redeemable prior to maturity. The Company may redeem the 2021 Notes and/or the 2024 Notes in whole or in part, upon at least 30 days notice but not more than 60 days notice, at any time prior to maturity at the redemption price described in the Final Prospectus Supplement dated October 28, 2014, as filed with the Securities and Exchange Commission (the SEC ) on October 29, 2014 (the Final Prospectus Supplement ). The Notes were registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-179808), as filed with the SEC on February 29, 2012.

The Company has filed with the SEC a Prospectus dated February 29, 2012, a Preliminary Prospectus Supplement dated October 28, 2014, a Free Writing Prospectus dated October 28, 2014, and the Final Prospectus Supplement in connection with the public offering of the Notes.

The above description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which is filed as Exhibit 1.1 hereto and is incorporated herein by reference. Kirkland & Ellis LLP has issued an opinion, dated October 31, 2014, to the Company regarding certain legal matters with respect to the offering of the Notes, a copy of which is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Purchase Agreement, dated October 28, 2014, among the Company and, with respect to the 2017 Notes, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, and Goldman, Sachs & Co., with respect to the 2021 Notes, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co, LLC, and, with respect to the 2024 Notes, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., and J.P. Morgan Securities LLC, as representatives of the purchasers named therein.
5.1	Opinion of Kirkland & Ellis LLP.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**THE BOEING COMPANY**

By: /s/ Michael F. Lohr  
Michael F. Lohr

Vice President, Assistant General Counsel

and Corporate Secretary  
Dated: October 31, 2014

**INDEX TO EXHIBITS**

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5.1	Opinion of Kirkland & Ellis LLP.