

BOEING CO  
Form 8-K  
February 20, 2015

**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**

**February 20, 2015**

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

**The Boeing Company**  
**(Exact name of registrant as specified in its 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 February 20, 2015, The Boeing Company (the Company ) issued \$750,000,000 in aggregate principal amount of senior notes (the Notes ) consisting of (1) \$250,000,000 in aggregate principal amount that bear interest at the rate of 2.500% per annum and will mature on March 1, 2025 (the 2025 Notes ), (2) \$250,000,000 in aggregate principal amount that bear interest at the rate of 3.300% per annum and will mature on March 1, 2035 (the 2035 Notes ) and (3) \$250,000,000 in aggregate principal amount that bear interest at the rate of 3.500% per annum and will mature on March 1, 2045 (the 2045 Notes ). Interest on the Notes is payable semiannually in arrears on March 1 and September 1 of each year, beginning on September 1, 2015. The Notes are unsecured and have the same rank as the Company s other unsecured and unsubordinated debt.

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 February 18, 2015, by and among the Company and (a) with respect to the 2025 Notes, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., (b) with respect to the 2035 Notes, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. and (c) with respect to the 2045 Notes, J.P. Morgan Securities LLC, Merrill Lynch, Pierce Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the purchasers named therein. The Company may redeem the 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 applicable redemption price described in the Final Prospectus Supplement dated February 18, 2015, as filed with the Securities and Exchange Commission (the SEC ) on February 19, 2015 (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 February 18, 2015, a Free Writing Prospectus dated February 18, 2015, 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 February 20, 2015, 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**

**Number**

**Description**

- |     |   |
|-----|---|
| 1.1 | Purchase Agreement, dated February 18, 2015, among the Company and, with respect to the 2025 Notes, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., with respect to the 2035 Notes, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. and, with respect to the 2045 Notes, J.P. Morgan Securities LLC, Merrill Lynch, Pierce Fenner & Smith Incorporated and Morgan Stanley & Co. 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: February 20, 2015

**INDEX TO EXHIBITS**

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5.1	Opinion of Kirkland & Ellis LLP.