

BOEING CO  
Form 8-K  
July 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**July 23, 2009**

**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 Number)**

**91-0425694**  
**(I.R.S. Employer**  
  
**Identification No.)**

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

**60606-1596**  
(Zip Code)

**(312) 544-2000**

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

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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 (*see* General Instruction A.2. below):

- .. 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 July 28, 2009, The Boeing Company (the Company ) issued \$750,000,000 in aggregate principal amount of 3.500% Senior Notes due 2015 (the 2015 Notes ), \$750,000,000 in aggregate principal amount of 4.875% Senior Notes due 2020 (the 2020 Notes ) and \$450,000,000 in aggregate principal amount of 5.875% Senior Notes due 2040 (the 2040 Notes and, together with the 2015 Notes and the 2020 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.

On July 23, 2009, the Company entered into a Purchase Agreement (the Purchase Agreement ) with Banc of America Securities LLC, Deutsche Bank Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several purchasers named therein (the Purchasers ), pursuant to which the Company agreed to issue and sell the Notes to the Purchasers.

The Notes are unsecured and have the same rank as all of The Boeing Company's other unsecured and unsubordinated debt. The 2015 Notes will mature on February 15, 2015, the 2020 Notes will mature on February 15, 2020 and the 2040 Notes will mature on February 15, 2040. The Company will pay interest on the Notes semiannually on February 15 and August 15 of each year starting on February 15, 2010. The Company will have the right to redeem the Notes in whole or in part at any time prior to maturity at the redemption price described in the Final Prospectus Supplement filed with the Securities and Exchange Commission on July 24, 2009 (Registration No. 333-157790) (the Final Prospectus Supplement ).

The Company has filed with the Securities and Exchange Commission a Prospectus dated March 9, 2009 (Registration No. 333-157790), a Preliminary Prospectus Supplement dated July 23, 2009, a Free Writing Prospectus dated July 23, 2009 and the Final Prospectus Supplement in connection with the public offering of the Notes.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Purchase Agreement, dated July 23, 2009, among The Boeing Company and Banc of America Securities LLC, Deutsche Bank Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several purchasers named therein.

**SIGNATURES**

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

**THE BOEING COMPANY**

Dated: July 28, 2009

By: /s/ Michael F. Lohr  
Michael F. Lohr  
Vice President, Corporate Secretary and  
Assistant General Counsel

**INDEX TO EXHIBITS**

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