

BOEING CO
Form FWP
October 28, 2015

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-202311

Issuer Free Writing Prospectus, dated October 27, 2015

\$350,000,000 1.65% Senior Notes due 2020

Summary of Final Terms

Dated October 27, 2015

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$350,000,000 |
| Trade Date | October 27, 2015 |
| Settlement Date (T+2) | October 29, 2015 |
| Maturity Date | October 30, 2020 |
| Treasury Benchmark | 1.375% due September 30, 2020 |
| Treasury Price / Yield | 100-03 / 1.355% |
| Spread to Treasury | +55 bps |
| Reoffer Yield | 1.905% |
| Price to Public ¹ | 98.789% |
| Gross Fee Spread | 0.350% |
| Coupon (Interest Rate) | 1.65% |
| Interest Payment Dates | April 30 and October 30 |
| First Interest Payment Date | April 30, 2016 |
| Call Provision | MWC @ T + 10 bps at any time prior to September 30, 2020 (1 months prior to maturity); par call at any time on or after September 30, 2020 |
| CUSIP / ISIN | 097023 BM6 / US097023BM69 |
| Joint Book-Running Managers | Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC BBVA Securities Inc. |

Edgar Filing: BOEING CO - Form FWP

Mitsubishi UFJ Securities (USA), Inc.

RBC Capital Markets, LLC

Senior Co-Managers

Barclays Capital Inc.

BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

| | |
|--------------------|---------------------------------------|
| | Credit Agricole Securities (USA) Inc. |
| | Deutsche Bank Securities Inc. |
| | J.P. Morgan Securities LLC |
| | Lloyds Securities Inc. |
| | Mizuho Securities USA Inc. |
| | Santander Investment Securities Inc. |
| | SG Americas Securities, LLC |
| | SMBC Nikko Securities America, Inc. |
| | U.S. Bancorp Investments, Inc. |
| | Wells Fargo Securities, LLC |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Commerz Markets LLC |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | Standard Chartered Bank ² |
| | SunTrust Robinson Humphrey, Inc. |
| | The Williams Capital Group, L.P. |
| Junior Co-Managers | Academy Securities, Inc. |
| | Drexel Hamilton, LLC |
| | Mischler Financial Group, Inc |

Notes:

1 Plus accrued interest, if any, from October 29, 2015.

2 Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You

Edgar Filing: BOEING CO - Form FWP

may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. Prospectus Department, toll-free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Morgan Stanley & Co. LLC toll-free at 1-866-603-5847.

\$250,000,000 2.20% Senior Notes due 2022

Summary of Final Terms

Dated October 27, 2015

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$250,000,000 |
| Trade Date | October 27, 2015 |
| Settlement Date (T+2) | October 29, 2015 |
| Maturity Date | October 30, 2022 |
| Treasury Benchmark | 1.750% due September 30, 2022 |
| Treasury Price / Yield | 100-03 / 1.735% |
| Spread to Treasury | +70 bps |
| Reoffer Yield | 2.435% |
| Price to Public ¹ | 98.495% |
| Gross Fee Spread | 0.400% |
| Coupon (Interest Rate) | 2.20% |
| Interest Payment Dates | April 30 and October 30 |
| First Interest Payment Date | April 30, 2016 |
| Call Provision | MWC @ T + 12.5 bps at any time prior to August 30, 2022 (2 months prior to maturity); par call at any time on or after August 30, 2022 |
| CUSIP / ISIN | 097023 BN4 / US097023BN43 |
| Joint Book-Running Managers | Goldman, Sachs & Co. Citigroup Global Markets Inc. Deutsche Bank Securities Inc. BNP Paribas Securities Corp. Credit Agricole Securities (USA) Inc. Santander Investment Securities Inc. |
| Senior Co-Managers | Barclays Capital Inc. BBVA Securities Inc. J.P. Morgan Securities LLC |

Edgar Filing: BOEING CO - Form FWP

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

| | |
|--------------------|--------------------------------------|
| | SG Americas Securities, LLC |
| | SMBC Nikko Securities America, Inc. |
| | U.S. Bancorp Investments, Inc. |
| | Wells Fargo Securities, LLC |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Commerz Markets LLC |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | Standard Chartered Bank ² |
| | SunTrust Robinson Humphrey, Inc. |
| | The Williams Capital Group, L.P. |
| Junior Co-Managers | Apto Partners, LLC |
| | Divine Capital Markets |
| | Great Pacific Securities |
| | Telsey Advisory Group |

Notes:

1 Plus accrued interest, if any, from October 29, 2015.

2 Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. Prospectus Department, toll-free at 1-866-471-2526, Citigroup Global Markets Inc., toll-free at 1-800-831-9146 or Deutsche Bank Securities Inc. toll-free at 1-800-503-4611.

\$300,000,000 2.60% Senior Notes due 2025

Summary of Final Terms

Dated October 27, 2015

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$300,000,000 |
| Trade Date | October 27, 2015 |
| Settlement Date (T+2) | October 29, 2015 |
| Maturity Date | October 30, 2025 |
| Treasury Benchmark | 2.000% due August 15, 2025 |
| Treasury Price / Yield | 99-24 / 2.028% |
| Spread to Treasury | +85 bps |
| Reoffer Yield | 2.878% |
| Price to Public ¹ | 97.599% |
| Gross Fee Spread | 0.450% |
| Coupon (Interest Rate) | 2.60% |
| Interest Payment Dates | April 30 and October 30 |
| First Interest Payment Date | April 30, 2016 |
| Call Provision | MWC @ T + 15 bps at any time prior to July 30, 2025 (3 months prior to maturity); par call at any time on or after July 30, 2025 |
| CUSIP / ISIN | 097023 BP9 / US097023BP90 |
| Joint Book-Running Managers | Goldman, Sachs & Co J.P. Morgan Securities LLC Mizuho Securities USA Inc. Barclays Capital Inc. SMBC Nikko Securities America, Inc. Wells Fargo Securities, LLC |
| Senior Co-Managers | BBVA Securities Inc. BNP Paribas Securities Corp. Citigroup Global Markets Inc. |

Edgar Filing: BOEING CO - Form FWP

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mitsubishi UFJ Securities (USA), Inc.

| | |
|--------------------|---------------------------------------|
| | Morgan Stanley & Co. LLC |
| | RBC Capital Markets, LLC |
| | Santander Investment Securities Inc. |
| | SG Americas Securities, LLC |
| | U.S. Bancorp Investments, Inc. |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Commerz Markets LLC |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | Standard Chartered Bank ² |
| | SunTrust Robinson Humphrey, Inc. |
| | The Williams Capital Group, L.P. |
| Junior Co-Managers | Blaylock Beal Van, LLC |
| | CastleOak Securities |
| | CAVU Securities, LLC |
| | Guzman & Company |
| | Samuel A. Ramirez & Company, Inc. |
| | Siebert Brandford Shank & Co., L.L.C. |

Notes:

1 Plus accrued interest, if any, from October 29, 2015.

2 Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. Prospectus Department, toll-free at 1-866-471-2526, J.P. Morgan Securities LLC at 1-212-834-4533 (collect) or Mizuho Securities USA Inc., toll-free at 1-866-271-7403.