

BOEING CO
Form FWP
February 13, 2019

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-219630

Issuer Free Writing Prospectus, dated February 13, 2019

The Boeing Company

Final Term Sheet

\$400,000,000 2.800% Senior Notes due 2024

Summary of Final Terms

Dated February 13, 2019

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$400,000,000 |
| Trade Date | February 13, 2019 |
| Settlement Date (T+2) | February 15, 2019 |
| Maturity Date | March 1, 2024 |
| Treasury Benchmark | 2.500 % due January 31, 2024 |
| Treasury Price / Yield | 99-28 / 2.527% |
| Spread to Treasury | +47 bps |
| Reoffer Yield | 2.997% |
| Price to Public ¹ | 99.083% |
| Gross Fee Spread | 0.350% |
| Coupon (Interest Rate) | 2.800% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2019 (long first coupon) |
| Call Provision | MWC @ T+10 bps at any time prior to February 1, 2024 (one month prior to maturity); par call at any time on or after February 1, 2024 |
| CUSIP / ISIN | 097023CC7 / US097023CC78 |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith |

Incorporated

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Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

BBVA Securities Inc.

Lloyds Securities Inc.

Morgan Stanley & Co. LLC

U.S. Bancorp Investments, Inc.

Senior Co-Managers

Barclays Capital Inc.
BNP Paribas Securities Corp.
Commerz Markets LLC
Credit Agricole Securities (USA) Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.
Goldman Sachs & Co. LLC
Mizuho Securities USA LLC
MUFG Securities Americas Inc.
RBC Capital Markets, LLC
Santander Investment Securities Inc.
SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.
SunTrust Robinson Humphrey, Inc.
Wells Fargo Securities, LLC

Co-Managers

ICBC Standard Bank Plc²
ANZ Securities, Inc.
Standard Chartered Bank
Westpac Capital Markets LLC

Junior Co-Managers

Academy Securities Inc.
Apto Partners, LLC
Cabrera Capital Markets, LLC
Loop Capital Markets LLC
MFR Securities, Inc.
Penserra Securities LLC

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R. Seelaus & Co., LLC

Stern Brothers

Telsey Advisory Group LLC

The Williams Capital Group, L.P.

Tribal Capital Markets, LLC

Notes:

- 1 Plus accrued interest, if any, from February 15, 2019.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the notes constituting part of its allotment solely outside the United States.

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 Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 Citigroup Global Markets Inc. toll-free at 1-800-831-9146 and J.P. Morgan Securities LLC collect at 1-212-834-4533.

\$400,000,000 3.200% Senior Notes due 2029

Summary of Final Terms

Dated February 13, 2019

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$400,000,000 |
| Trade Date | February 13, 2019 |
| Settlement Date (T+2) | February 15, 2019 |
| Maturity Date | March 1, 2029 |
| Treasury Benchmark | 2.625% due February 15, 2029 |
| Treasury Price / Yield | 99-09 / 2.708% |
| Spread to Treasury | +67 bps |
| Reoffer Yield | 3.378% |
| Price to Public ¹ | 98.493% |
| Gross Fee Spread | 0.450% |
| Coupon (Interest Rate) | 3.200% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2019 (long first coupon) |
| Call Provision | MWC @ T+15 bps at any time prior to December 1, 2028 (three months prior to maturity); par call at any time on or after December 1, 2028 |
| CUSIP / ISIN | 097023CD5 / US097023CD51 |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated Goldman Sachs & Co. LLC MUFG Securities Americas Inc. Commerz Markets LLC Credit Agricole Securities (USA) Inc. SG Americas Securities, LLC SunTrust Robinson Humphrey, Inc. |

Senior Co-Managers

Barclays Capital Inc.
BBVA Securities Inc.
BNP Paribas Securities Corp.
Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.
J.P. Morgan Securities LLC
Lloyds Securities Inc.
Mizuho Securities USA LLC
Morgan Stanley & Co. LLC
RBC Capital Markets, LLC
Santander Investment Securities Inc.
SMBC Nikko Securities America, Inc.
U.S. Bancorp Investments, Inc.
Wells Fargo Securities, LLC

Co-Managers

ICBC Standard Bank Plc²
ANZ Securities, Inc.
Standard Chartered Bank
Westpac Capital Markets LLC

Junior Co-Managers

Academy Securities Inc.
Apto Partners, LLC
Cabrera Capital Markets, LLC
Loop Capital Markets LLC
MFR Securities, Inc.
R. Seelaus & Co., LLC

Stern Brothers

Tribal Capital Markets, LLC

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\$400,000,000 3.500% Senior Notes due 2039

Summary of Final Terms

Dated February 13, 2019

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$400,000,000 |
| Trade Date | February 13, 2019 |
| Settlement Date (T+2) | February 15, 2019 |
| Maturity Date | March 1, 2039 |
| Treasury Benchmark | 3.375% due November 15, 2048 |
| Treasury Price / Yield | 106-24 / 3.029% |
| Spread to Treasury | +77 bps |
| Reoffer Yield | 3.799% |
| Price to Public ¹ | 95.830% |
| Gross Fee Spread | 0.750% |
| Coupon (Interest Rate) | 3.500% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2019 (long first coupon) |
| Call Provision | MWC @ T+15 bps at any time prior to September 1, 2038 (six months prior to maturity); par call at any time on or after September 1, 2038 |
| CUSIP / ISIN | 097023CE3 / US097023CE35 |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated SMBC Nikko Securities America, Inc. Wells Fargo Securities, LLC Barclays Capital Inc. BNP Paribas Securities Corp. RBC Capital Markets, LLC Santander Investment Securities Inc. |

Senior Co-Managers

BBVA Securities Inc.
Citigroup Global Markets Inc.
Commerz Markets LLC
Credit Agricole Securities (USA) Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.
Goldman Sachs & Co. LLC
J.P. Morgan Securities LLC
Lloyds Securities Inc.
Mizuho Securities USA LLC
Morgan Stanley & Co. LLC
MUFG Securities Americas Inc.
SG Americas Securities, LLC
SunTrust Robinson Humphrey, Inc.
U.S. Bancorp Investments, Inc.

Co-Managers

ICBC Standard Bank Plc²
ANZ Securities, Inc.
Standard Chartered Bank

Junior Co-Managers

Westpac Capital Markets LLC
Academy Securities Inc.
Loop Capital Markets LLC
Penserra Securities LLC
Telsey Advisory Group LLC
The Williams Capital Group, L.P.

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\$300,000,000 3.825% Senior Notes due 2059

Summary of Final Terms

Dated February 13, 2019

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$300,000,000 |
| Trade Date | February 13, 2019 |
| Settlement Date (T+2) | February 15, 2019 |
| Maturity Date | March 1, 2059 |
| Treasury Benchmark | 3.375% due November 15, 2048 |
| Treasury Price / Yield | 106-24 / 3.029% |
| Spread to Treasury | +102 bps |
| Reoffer Yield | 4.049% |
| Price to Public ¹ | 95.577% |
| Gross Fee Spread | 0.925% |
| Coupon (Interest Rate) | 3.825% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2019 (long first coupon) |
| Call Provision | MWC @ T+20 bps at any time prior to September 1, 2058 (six months prior to maturity); par call at any time on or after September 1, 2058 |
| CUSIP / ISIN | 097023CF0 / US097023CF00 |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated Credit Suisse Securities (USA) LLC Mizuho Securities USA LLC Barclays Capital Inc. BNP Paribas Securities Corp. Deutsche Bank Securities Inc. RBC Capital Markets, LLC |

Senior Co-Managers

BBVA Securities Inc.
Citigroup Global Markets Inc.
Commerz Markets LLC
Credit Agricole Securities (USA) Inc.
Goldman Sachs & Co. LLC
J.P. Morgan Securities LLC
Lloyds Securities Inc.
Morgan Stanley & Co. LLC
MUFG Securities Americas Inc.
Santander Investment Securities Inc.
SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.
SunTrust Robinson Humphrey, Inc.
U.S. Bancorp Investments, Inc.
Wells Fargo Securities, LLC

Co-Managers

ICBC Standard Bank Plc²
ANZ Securities, Inc.
Standard Chartered Bank
Westpac Capital Markets LLC

Junior Co-Managers

Academy Securities Inc.
Blaylock Beal Van, LLC
C.L. King & Associates, Inc.
Drexel Hamilton, LLC
Guzman & Company
Loop Capital Markets LLC

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Mischler Financial Group, Inc.

Multi-Bank Securities, Inc.

Samuel A. Ramirez & Company, Inc.

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