

GENERAL DYNAMICS CORP  
Form 8-K  
June 24, 2009

**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**

**Date of Report (Date of earliest event reported): June 24, 2009 (June 24, 2009)**

**GENERAL DYNAMICS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction)

**1-3671**  
(Commission File Number)

**13-1673581**  
(IRS Employer)

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of incorporation)

Identification No.)

2941 Fairview Park Drive, Suite 100,

Falls Church, Virginia  
(Address of principal executive offices)

22042-4513  
(Zip code)

(703) 876-3000

(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:

- .. 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 June 24, 2009, General Dynamics Corporation (the Corporation ) completed the sale of \$750,000,000 aggregate principal amount of 1.800% Notes due 2011. The notes were sold pursuant to an underwriting agreement dated June 19, 2009, between the Corporation and certain of its subsidiaries and Banc of America Securities LLC, J.P. Morgan Securities Inc. and RBS Securities Inc., as representatives of the underwriters named therein.

The notes were issued pursuant to the Fifth Supplemental Indenture, dated as of June 24, 2009, under the Indenture, dated as of August 27, 2001, among the Corporation, the Guarantors and The Bank of New York Mellon, as trustee.

The offering of the notes was registered pursuant to the Corporation's Registration Statement on Form S-3ASR (Registration No. 333-155980), which was previously filed with the Securities and Exchange Commission on December 8, 2008.

Copies of the Underwriting Agreement and the Fifth Supplemental Indenture are filed as exhibits hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

4.1 Underwriting Agreement, dated June 19, 2009, among General Dynamics Corporation, the Guarantors named therein and Banc of America Securities LLC, J.P. Morgan Securities Inc. and RBS Securities Inc., as representatives of the underwriters named therein.

4.2 Fifth Supplemental Indenture, dated as of June 24, 2009, among General Dynamics Corporation, the Guarantors named therein and The Bank of New York Mellon, as trustee (includes form of 1.800% Note due 2011).

**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.

GENERAL DYNAMICS CORPORATION

By: /s/ John W. Schwartz  
John W. Schwartz  
Vice President and Controller  
(Authorized Officer and Chief Accounting Officer)

Dated: June 24, 2009