

RAYTHEON CO/  
Form 8-K  
December 04, 2012

**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): December 4, 2012**

**RAYTHEON COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**1-13699**  
**(Commission**

**File Number)**

**95-1778500**  
**(IRS Employer**

**Identification Number)**

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**870 Winter Street, Waltham, Massachusetts 02451**

**(Address of Principal Executive Offices) (Zip Code)**

**(781) 522-3000**

**(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 (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 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed in the following index relate to an offering under the Registrant's Registration Statement on Form S-3 (No. 333-170196) and each is filed herewith for incorporation by reference in such Registration Statement.

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 1.1                    | Underwriting Agreement, dated November 27, 2012, by and among the Registrant and Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as Representatives of the several Underwriters listed in Schedule 1 thereto |
| 4.1                    | Form of 2.50% Notes due 2022  |
| 5.1                    | Opinion of Bingham McCutchen LLP relating to the legality of the of 2.50% Notes due 2022  |
| 12.1                   | Statement Regarding Computation of Ratio of Earnings to Fixed Charges   |
| 23.1                   | Consent of Bingham McCutchen LLP (contained in the opinion filed as Exhibit 5.1 hereto)   |

**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.

RAYTHEON COMPANY

Date: December 4, 2012

By: /s/ Richard A. Goglia  
Richard A. Goglia  
Vice President and Treasurer

**EXHIBIT INDEX**

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