

RAYTHEON CO/  
Form 8-K  
June 02, 2015

**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): May 28, 2015**

**RAYTHEON COMPANY**

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

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

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

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

**File Number)**  
**870 Winter Street, Waltham, Massachusetts 02451**

**Identification Number)**

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**(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 5.07.Submission of Matters to a Vote of Security Holders.**

Raytheon Company held its annual meeting of shareholders on May 28, 2015. Set forth below are the final voting results for each of the matters submitted to a vote of the shareholders. For more information about the proposals set forth below, please see Raytheon's definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2015.

1. Raytheon's shareholders elected, by a majority of the votes cast, each of the ten nominees to the Board of Directors as follows:

| <b>Director</b>      | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------|-------------|----------------|----------------|-------------------------|
| Tracy A. Atkinson    | 240,086,021 | 1,094,046      | 1,626,295      | 29,592,962              |
| James E. Cartwright  | 236,125,238 | 5,005,055      | 1,676,069      | 29,592,962              |
| Vernon E. Clark      | 239,731,124 | 1,307,234      | 1,768,004      | 29,592,962              |
| Stephen J. Hadley    | 239,988,426 | 1,181,630      | 1,636,306      | 29,592,962              |
| Thomas A. Kennedy    | 237,732,001 | 2,824,770      | 2,249,591      | 29,592,962              |
| Letitia A. Long      | 239,307,378 | 1,839,222      | 1,659,762      | 29,592,962              |
| George R. Oliver     | 238,952,502 | 2,125,923      | 1,727,937      | 29,592,962              |
| Michael C. Ruettgers | 236,778,649 | 4,231,509      | 1,796,204      | 29,592,962              |
| Ronald L. Skates     | 236,645,986 | 4,332,773      | 1,827,603      | 29,592,962              |
| William R. Spivey    | 234,448,232 | 6,760,824      | 1,597,306      | 29,592,962              |

2. Raytheon's shareholders voted on the advisory vote on executive compensation as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 234,393,014 | 6,342,686      | 2,070,662      | 29,592,962              |

3. Raytheon's shareholders voted on the approval of the Raytheon Company 2010 Stock Plan for IRC section 162(m) purposes as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 231,051,382 | 9,726,378      | 2,028,602      | 29,592,962              |

4. Raytheon's shareholders voted on the ratification of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year beginning January 1, 2015 as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 267,967,452 | 2,889,353      | 1,542,519      |

5. Raytheon's shareholders voted on a shareholder proposal regarding lobbying activities as follows:

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| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 83,724,252 | 112,922,574    | 46,159,536     | 29,592,962              |

6. Raytheon's shareholders voted on a shareholder proposal regarding political expenditures as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 90,347,802 | 106,479,733    | 45,978,827     | 29,592,962              |

7. Raytheon's shareholders voted on a shareholder proposal regarding an independent board chairman as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 45,665,230 | 194,686,299    | 2,454,833      | 29,592,962              |

**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: June 2, 2015

By: /s/ Frank R. Jimenez  
Frank R. Jimenez  
Vice President, General Counsel and Secretary