

BOEING CO  
Form FWP  
May 17, 2016

**Filed Pursuant to Rule 433 under the Securities Act of 1933**

**Registration Statement No. 333-202311**

**Issuer Free Writing Prospectus, dated May 16, 2016**

**The Boeing Company**

**\$400,000,000 1.875% Senior Notes due 2023**

***Summary of Final Terms***

***Dated May 16, 2016***

Issuer	The Boeing Company
Principal Amount	\$400,000,000
Trade Date	May 16, 2016
Settlement Date (T+2)	May 18, 2016
Maturity Date	June 15, 2023
Treasury Benchmark	1.625% due April 30, 2023
Treasury Price / Yield	100-15+ / 1.551%
Spread to Treasury	+55 bps
Reoffer Yield	2.101%
Price to Public <sup>1</sup>	98.521%
Gross Fee Spread	0.400%
Coupon (Interest Rate)	1.875%
Interest Payment Dates	June 15 and December 15
First Interest Payment Date	December 15, 2016
Call Provision	MWC @ T + 10 bps at any time prior to April 15, 2023 (2 months prior to maturity); par call at any time on or after April 15, 2023
CUSIP / ISIN	097023 BQ7 / US097023BQ73
Joint Book-Running Managers	Merrill Lynch, Pierce, Fenner & Smith Incorporated Barclays Capital Inc. Wells Fargo Securities, LLC

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Credit Agricole Securities (USA) Inc.

Santander Investment Securities Inc.

U.S. Bancorp Investments, Inc.

Senior Co-Managers

BBVA Securities Inc.

BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

	Lloyds Securities Inc.
	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.
Co-Managers	ANZ Securities, Inc.
	BNY Mellon Capital Markets, LLC
	Commerz Markets LLC
	Standard Chartered Bank <sup>2</sup>
Junior Co-Managers	Blaylock Beal Van, LLC
	CastleOak Securities
	CAVU Securities, LLC
	Great Pacific Securities
	Guzman & Company
	Lebenthal & Co., LLC
	Loop Capital Markets LLC
	Siebert Brandford Shank & Co., L.L.C.
	The Williams Capital Group, L.P.

Notes:

1 Plus accrued interest, if any, from May 18, 2016.

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](http://www.sec.gov). Alternatively, the issuer,

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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 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or Barclays Capital Inc. toll-free at 1-888-603-5847 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751 or [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).

**\$400,000,000 2.250% Senior Notes due 2026**

*Summary of Final Terms*

*Dated May 16, 2016*

Issuer	The Boeing Company
Principal Amount	\$400,000,000
Trade Date	May 16, 2016
Settlement Date (T+2)	May 18, 2016
Maturity Date	June 15, 2026
Treasury Benchmark	1.625% due May 15, 2026
Treasury Price / Yield	98-26+ / 1.753%
Spread to Treasury	+62.5 bps
Reoffer Yield	2.378%
Price to Public <sup>1</sup>	98.858%
Gross Fee Spread	0.450%
Coupon (Interest Rate)	2.250%
Interest Payment Dates	June 15 and December 15
First Interest Payment Date	December 15, 2016
Call Provision	MWC @ T + 10 bps at any time prior to March 15, 2026 (3 months prior to maturity); par call at any time on or after March 15, 2026
CUSIP / ISIN	097023 BR5 / US097023BR56
Joint Book-Running Managers	Merrill Lynch, Pierce, Fenner & Smith Incorporated Goldman, Sachs & Co. Morgan Stanley & Co. LLC BNP Paribas Securities Corp. Deutsche Bank Securities Inc. RBC Capital Markets, LLC Barclays Capital Inc. BBVA Securities Inc.
Senior Co-Managers	

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Citigroup Global Markets Inc.

Credit Agricole Securities (USA) Inc.

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Mitsubishi UFJ Securities (USA), 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
	Standard Chartered Bank <sup>2</sup>
Junior Co-Managers	Apto Partners, LLC
	Divine Capital Markets
	Lebenthal & Co., LLC
	Loop Capital Markets LLC
	Samuel A. Ramirez & Company, Inc.
	Telsey Advisory Group
	The Williams Capital Group, L.P.

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1-800-294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or Goldman, Sachs & Co. toll-free at 1-866-471-2526 or

[prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com) or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

**\$400,000,000 3.375% Senior Notes due 2046**

*Summary of Final Terms*

*Dated May 16, 2016*

Issuer	The Boeing Company
Principal Amount	\$400,000,000
Trade Date	May 16, 2016
Settlement Date (T+2)	May 18, 2016
Maturity Date	June 15, 2046
Treasury Benchmark	2.500% due February 15, 2046
Treasury Price / Yield	97-28 / 2.603%
Spread to Treasury	+95 bps
Reoffer Yield	3.553%
Price to Public <sup>1</sup>	96.725%
Gross Fee Spread	0.875%
Coupon (Interest Rate)	3.375%
Interest Payment Dates	June 15 and December 15
First Interest Payment Date	December 15, 2016
Call Provision	MWC @ T + 15 bps at any time prior to December 15, 2045 (6 months prior to maturity); par call at any time on or after December 15, 2045
CUSIP / ISIN	097023 BS3 / US097023BS30
Joint Book-Running Managers	Merrill Lynch, Pierce, Fenner & Smith Incorporated Citigroup Global Markets Inc. J.P. Morgan Securities LLC Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. SMBC Nikko Securities America, Inc.
Senior Co-Managers	Barclays Capital Inc. BBVA Securities Inc.



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BNP Paribas Securities Corp.

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Lloyds Securities Inc.

Morgan Stanley & Co. LLC

	RBC Capital Markets, LLC
	Santander Investment Securities Inc.
	SG Americas Securities, LLC
	U.S. Bancorp Investments, Inc.
	Wells Fargo Securities, LLC
Co-Managers	ANZ Securities, Inc.
	BNY Mellon Capital Markets, LLC
	Commerz Markets LLC
	Standard Chartered Bank <sup>2</sup>
Junior Co-Managers	Academy Securities, Inc.
	Drexel Hamilton, LLC
	Lebenthal & Co., LLC
	Loop Capital Markets LLC
	Mischler Financial Group, Inc.
	The Williams Capital Group, L.P.

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