

RAYTHEON CO/  
Form 8-K  
September 26, 2016

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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): September 22, 2016

RAYTHEON COMPANY  
(Exact name of registrant as specified in its charter)

|                          |                          |   |
|--------------------------|--------------------------|---|
| Delaware                 | 1-13699                  | 95-1778500                              |
| (State of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification Number) |

870 Winter Street, Waltham, Massachusetts 02451  
(Address of Principal Executive Offices) (Zip Code)

(781) 522-3000  
(Registrant's telephone number, including area code)

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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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Director

On September 22, 2016, the Board of Directors of Raytheon Company elected Dinesh C. Paliwal as an independent director effective immediately, with a term expiring at the annual meeting of stockholders in 2017. The Board also appointed Mr. Paliwal to the Board's Governance and Nominating Committee and Public Affairs Committee. A copy of the Company's press release issued on September 23, 2016, regarding Mr. Paliwal's election is filed as Exhibit 99.1 to this Form 8-K and is hereby incorporated herein by reference.

The election of Mr. Paliwal was not pursuant to any arrangement or understanding between Mr. Paliwal and any third party. As of the date of this report, neither Mr. Paliwal, nor any of his immediate family members, is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

Mr. Paliwal will be compensated consistent with the compensation programs for non-employee directors. Upon his election to the Board, he was awarded \$93,500 of restricted stock pursuant to the 2010 Stock Plan, which stock is due to vest on the date of the 2017 annual meeting of stockholders.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release issued by Raytheon Company dated September 23, 2016.

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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: September 26, 2016 By: /s/ Frank R. Jimenez

Frank R. Jimenez

Vice President, General Counsel and Secretary

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release issued by Raytheon Company dated September 23, 2016.