

BOEING CO
Form FWP
April 30, 2019

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-219630

Issuer Free Writing Prospectus, dated April 30, 2019

The Boeing Company

Final Term Sheet

\$600,000,000 2.700% Senior Notes due 2022

Summary of Final Terms

Dated April 30, 2019

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$600,000,000 |
| Trade Date | April 30, 2019 |
| Settlement Date (T+2) | May 2, 2019 |
| Maturity Date | May 1, 2022 |
| Treasury Benchmark | 2.250% due April 15, 2022 |
| Treasury Price / Yield | 100-00 $\frac{3}{4}$ / 2.242% |
| Spread to Treasury | +52 bps |
| Reoffer Yield | 2.762% |
| Price to Public ¹ | 99.823% |
| Gross Fee Spread | 0.250% |
| Coupon (Interest Rate) | 2.700% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | November 1, 2019 |
| CUSIP / ISIN | 097023CG8 / US097023CG82 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. Mizuho Securities USA LLC SG Americas Securities, LLC BBVA Securities Inc. |

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Senior Co-Managers

Commerz Markets LLC

U.S. Bancorp Investments, Inc.

Barclays Capital Inc.

BNP Paribas Securities Corp.

Credit Agricole Securities (USA) Inc.

Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

Goldman Sachs & Co. LLC

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

RBC Capital Markets, LLC

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

SunTrust Robinson Humphrey, Inc.

Wells Fargo Securities, LLC

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|--------------------|--------------------------------------|
| Co-Managers | ANZ Securities, Inc. |
| | Standard Chartered Bank ³ |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Cabrera Capital Markets, LLC |
| | C.L. King & Associates, Inc. |
| | Great Pacific Securities |
| | Guzman & Company |

Notes:

- 1 Plus accrued interest, if any, from May 2, 2019.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.
- 3 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. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Mizuho Securities USA LLC at 1-866-271-7403, and SG Americas Securities, LLC at 1-855-881-2108.

\$650,000,000 3.100% Senior Notes due 2026

Summary of Final Terms

Dated April 30, 2019

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$650,000,000 |
| Trade Date | April 30, 2019 |
| Settlement Date (T+2) | May 2, 2019 |
| Maturity Date | May 1, 2026 |
| Treasury Benchmark | 2.375% due April 30, 2026 |
| Treasury Price / Yield | 99-28 / 2.395% |
| Spread to Treasury | +75 bps |
| Reoffer Yield | 3.145% |
| Price to Public ¹ | 99.719% |
| Gross Fee Spread | 0.400% |
| Coupon (Interest Rate) | 3.100% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | November 1, 2019 |
| Call Provision | MWC @ T+15 bps at any time prior to March 1, 2026 (two months prior to maturity); par call at any time on or after March 1, 2026 |
| CUSIP / ISIN | 097023CH6 / US097023CH65 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. Credit Agricole Securities (USA) Inc. MUFG Securities Americas Inc. Barclays Capital Inc. Deutsche Bank Securities Inc. Lloyds Securities Inc. |
| Senior Co-Managers | BBVA Securities Inc. BNP Paribas Securities Corp. Commerz Markets LLC |

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Credit Suisse Securities (USA) LLC

Goldman Sachs & Co. LLC

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mizuho Securities USA LLC

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

Santander Investment Securities Inc.

SG Americas Securities, LLC

SMBC Nikko Securities America, Inc.

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

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| Co-Managers | ANZ Securities, Inc. |
| | Standard Chartered Bank ³ |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Academy Securities Inc. |
| | Blaylock Van, LLC |
| | CastleOak Securities |
| | Drexel Hamilton, LLC |
| | Loop Capital Markets LLC |
| | Penserra Securities LLC |
| | Telsey Advisory Group LLC |
| | The Williams Capital Group, L.P. |

Notes:

- 1 Plus accrued interest, if any, from May 2, 2019.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.
- 3 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. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Credit Agricole Securities (USA) Inc. at 1-866-807-6030, and MUFG Securities Americas Inc. at 1-877-649-6848.

\$600,000,000 3.200% Senior Notes due 2029

Summary of Final Terms

Dated April 30, 2019

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$600,000,000 (to become immediately fungible upon the Settlement Date with the outstanding 3.200% Notes due 2029 issued on February 15, 2019 in a principal amount of \$400,000,000) |
| Trade Date | April 30, 2019 |
| Settlement Date (T+2) | May 2, 2019 |
| Maturity Date | March 1, 2029 |
| Treasury Benchmark | 2.625% due February 15, 2029 |
| Treasury Price / Yield | 101-00+ / 2.507% |
| Spread to Treasury | +85 bps |
| Reoffer Yield | 3.357% |
| Price to Public ¹ | 98.690% |
| Gross Fee Spread | 0.450% |
| Coupon (Interest Rate) | 3.200% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2019 |
| Call Provision | MWC @ T+15 bps at any time prior to December 1, 2028 (three months prior to maturity); par call at any time on or after December 1, 2028 |
| CUSIP / ISIN | 097023CD5 / US097023CD51 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Deutsche Bank Securities Inc. Morgan Stanley & Co. LLC SunTrust Robinson Humphrey, Inc. |

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Senior Co-Managers

Barclays Capital Inc.
BBVA Securities Inc.
BNP Paribas Securities Corp.
Commerz Markets LLC
Credit Agricole Securities (USA) Inc.
Credit Suisse Securities (USA) LLC
Goldman Sachs & Co. LLC
ICBC Standard Bank Plc²
Lloyds Securities Inc.
Mizuho Securities USA LLC
MUFG Securities Americas Inc.
RBC Capital Markets, LLC
Santander Investment Securities Inc.
SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.
U.S. Bancorp Investments, Inc.
Wells Fargo Securities, LLC

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| Co-Managers | ANZ Securities, Inc. |
| | Standard Chartered Bank ³ |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Academy Securities Inc. |
| | Loop Capital Markets LLC |
| | Mischler Financial Group, Inc. |
| | Penserra Securities LLC |
| | R. Seelaus & Co., LLC |
| | Telsey Advisory Group LLC |
| | The Williams Capital Group, L.P. |
| | Tribal Capital Markets, LLC |

Notes:

- 1 Plus accrued interest from February 15, 2019 to the Settlement Date in an aggregate amount of \$4,106,666.70.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.
- 3 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. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533, and Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.

\$850,000,000 3.600% Senior Notes due 2034

Summary of Final Terms

Dated April 30, 2019

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$850,000,000 |
| Trade Date | April 30, 2019 |
| Settlement Date (T+2) | May 2, 2019 |
| Maturity Date | May 1, 2034 |
| Treasury Benchmark | 2.625% due February 15, 2029 |
| Treasury Price / Yield | 101-00+ / 2.507% |
| Spread to Treasury | +112 bps |
| Reoffer Yield | 3.627% |
| Price to Public ¹ | 99.690% |
| Gross Fee Spread | 0.600% |
| Coupon (Interest Rate) | 3.600% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | November 1, 2019 |
| Call Provision | MWC @ T+20 bps at any time prior to February 1, 2034 (three months prior to maturity); par call at any time on or after February 1, 2034 |
| CUSIP / ISIN | 097023CJ2 / US097023CJ22 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. SMBC Nikko Securities America, Inc. Wells Fargo Securities, LLC Credit Suisse Securities (USA) LLC RBC Capital Markets, LLC Santander Investment Securities Inc. |
| Senior Co-Managers | Barclays Capital Inc. BBVA Securities Inc. BNP Paribas Securities Corp. |

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Commerz Markets LLC

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Goldman Sachs & Co. LLC

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mizuho Securities USA LLC

Morgan Stanley & Co. LLC

MUFG Securities Americas Inc.

SG Americas Securities, LLC

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

| | |
|--------------------|--------------------------------------|
| Co-Managers | ANZ Securities, Inc. |
| | Standard Chartered Bank ³ |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Academy Securities Inc. |
| | Apto Partners, LLC |
| | Loop Capital Markets LLC |
| | MFR Securities, Inc. |
| | Penserra Securities LLC |
| | Stern Brothers |
| | Telsey Advisory Group LLC |
| | The Williams Capital Group, L.P. |

Notes:

- 1 Plus accrued interest, if any, from May 2, 2019.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.
- 3 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. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, SMBC Nikko Securities America, Inc. at 1-888-868-6856, and Wells Fargo Securities, LLC toll-free at 1-800-645-3751 or wfscustomerservice@wellsfargo.com.

\$800,000,000 3.900% Senior Notes due 2049*Summary of Final Terms**Dated April 30, 2019*

| | |
|------------------------------|---|
| Issuer | The Boeing Company |
| Principal Amount | \$800,000,000 |
| Trade Date | April 30, 2019 |
| Settlement Date (T+2) | May 2, 2019 |
| Maturity Date | May 1, 2049 |
| Treasury Benchmark | 3.375% due November 15, 2048 |
| Treasury Price / Yield | 108-25+ / 2.928% |
| Spread to Treasury | +107 bps |
| Reoffer Yield | 3.998% |
| Price to Public ¹ | 98.296% |
| Gross Fee Spread | 0.875% |
| Coupon (Interest Rate) | 3.900% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | November 1, 2019 |
| Call Provision | MWC @ T+20 bps at any time prior to November 1, 2048 (six months prior to maturity); par call at any time on or after November 1, 2048 |
| CUSIP / ISIN | 097023CK9 / US097023CK94 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. BNP Paribas Securities Corp. Goldman Sachs & Co. LLC Barclays Capital Inc. Morgan Stanley & Co. LLC Santander Investment Securities Inc. |
| Senior Co-Managers | BBVA Securities Inc. Commerz Markets LLC Credit Agricole Securities (USA) Inc. |

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Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mizuho Securities USA LLC

MUFG Securities Americas Inc.

RBC Capital Markets, LLC

SG Americas Securities, LLC

SMBC Nikko Securities America, Inc.

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

| | |
|--------------------|--------------------------------------|
| Co-Managers | ANZ Securities, Inc. |
| | Standard Chartered Bank ³ |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Academy Securities Inc. |
| | Loop Capital Markets LLC |
| | Multi-Bank Securities, Inc. |
| | Samuel A. Ramirez & Company, Inc. |
| | Siebert Cisneros Shank & Co., L.L.C. |

Notes:

- 1 Plus accrued interest, if any, from May 2, 2019.
- 2 ICBC Standard Bank Plc is restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC Standard Bank Plc shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC Standard Bank Plc shall offer and sell the Securities constituting part of its allotment solely outside the United States.
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