

RAYTHEON CO/
Form DEFA14A
April 17, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

RAYTHEON COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

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- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

***** Exercise Your *Right to Vote* *****

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 31, 2018.

RAYTHEON COMPANY

RAYTHEON COMPANY
C/O AMERICAN STOCK TRANSFER
6201 15TH AVENUE
BROOKLYN, NY 11219

Meeting Information

Meeting Type:

Annual Meeting

For holders as of:

April 2, 2018

Date: May 31, 2018

Time: 11:00 a.m. Eastern Time

Location:

The Ritz-Carlton, Pentagon City
1250 South Hayes Street
Arlington, Virginia 22202

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet and instructions on how to vote. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

The Notice and Proxy Statement and Annual Report are available at www.raytheon.com/proxy

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send an e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page).

This e-mail address should NOT be used for any other requests. Instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 17, 2018 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, proof of stock ownership and valid government issued photo identification. Please check the meeting materials for any special requirements relating to meeting attendance and voting. Directions to the meeting can be found at www.raytheon.com/proxy. At the meeting, you will need to request a ballot to vote these shares.

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Voting Items

The **Board of Directors** recommends a vote **FOR** the listed nominees under Item 1.

Item 1 -

Nominees:

- 1a.
- 1b.
- 1c.
- 1d.
- 1e.
- 1f.
- 1g.
- 1h.
- 1i.
- 1j.
- 1k.
- 1l.

Election of Directors

- Tracy A. Atkinson
- Robert E. Beauchamp
- Adriane M. Brown
- Vernon E. Clark
- Stephen J. Hadley
- Thomas A. Kennedy
- Letitia A. Long
- George R. Oliver
- Dinesh C. Paliwal
- William R. Spivey
- James A. Winnefeld, Jr.
- Robert O. Work

COMPANY PROPOSALS: The **Board of Directors** recommends a vote **FOR** Items 2 and 3.

Item 2 -

Advisory vote to approve named executive officer compensation

Item 3 -

Ratification of Independent Auditors

SHAREHOLDER PROPOSAL: The **Board of Directors** recommends a vote **AGAINST** Item 4.

Item 4 -

Shareholder proposal to amend the proxy access by-law

