

RAYTHEON CO/  
Form 8-K  
May 31, 2016

**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 26, 2016**

**RAYTHEON COMPANY**

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

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

**870 Winter Street, Waltham, Massachusetts 02451**

**(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)

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- .. 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 26, 2016. 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, 2016.

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    | 227,757,232 | 2,451,273      | 1,179,573      | 31,927,233              |
| Robert E. Beauchamp  | 227,606,344 | 2,541,754      | 1,239,980      | 31,927,233              |
| James E. Cartwright  | 226,600,253 | 3,645,673      | 1,142,152      | 31,927,233              |
| Vernon E. Clark      | 227,722,571 | 2,529,877      | 1,135,630      | 31,927,233              |
| Stephen J. Hadley    | 228,031,875 | 2,125,308      | 1,230,895      | 31,927,233              |
| Thomas A. Kennedy    | 223,611,688 | 5,961,326      | 1,815,064      | 31,927,233              |
| Letitia A. Long      | 228,691,908 | 1,534,496      | 1,161,674      | 31,927,233              |
| George R. Oliver     | 227,583,225 | 2,515,509      | 1,289,344      | 31,927,233              |
| Michael C. Ruettgers | 225,178,353 | 4,997,195      | 1,212,530      | 31,927,233              |
| William R. Spivey    | 224,579,494 | 5,524,311      | 1,284,273      | 31,927,233              |

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

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 219,533,125 | 10,076,197     | 1,778,756      | 31,927,233              |

3. 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, 2016 as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 258,611,364 | 3,791,898      | 912,049        |

4. Raytheon's shareholders voted on a Company proposal to approve an amendment to the Company's By-Laws to designate Delaware as the exclusive forum for certain legal actions as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 140,477,206 | 89,487,816     | 1,423,056      | 31,927,233              |

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Raytheon's shareholders voted on a shareholder proposal regarding a share repurchase preference policy as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 5,160,422  | 223,538,067    | 2,689,589      | 31,927,233              |

6. Raytheon's shareholders voted on a shareholder proposal regarding a proxy access by-law as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 79,444,867 | 149,079,881    | 2,863,330      | 31,927,233              |

**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: May 31, 2016

By: /s/ Frank R. Jimenez  
Frank R. Jimenez

Vice President, General Counsel

and Secretary