

BOEING CO
Form FWP
February 14, 2017

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-202311

Issuer Free Writing Prospectus, dated February 14, 2017

The Boeing Company

\$300,000,000 2.125% Senior Notes due 2022

Summary of Final Terms

Dated February 14, 2017

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$300,000,000 |
| Trade Date | February 14, 2017 |
| Settlement Date (T+2) | February 16, 2017 |
| Maturity Date | March 1, 2022 |
| Treasury Benchmark | 1.875% due January 31, 2022 |
| Treasury Price / Yield | 99-19 / 1.961% |
| Spread to Treasury | +42 bps |
| Reoffer Yield | 2.381% |
| Price to Public ¹ | 98.790% |
| Gross Fee Spread | 0.350% |
| Coupon (Interest Rate) | 2.125% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2017 |
| Call Provision | MWC @ T + 10 bps at any time prior to February 1, 2022 (one month prior to maturity); par call at any time on or after February 1, 2022 |
| CUSIP / ISIN | 097023 BT1/US097023BT13 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. |

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Deutsche Bank Securities Inc.

SMBC Nikko Securities America, Inc.

Credit Agricole Securities (USA) Inc.

Santander Investment Securities Inc.

U.S. Bancorp Investments, Inc.

Barclays Capital Inc.

BBVA Securities Inc.

BNP Paribas Securities Corp.

Commerz Markets LLC

Goldman, Sachs & Co.

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Senior Co-Managers

| | |
|--------------------|--------------------------------------|
| | Mizuho Securities USA Inc. |
| | Morgan Stanley & Co. LLC |
| | MUFG Securities Americas Inc. |
| | RBC Capital Markets, LLC |
| | SG Americas Securities, LLC |
| | Wells Fargo Securities, LLC |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Standard Chartered Bank ³ |
| Junior Co-Managers | Blaylock Beal Van, LLC |
| | C.L. King & Associates, Inc. |
| | CastleOak Securities |
| | Great Pacific Securities |
| | Guzman & Company |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | Siebert Brandford Shank & Co., LLC |
| | The Williams Capital Group, L.P. |

Notes:

- ¹ Plus accrued interest, if any, from February 16, 2017.
- ² ICBC Standard Bank Plc may not underwrite, subscribe, agree to purchase or procure purchasers to purchase Notes that are offered or sold in the U.S. 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 or Joint Bookrunners in the U.S. ICBC Standard Bank Plc shall offer and sell Notes constituting part of its allotment solely outside the U.S.
- 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. at 1-800-831-9146, Deutsche Bank Securities Inc. at 1-800-503-4611 and

SMBC Nikko Securities America, Inc. at 1-888-868-6856.

\$300,000,000 2.800% Senior Notes due 2027

Summary of Final Terms

Dated February 14, 2017

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$300,000,000 |
| Trade Date | February 14, 2017 |
| Settlement Date (T+2) | February 16, 2017 |
| Maturity Date | March 1, 2027 |
| Treasury Benchmark | 2.250% due February 15, 2027 |
| Treasury Price / Yield | 98-02+ / 2.468% |
| Spread to Treasury | +60 bps |
| Reoffer Yield | 3.068% |
| Price to Public ¹ | 97.698% |
| Gross Fee Spread | 0.450% |
| Coupon (Interest Rate) | 2.800% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2017 |
| Call Provision | MWC @ T + 10 bps at any time prior to December 1, 2026 (three months prior to maturity); par call at any time on or after December 1, 2026 |
| CUSIP / ISIN | 097023 BU8/US097023BU85 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. Goldman, Sachs & Co. Mizuho Securities USA Inc. BNP Paribas Securities Corp. Merrill Lynch, Pierce, Fenner & Smith Incorporated |

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Senior Co-Managers

RBC Capital Markets, LLC

Barclays Capital Inc.

BBVA Securities Inc.

Commerz Markets LLC

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

ICBC Standard Bank Plc²

J.P. Morgan Securities LLC

Lloyds Securities Inc.

Morgan Stanley & Co. LLC

MUFG Securities Americas 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 |
| | Standard Chartered Bank ³ |
| Junior Co-Managers | Apto Partners, LLC |
| | Divine Capital Markets |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | MFR Securities, Inc. |
| | Penserra Securities LLC |
| | Samuel A. Ramirez & Company, Inc. |
| | Telsey Advisory Group LLC |
| | The Williams Capital Group, L.P. |
| | Tribal Capital Markets, LLC |

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- 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. at 1-800-831-9146, Goldman, Sachs & Co. at 1-866-471-2526 and Mizuho Securities USA Inc. at 1-866-603-5847.

\$300,000,000 3.650% Senior Notes due 2047

Summary of Final Terms

Dated February 14, 2017

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$300,000,000 |
| Trade Date | February 14, 2017 |
| Settlement Date (T+2) | February 16, 2017 |
| Maturity Date | March 1, 2047 |
| Treasury Benchmark | 2.875% due November 15, 2046 |
| Treasury Price / Yield | 96-11+ / 3.062% |
| Spread to Treasury | +85 bps |
| Reoffer Yield | 3.912% |
| Price to Public ¹ | 95.392% |
| Gross Fee Spread | 0.875% |
| Coupon (Interest Rate) | 3.650% |
| Interest Payment Dates | March 1 and September 1 |
| First Interest Payment Date | September 1, 2017 |
| Call Provision | MWC @ T + 15 bps at any time prior to September 1, 2046 (six months prior to maturity); par call at any time on or after September 1, 2046 |
| CUSIP / ISIN | 097023 BV6/US097023BV68 |
| Joint Book-Running Managers | Citigroup Global Markets Inc. J.P. Morgan Securities LLC Wells Fargo Securities, LLC Barclays Capital Inc. Morgan Stanley & Co. LLC MUFG Securities Americas Inc. |

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Senior Co-Managers

BBVA Securities Inc.

BNP Paribas Securities Corp.

Commerz Markets LLC

Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

ICBC Standard Bank Plc²

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mizuho Securities USA Inc.

RBC Capital Markets, LLC

| | |
|--------------------|--------------------------------------|
| | Santander Investment Securities Inc. |
| | SG Americas Securities, LLC |
| | SMBC Nikko Securities America, Inc. |
| | U.S. Bancorp Investments, Inc. |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Standard Chartered Bank ³ |
| Junior Co-Managers | Academy Securities, Inc. |
| | Drexel Hamilton, LLC |
| | Lebenthal & Co., LLC |
| | Loop Capital Markets LLC |
| | Mischler Financial Group, Inc. |
| | Multi-Bank Securities, Inc. |
| | The Williams Capital Group, L.P. |

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