

BOEING CO
Form FWP
October 29, 2018

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-219630

Issuer Free Writing Prospectus, dated October 29, 2018

The Boeing Company

Final Term Sheet

\$350,000,000 3.450% Senior Notes due 2028

Summary of Final Terms

Dated October 29, 2018

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$350,000,000 |
| Trade Date | October 29, 2018 |
| Settlement Date (T+2) | October 31, 2018 |
| Maturity Date | November 1, 2028 |
| Treasury Benchmark | 2.875% due August 15, 2028 |
| Treasury Price / Yield | 98-09+ / 3.077% |
| Spread to Treasury | +67 bps |
| Reoffer Yield | 3.747% |
| Price to Public ¹ | 97.541% |
| Gross Fee Spread | 0.450% |
| Coupon (Interest Rate) | 3.450% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | May 1, 2019 |
| Call Provision | MWC @ T+10 bps at any time prior to August 1, 2028 (three months prior to maturity); par call at any time on or after August 1, 2028 |
| CUSIP / ISIN | 097023CA1 / US097023CA13 |
| Joint Book-Running Managers | Morgan Stanley & Co. LLC Merrill Lynch, Pierce, Fenner & Smith |

Incorporated

Wells Fargo Securities, LLC

Mizuho Securities USA LLC

MUFG Securities Americas Inc.

SMBC Nikko Securities America, Inc.

Barclays Capital Inc.

BBVA Securities Inc.

BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Commerz Markets LLC

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

Senior Co-Managers

| | |
|--------------------|--------------------------------------|
| | Lloyds Securities Inc. |
| | RBC Capital Markets, LLC |
| | Santander Investment Securities Inc. |
| | SG Americas Securities, LLC |
| | SunTrust Robinson Humphrey, Inc. |
| | U.S. Bancorp Investments, Inc. |
| Co-Managers | ANZ Securities, Inc. |
| | BNY Mellon Capital Markets, LLC |
| | Standard Chartered Bank |
| | Westpac Capital Markets LLC |
| Junior Co-Managers | Academy Securities Inc. |
| | Apto Partners, LLC |
| | Loop Capital Markets LLC |
| | MFR Securities, Inc. |
| | Penserra Securities LLC |
| | R. Seelaus & Co., Inc. |
| | Telsey Advisory Group LLC |
| | The Williams Capital Group, L.P. |
| | Tribal Capital Markets, LLC |

Notes:

- 1 Plus accrued interest, if any, from October 31, 2018.
- 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 notes constituting part of its allotment solely outside the United States.

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

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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 Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.

\$350,000,000 3.850% Senior Notes due 2048

Summary of Final Terms

Dated October 29, 2018

| | |
|------------------------------|--|
| Issuer | The Boeing Company |
| Principal Amount | \$350,000,000 |
| Trade Date | October 29, 2018 |
| Settlement Date (T+2) | October 31, 2018 |
| Maturity Date | November 1, 2048 |
| Treasury Benchmark | 3.125% due May 15, 2048 |
| Treasury Price / Yield | 96-08 / 3.325% |
| Spread to Treasury | +92 bps |
| Reoffer Yield | 4.245% |
| Price to Public ¹ | 93.333% |
| Gross Fee Spread | 0.875% |
| Coupon (Interest Rate) | 3.850% |
| Interest Payment Dates | May 1 and November 1 |
| First Interest Payment Date | May 1, 2019 |
| Call Provision | MWC @ T+15 bps at any time prior to May 1, 2048 (six months prior to maturity); par call at any time on or after May 1, 2048 |
| CUSIP / ISIN | 097023CB9 / US097023CB95 |
| Joint Book-Running Managers | Morgan Stanley & Co. LLC Citigroup Global Markets Inc. J.P. Morgan Securities LLC Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Goldman Sachs & Co. LLC Barclays Capital Inc. BBVA Securities Inc. |
| Senior Co-Managers | |

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Commerz Markets LLC

Credit Agricole Securities (USA) Inc.

ICBC Standard Bank Plc²

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Mizuho Securities USA LLC

MUFG Securities Americas Inc.

RBC Capital Markets, LLC

Santander Investment Securities Inc.

SG Americas Securities, LLC

Co-Managers

SMBC Nikko Securities America, Inc.

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

ANZ Securities, Inc.

BNY Mellon Capital Markets, LLC

Standard Chartered Bank

Junior Co-Managers

Westpac Capital Markets LLC

Academy Securities Inc.

Loop Capital Markets LLC

Drexel Hamilton, LLC

Mischler Financial Group, Inc.

Multi-Bank Securities, Inc.

Penserra Securities LLC

Samuel A. Ramirez & Company, Inc.

Telsey Advisory Group LLC

The Williams Capital Group, L.P.

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