

RAYTHEON CO/  
Form DEFA14A  
May 17, 2016

**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  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):

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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:

(5) Total fee paid:

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:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**YOUR VOTE IS IMPORTANT**

**PLEASE VOTE YOUR PROXY TODAY**

May 17, 2016

Dear Fellow Shareholder:

According to our latest records, we have not received your voting instructions for the annual meeting of Raytheon Company to be held on Thursday, May 26, 2016. You should have already received notice of the meeting and a copy of the Company's 2016 Proxy Statement and 2015 Annual Report. You would have received these materials either in hard copy or via a link in the e-mail sent to you if you have electronic delivery. Your vote is important, no matter how many shares you hold.

For the reasons set forth in the Proxy Statement, dated April 27, 2016, the Board of Directors unanimously recommends that you vote **FOR** the Election of all Directors (Item 1), **FOR** the Advisory Vote to Approve Named Executive Officer Compensation (Item 2), **FOR** the Ratification of the Independent Auditors (Item 3), and **FOR** the Amendment to the Company's By-Laws to Designate Delaware as the Exclusive Forum for Certain Legal Actions (Item 4). The Board of Directors unanimously recommends that you vote **AGAINST** the Shareholder Proposal Regarding a Share Repurchase Preference Policy (Item 5), and **AGAINST** the Shareholder Proposal Regarding a Proxy Access By-Law (Item 6).

**If you have not yet voted, please sign, date and return the enclosed proxy card or voting instruction form as soon as possible. Alternatively, you can vote via the Internet or telephone (see the instructions on back).**

On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,

Frank R. Jimenez

Vice President, General Counsel

and Secretary

**3 EASY WAYS TO VOTE**

Help your Company avoid the expense of further solicitation by voting today. You may use one of the following simple methods to vote your shares:

1. **Vote by Telephone.** Call the toll-free number listed for this purpose on the enclosed proxy card or voting instruction form. Have your control number listed on the form ready and follow the simple instructions.
2. **Vote by Internet.** Go to the website listed on the enclosed proxy card or voting instruction form. Have your control number listed on the form ready and follow the simple instructions.
3. **Vote by Mail.** Mark, sign, date and return the enclosed proxy card or voting instruction form in the postage-paid return envelope provided.

**PLEASE ACT TODAY TO VOTE YOUR SHARES**