

RAYTHEON CO/  
Form 8-K  
September 27, 2010

**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): September 23, 2010**

**RAYTHEON COMPANY**

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

**Delaware**  
**(State of Incorporation)**

**1-13699**  
**(Commission**

**File Number)**

**95-1778500**  
**(IRS Employer**

**Identification Number)**

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**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)
- .. 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 23, 2010, the Board of Directors of Raytheon Company approved an amendment to Section 2.7 of the Company's By-Laws to provide explicitly that any stockholder exercising rights under rule 14a-8 or Rule 14a-11 under the Securities Exchange Act of 1934, as amended, shall comply with all requirements of such Rule, including by way of illustration requirements for timely notice, notwithstanding any different or inconsistent provisions in Section 2.7.

A copy of Raytheon's By-Laws, as amended, is filed as Exhibit 3.1 hereto and this description is qualified in its entirety by reference to the full text of the By-Laws, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit 3.1 Raytheon Company By-Laws, as amended as of September 23, 2010

**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: September 27, 2010

By: */s/* JAY B. STEPHENS  
**Jay B. Stephens**  
Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Raytheon Company By-Laws, as amended as of September 23, 2010