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RAYTHEON CO/
Form 10-O
October 25, 2018
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES \circ EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-13699

RAYTHEON COMPANY

(Exact name of Registrant as Specified in its Charter)

Delaware

95-1778500

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

870 Winter Street, Waltham, Massachusetts 02451

(Address of Principal Executive Offices) (Zip Code)

(781) 522-3000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes \(\sqrt{N}\) No " Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ý No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý Accelerated filer

Non-accelerated filer o Smaller reporting company o

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No \acute{y}

Number of shares of common stock outstanding as of October 22, 2018 was 284,577,000.

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Cautionary Note Regarding Forward-Looking Statements

This Form 10-Q contains forward-looking statements within the meaning of federal securities laws, including information regarding our financial outlook, future plans, objectives, business prospects, trends and anticipated financial performance, including with respect to: our revenue; our liquidity and capital resources; our capital expenditures; our bookings and backlog; our expected tax payments; our pension expense and funding; the impact of new accounting pronouncements; our unrecognized tax benefits; our expectations regarding customer contracts; our international sales, including our ability to do business in the Kingdom of Saudi Arabia (KSA) and delays in the Congressional Notification process for direct commercial sales contracts for precision guided munitions to certain Middle Eastern customers; our recognition of revenue on certain performance obligations; the effect of the Tax Cuts and Jobs Act of 2017 (2017 Act), including on our one-time transition tax on foreign earnings; our reclassifications of gains or losses on cash flow hedges; the impact and outcome of audits, legal and administrative proceedings, claims, investigations and commitments and contingencies; the impact of certain regional developments; and the impact of changes in foreign currency rates. You can identify these statements by the fact that they include words such as "will," "believe," "anticipate," "expect," "estimate," "intend," "plan," or variations of these words, or similar expressions. These forward-looking statements are not statements of historical facts and represent only our current expectations regarding such matters. These statements inherently involve a wide range of known and unknown uncertainties. Our actual actions and results could differ materially from what is expressed or implied by these statements. Specific factors that could cause such a difference include, but are not limited to, those set forth under Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017, and other important factors disclosed previously and from time to time in our other filings with the Securities and Exchange Commission (SEC). Given these factors, as well as other variables that may affect our operating results, you should not rely on forward-looking statements, assume that past financial performance will be a reliable indicator of future performance, or use historical trends to anticipate results or trends in future periods. We expressly disclaim any obligation or intention to provide updates to the forward-looking statements and the estimates and assumptions associated with them, except as required by law.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

RAYTHEON COMPANY CONSOLIDATED BALANCE SHEETS (UNAUDITED)

CONSOCIDATED DALANCE STILL TO (GNASDITED)		
(In millions, except per share amounts)	Sep 30, 2018	Dec 31, 2017
Assets		
Current assets		
Cash and cash equivalents	\$2,073	\$3,103
Short-term investments	_	297
Receivables, net	1,527	1,324
Contract assets	5,715	5,247
Inventories	804	594
Prepaid expenses and other current assets	516	761
Total current assets	10,635	11,326
Property, plant and equipment, net	2,639	2,439
Goodwill	14,865	14,871
Other assets, net	1,995	2,224
Total assets	\$30,134	\$30,860
Liabilities, Redeemable Noncontrolling Interest and Equity		
Current liabilities	4.000	4.200
Commercial paper	\$300	\$300
Contract liabilities	2,931	2,927
Accounts payable	1,392	1,519
Accrued employee compensation	1,252	1,342
Other current liabilities	1,281	1,260
Total current liabilities	7,156	7,348
Accrued retiree benefits and other long-term liabilities	6,355	8,287
Long-term debt	4,753	4,750
Commitments and contingencies (Note 10)		
Redeemable noncontrolling interest (Note 11)	560	512
Equity		
Raytheon Company stockholders' equity		
Common stock, par value, \$0.01 per share, 1,450 shares authorized, 285 and 288 shares	_	
outstanding at September 30, 2018 and December 31, 2017, respectively	3	3
Additional paid-in capital		_
Accumulated other comprehensive loss	(8,413)	(7,935)
Retained earnings	19,720	17,895
Total Raytheon Company stockholders' equity	11,310	9,963
Noncontrolling interests in subsidiaries		
Total equity	11,310	9,963
Total liabilities, redeemable noncontrolling interest and equity	\$30,134	\$30,860
Total nations, reacondate noncontrolling interest and equity	Ψυυ,1υτ	Ψ 50,000

The accompanying notes are an integral part of the unaudited consolidated financial statements.

RAYTHEON COMPANY CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

		Three Months Ended		Nine Months Ended	
(In millions, except per share amounts)	Sep 30,	Oct 1, 2017	Sep 30,	Oct 1, 2017	
Net sales	2018	.,	2018	.,	
Products	\$5,656	\$5,305	\$16,417	\$15,656	
Services	1,150	979	3,281	2,909	
Total net sales	6,806	6,284	19,698	18,565	
Operating expenses	0,000	0,204	17,070	10,505	
Cost of sales—products	3,970	3,683	11,610	11,066	
Cost of sales—products Cost of sales—services	901	785	2,570	2,289	
General and administrative expenses	752	688	2,194	2,079	
Total operating expenses	5,623	5,156	16,374	15,434	
Operating income	1,183	1,128	3,324	3,131	
Non-operating (income) expense, net	1,100	1,120	0,021	3,131	
Retirement benefits non-service expense	516	270	993	683	
Interest expense	45	48	138	157	
Interest income				(14)	
Other (income) expense, net	,			26	
Total non-operating (income) expense, net	547	312	1,104	852	
Income from continuing operations before taxes	636	816	2,220	2,279	
Federal and foreign income taxes		248	165	667	
Income from continuing operations	641	568	2,055	1,612	
Income (loss) from discontinued operations, net of tax	_	(1)	_	2	
Net income	641	567	2,055	1,614	
Less: Net income (loss) attributable to noncontrolling interests in	(2)	(5			
subsidiaries	(3)	(5)	(22)	(17)	
Net income attributable to Raytheon Company	\$644	\$572	\$2,077	\$1,631	
Periodominos parabara ettributable to Poutheau Company commun					
Basic earnings per share attributable to Raytheon Company common stockholders:					
Income from continuing operations	\$2.25	\$1.97	\$7.24	\$5.59	
Income (loss) from discontinued operations, net of tax	_	_	_	0.01	
Net income	2.25	1.97	7.23	5.60	
Diluted earnings per share attributable to Raytheon Company common					
stockholders:					
Income from continuing operations	\$2.25	\$1.97	\$7.23	\$5.59	
Income (loss) from discontinued operations, net of tax	_		_	0.01	
Net income	2.25	1.97	7.23	5.60	
Amounts attributable to Raytheon Company common stockholders:					
Income from continuing operations	\$644	\$573	\$2,077	\$1,629	
Income (loss) from discontinued operations, net of tax	_	(1)	_	2	
Net income	\$644	\$572	\$2,077	\$1,631	
Dividends declared per share	\$0.8675	\$0.7975	\$2.6025	\$2.3925	
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The accompanying notes are an integral part of the unaudited consolidated financial statements.

RAYTHEON COMPANY CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	Three Mo	on	ths		Nine Mo	nth	ıs Ende	d
(In millions)	Sep 30, 2018		Oct 1, 2017		Sep 30, 2018		Oct 1, 2017	
Net income	\$641		\$567		\$2,055	,	\$1,61	4
Other comprehensive income (loss), before tax:								
Pension and other postretirement benefit plans, net:								
Actuarial loss arising during period	(47)	(497)	(47)	(497)
Amortization of prior service cost included in net income	1		1		4		3	
Amortization of net actuarial loss included in net income	328		327		1,021		890	
Loss due to settlements	288				288		_	
Pension and other postretirement benefit plans, net	570		(169)	1,266		396	
Foreign exchange translation	_		27		(19)	71	
Cash flow hedges	_		3		(10)	11	
Unrealized gains (losses) on investments and other, net	_		—		_		_	
Other comprehensive income (loss), before tax	570		(139)	1,237		478	
Income tax benefit (expense) related to items of other comprehensive income (loss)	(120)	58		(264)	(142)
Other comprehensive income (loss), net of tax	450		(81)	973		336	
Reclassification of stranded tax effects	_				(1,451)	_	
Total comprehensive income (loss)	1,091		486		1,577		1,950	
Less: Comprehensive income (loss) attributable to noncontrolling interests in	(3	`	(5	`	(22	`	(17	`
subsidiaries	(3	,	(3	,	(22	,	(1)	,
Comprehensive income attributable to Raytheon Company	\$1,094		\$491		\$1,599)	\$1,96	7

The accompanying notes are an integral part of the unaudited consolidated financial statements.

RAYTHEON COMPANY CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)

(In millions)		ommo	Additi paid-i capita	n	Accumulate at the comprehensincome (loss)		Retained earnings		Total Raytheon Company stockholder equity	's'	Noncontrol interests in subsidiarie	Total equity	
Balance at December 31, 2017	\$	3	\$ -	_	\$ (7,935)	\$17,895		\$9,963		\$ -	\$9,963	
Net income (loss)							2,077		2,077		_	2,077	
Other comprehensive income (loss), net of tax					973				973			973	
Reclassification of stranded tax effects					(1,451)	1,451		_			_	
Adjustment of redeemable noncontrolling interest to redemption value							(70)	(70)		(70)
Dividends declared			2				(747)	(745)		(745)
Common stock plans activity			128						128			128	
Share repurchases			(130))			(886)	(1,016)		(1,016)
Balance at September 30, 2018	\$	3	\$ -	_	\$ (8,413)	\$19,720		\$11,310		\$ -	-\$11,310)
Balance at December 31, 2016 Net income (loss) Other comprehensive income (loss), net of tax	\$	3	\$ -	_	\$ (7,411 336)	\$17,565 1,631		\$ 10,157 1,631 336		\$ 	-\$10,15° 1,631 336	7
Adjustment of redeemable noncontrolling interest to redemption value							90		90			90	
Dividends declared			2				(697)	(695)		(695)
Common stock plans activity			122						122			122	
Share repurchases			(124))			(660)	(784)		(784)
Balance at October 1, 2017 (1) Excludes redeemable noncontrolling interest which is not consider	\$ red	3 equity			\$ (7,075 te 11: Forcep				\$ 10,857 for addition	al i		-\$ 10,85′	7

The accompanying notes are an integral part of the unaudited consolidated financial statements.

RAYTHEON COMPANY CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)				
	Nine Mo			
(In millions)	Sep 30, 2018		Oct 1, 2017	
Cash flows from operating activities		_		
Net income	\$2,055	;	\$1,614	1
(Income) loss from discontinued operations, net of tax	_		2)
Income from continuing operations	2,055		1,612	,
Adjustments to reconcile to net cash provided by (used in) operating activities from continuing	_,		.,	
operations, net of the effect of acquisitions and divestitures				
Depreciation and amortization	417	4	401	
Stock-based compensation	137		127	
Loss on repayment of long-term debt	_		39	
Deferred income taxes	(16)
Changes in assets and liabilities	(10	, (137	,
Receivables, net	(205) (226)
Contract assets and contract liabilities)
Inventories) (-)
Prepaid expenses and other current assets	72		148	,
Income taxes receivable/payable	194		66	
Accounts payable			191	`
Accounts payable Accrued employee compensation	`) ()
Other current liabilities) 3)
Accrued retiree benefits Other not	•		452	`
Other, net Not each provided by (yeard in) energing activities from continuing energicing) ()
Net cash provided by (used in) operating activities from continuing operations	995		1,123	`
Net cash provided by (used in) operating activities from discontinued operations	1		•)
Net cash provided by (used in) operating activities	996	1	1,122	
Cash flows from investing activities	(546		222	`
Additions to property, plant and equipment	(546		(323)
Proceeds from sales of property, plant and equipment			31	,
Additions to capitalized internal use software	(42) ()
Purchases of short-term investments	_)
Maturities of short-term investments	309		517	
Payments for purchases of acquired companies, net of cash received	_	(93)
Proceeds from sale of business, net of transaction costs	11		_	
Other	(9) ()
Net cash provided by (used in) investing activities	(277) (318)
Cash flows from financing activities				
Dividends paid	(728		679)
Net borrowings (payments) on commercial paper	_		300	
Repayments of long-term debt	_		591)
Loss on repayment of long-term debt	_		[38)
Repurchases of common stock under share repurchase programs	(925		700)
Repurchases of common stock to satisfy tax withholding obligations	(91) ()
Contribution from noncontrolling interest in Forcepoint	_	8	}	
Other	(5) -	_	
Net cash provided by (used in) financing activities	(1,749) (1,784)

Net increase (decrease) in cash, cash equivalents and restricted cash
Cash, cash equivalents and restricted cash at beginning of the year
Cash, cash equivalents and restricted cash at end of period

(1,030) (980) 3,115 3,303 \$2,085 \$2,323

The accompanying notes are an integral part of the unaudited consolidated financial statements.

RAYTHEON COMPANY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1: Basis of Presentation

We prepared the accompanying unaudited consolidated financial statements of Raytheon Company and all wholly-owned, majority-owned or otherwise controlled subsidiaries on the same basis as our annual audited financial statements. We condensed or omitted certain information and footnote disclosures normally included in our annual audited financial statements, which we prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Our quarterly financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2017. As used in this report, the terms "we," "us," "our," "Raytheon" and the "Company" mean Raytheon Company and its subsidiaries, unless the context indicates another meaning.

In the opinion of management, our financial statements reflect all adjustments, which are of a normal recurring nature, necessary for presentation of financial statements for interim periods in accordance with U.S. GAAP and with the instructions to Form 10-Q in Article 10 of Securities and Exchange Commission (SEC) Regulation S-X. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates, and any such differences may be material to our financial statements. In addition, we reclassified certain amounts to conform to our current period presentation. See "Note 2: Accounting Standards" for additional information on reclassifications.

Note 2: Accounting Standards

In February 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which allows companies to reclassify stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 (2017 Act), from accumulated other comprehensive income to retained earnings. These stranded tax effects refer to the tax amounts included in accumulated other comprehensive income at the previous 35% U.S. statutory tax rate, for which the related deferred tax asset or liability was remeasured to the new 21% U.S. corporate statutory federal tax rate in the period of the 2017 Act enactment. The new standard is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, and can be applied either in the period of adoption or retrospectively to each period impacted by the 2017 Act. We elected to early adopt the new standard in the first quarter of 2018 and we elected to reclassify the stranded income tax effects of the 2017 Act from accumulated other comprehensive income to retained earnings in the period of adoption. This resulted in an increase to accumulated other comprehensive loss (AOCL) of \$1,451 million and an increase in retained earnings of \$1,451 million in the first quarter of 2018, almost all of which related to our pension and other postretirement benefit (PRB) plans, net. The standard did not have an impact on our results of operations or liquidity. Income tax effects remaining in accumulated other comprehensive income will be released into earnings as the related before tax amounts are reclassified to earnings.

In March 2017, the FASB issued ASU 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, which changed certain presentation and disclosure requirements for employers that sponsor defined benefit pension and PRB plans. The new standard required the service cost component of the net benefit cost to be in the same line item as other compensation in operating income and the other components of net benefit cost to be presented outside of operating income on a retrospective basis. The new standard was effective for fiscal years beginning after December 15, 2017. We adopted the requirements of the new standard in the first quarter of 2018 on a retrospective basis for the presentation of only the service cost component in operating expenses, and the reclassification of the other components of the net benefit cost to retirement benefits non-service expense within non-operating (income) expense, net. The impact to our fiscal

quarters and year-ended 2017 and year-ended 2016 financial results was as follows:

	Three Mo	nths Ende	Twelve M Ended	onths		
(In millions)	Dec 31, 2017	Oct 1, 2017	Jul 2, 2017	Apr 2, 2017	Dec 31, 2017	Dec 31, 2016
Cost of sales	\$(186)	\$(222)	\$(164)	\$(164)	\$(736)	\$(458)
General and administrative expenses	(44)	(48)	(42)	(43)	(177)	(143)
Total operating expenses	(230)	(270)	(206)	(207)	(913)	(601)
Operating income	230	270	206	207	913	601
Total non-operating (income) expense, net	230	270	206	207	913	601
Income from continuing operations		_		_		_
Net income	\$	\$	\$ —	\$ —	\$ —	\$ —

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The remaining provisions of ASU 2017-07 did not have a material impact on our financial position, results of operations or liquidity.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which requires lessees to recognize a right-of-use asset and lease liability for most lease arrangements. The new standard is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. In July 2018, the FASB issued ASU 2018-11, *Leases (Topic 842): Targeted Improvements*, which allows for an additional transition method under the modified retrospective approach for the adoption of Topic 842. The two permitted transition methods are now: (1) to apply the new lease requirements at the beginning of the earliest period presented, and (2) to apply the new lease requirements at the effective date. Under both transition methods there is a cumulative effect adjustment. We intend to adopt the standard on the effective date of January 1, 2019 by applying the new lease requirements at the beginning of the earliest period presented. We also intend to elect the package of practical expedients permitted under the transition guidance within the new standard, which, among other things, allows us to carry forward the historical lease classification. We are currently evaluating the potential changes from this ASU to our future financial reporting and disclosures and designing and implementing related processes and controls. We expect the standard to have an impact of approximately \$1 billion on our assets and liabilities for the addition of right-of-use assets and lease liabilities, but we do not expect it to have a material impact on our results of operations or liquidity.

Other new pronouncements issued but not effective until after September 30, 2018 are not expected to have a material impact on our financial position, results of operations or liquidity.

Note 3: Changes in Estimates under Percentage of Completion Contract Accounting

We have a companywide standard and disciplined quarterly Estimate at Completion (EAC) process in which management reviews the progress and execution of our performance obligations. As part of this process, management reviews information including, but not limited to, any outstanding key contract matters, progress towards completion and the related program schedule, identified risks and opportunities and the related changes in estimates of revenues and costs. The risks and opportunities include management's judgment about the ability and cost to achieve the schedule (e.g., the number and type of milestone events), technical requirements (e.g., a newly-developed product versus a mature product) and other contract requirements. Management must make assumptions and estimates regarding labor productivity and availability, the complexity of the work to be performed, the availability of materials, the length of time to complete the performance obligation (e.g., to estimate increases in wages and prices for materials and related support cost allocations), execution by our subcontractors, the availability and timing of funding from our customer, and overhead cost rates, among other variables. These estimates also include the estimated cost of satisfying our industrial cooperation agreements, sometimes in the form of either offset obligations or in-country industrial participation (ICIP) agreements, required under certain contracts. These obligations may or may not be distinct depending on their nature.

Based on this analysis, any quarterly adjustments to net sales, cost of sales and the related impact to operating income are recognized as necessary in the period they become known. These adjustments may result from positive program performance, and may result in an increase in operating income during the performance of individual performance obligations, if we determine we will be successful in mitigating risks surrounding the technical, schedule and cost aspects of those performance obligations or realizing related opportunities. Likewise, these adjustments may result in a decrease in operating income if we determine we will not be successful in mitigating these risks or realizing related opportunities. Changes in estimates of net sales, cost of sales and the related impact to operating income are recognized quarterly on a cumulative catch-up basis, which recognizes in the current period the cumulative effect of the changes on current and prior periods based on a performance obligation's percentage of completion. A significant change in one or more of these estimates could affect the profitability of one or more of our performance obligations. When estimates of total costs to be incurred exceed total estimates of revenue to be earned on a performance obligation related to complex aerospace or defense equipment or related services, or product maintenance or

separately priced extended warranty, a provision for the entire loss on the performance obligation is recognized in the period the loss is recorded.

Net EAC adjustments had the following impact on our operating results:

J		1		Three N Ended	Nonths	Nine Mo Ended	onths
(In millions, except per share amounts)				Sep 30 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017
Operating income				\$124	\$149	\$368	\$315
Income from continuing operation	ons attributable to R	Raytheon (Company	98	97	291	205
Diluted earnings per share (EPS) Company	from continuing o	perations	attributable to Raytheon	\$0.34	\$0.33	\$1.01	\$0.70

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In addition, net revenue recognized from our performance obligations satisfied in previous periods was \$175 million and \$184 million in the third quarters of 2018 and 2017, respectively, and \$475 million and \$398 million in the first nine months of 2018 and 2017, respectively. This primarily relates to EAC adjustments that impacted revenue.

Note 4: Earnings Per Share (EPS)

We compute basic and diluted EPS using actual income from continuing operations attributable to Raytheon Company common stockholders, income (loss) from discontinued operations attributable to Raytheon Company common stockholders and net income attributable to Raytheon Company, and our actual weighted-average shares outstanding rather than the numbers presented within our unaudited consolidated financial statements, which are rounded to the nearest million. As a result, it may not be possible to recalculate EPS as presented in our unaudited consolidated financial statements. Furthermore, it may not be possible to recalculate EPS attributable to Raytheon Company common stockholders by adjusting EPS from continuing operations by EPS from discontinued operations.

We include all unvested stock awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, in the number of shares outstanding in our basic EPS calculation as they are considered participating securities. As a result, we have included all of our outstanding unvested awards of restricted stock, as well as restricted stock units (RSUs) and Long-term Performance Plan (LTPP) awards that meet the retirement eligible criteria in our calculation of basic EPS. We disclose EPS for common stock and unvested stock-based payment awards, and separately disclose distributed and undistributed earnings. Distributed earnings represent common stock dividends and dividends earned on unvested awards of restricted stock and stock-based payment awards of retirement eligible employees. Undistributed earnings represent earnings that were available for distribution but were not distributed. Common stock and unvested stock-based payment awards earn dividends equally.

As described in "Note 11: Forcepoint Joint Venture," we record redeemable noncontrolling interest related to Vista Equity Partners' interest in Forcepoint. We reflect the redemption value adjustments for redeemable noncontrolling interest in both the basic and diluted EPS calculation for the portion of redemption value that is in excess of the fair value of noncontrolling interest. As a result, both basic and diluted EPS were increased by \$0.01 in the first nine months of 2017. There was no impact to basic or diluted shares in the third quarter or first nine months of 2018 or third quarter of 2017 related to the redemption value adjustments.

EPS from continuing operations attributable to Raytheon Company common stockholders and unvested stock-based payment awards was as follows:

	Three M Ended Sep 30, 2018		Nine Mo Ended Sep 30, 2018	
Basic EPS attributable to Raytheon Company common stockholders:	20.0	2017	20.0	2017
Distributed earnings	\$0.87	\$0.79	\$2.60	\$2.39
Undistributed earnings	1.38	1.18	4.64	3.20
Total	\$2.25	\$1.97	\$7.24	\$5.59
Diluted EPS attributable to Raytheon Company common stockholders:				
Distributed earnings	\$0.87	\$0.80	\$2.60	\$2.39
Undistributed earnings	1.38	1.17	4.63	3.20
Total	\$2.25	\$1.97	\$7.23	\$5.59

Income attributable to participating securities was as follows:

Three Nine Months Months Ended Ended

(In millions)

	Sep 600t,t 1, Sep 360,ct 1,
	2018 2017 2018 2017
Income from continuing operations attributable to participating securities	\$6 \$ 6 \$21 \$20
Income (loss) from discontinued operations, net of tax attributable to participating securities	— — — —
Net income attributable to participating securities	\$6 \$ 6 \$21 \$20

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The weighted-average shares outstanding for basic and diluted EPS were as follows:

Note 5: Inventories

Inventories consisted of the following:

(In millions)	Sep 30,	Dec 31,
(III IIIIIIOII3)	2018	2017
Materials and purchased parts	\$77	\$ 69
Work in process	707	504
Finished goods	20	21
Total	\$804	\$ 594

Precontract costs are costs incurred to fulfill a contract prior to contract award. Precontract costs, including general and administrative expenses that are specifically chargeable to the customer, are deferred in inventories if we determine that the costs are probable of recovery under a specific anticipated contract. All other precontract costs, including start-up costs, are expensed as incurred. Costs that are deferred are recognized as contract costs upon the receipt of the anticipated contract. We included deferred precontract costs of \$157 million and \$101 million in inventories as work in process at September 30, 2018 and December 31, 2017, respectively.

Note 6: Contract Assets and Contract Liabilities

Our contract assets consist of unbilled amounts typically resulting from sales under long-term contracts when the cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer. Our contract liabilities consist of advance payments and billings in excess of costs incurred and deferred revenue. The noncurrent portion of deferred revenue is included in accrued retiree benefits and other long-term liabilities in our consolidated balance sheets.

Net contract assets (liabilities) consisted of the following:

(In millions, except percentages)	Sep 30,	Dec 31,	\$	%
(III IIIIIIIIIIII), except percentages)	2018	2017	Change	Change
Contract assets	\$5,715	\$5,247	\$468	9 %
Contract liabilities—current	(2,931)	(2,927)	(4)	— %
Contract liabilities—noncurren	t(134)	(127)	(7)	(6)%
Net contract assets (liabilities)	\$2,650	\$2,193	\$457	21 %

The \$457 million increase in our net contract assets (liabilities) from December 31, 2017 to September 30, 2018 was primarily due to a \$468 million increase in our contract assets, principally due to the timing of pending approvals on direct commercial sales contracts for precision guided munitions to certain Middle Eastern customers. For direct commercial sales contracts for which we are required to obtain regulatory approvals, we recognize revenue based on the likelihood of obtaining such approvals. At September 30, 2018, we had approximately \$2.3 billion of total contract value, recognized approximately \$800 million of sales for work performed to date and received approximately \$800 million in advances on contracts for precision guided munitions to certain Middle Eastern customers for which U.S.

Includes 2.8 million and 3.2 million participating securities in the third quarters of 2018 and 2017, respectively, and 3.0 million and 3.5 million participating securities in the first nine months of 2018 and 2017, respectively.

government approval is pending.

In the third quarter and first nine months of 2018, we recognized revenue of \$250 million and \$1,213 million, respectively, related to our contract liabilities at January 1, 2018. In the third quarter and first nine months of 2017, we recognized revenue of \$247 million and \$1,199 million, respectively, related to our contract liabilities at January 1, 2017.

Impairment losses recognized on our receivables and contract assets were de minimis in the third quarters and first nine months of 2018 and 2017.

Note 7: Deferred Commissions

Our incremental direct costs of obtaining a contract, which consist of sales commissions primarily for our security software sales at Forcepoint, are deferred and amortized over the period of contract performance or a longer period, generally the estimated life of the customer relationship, if renewals are expected and the renewal commission is not commensurate with the initial commission. We classify deferred commissions as current or noncurrent based on the timing of when we expect to recognize the expense. The current and noncurrent portions of deferred commissions are included in prepaid expenses and other current assets, and other assets, net, respectively, in our consolidated balance sheets. At September 30, 2018 and December 31, 2017, we had deferred commissions of \$46 million and \$37 million, respectively. Amortization expense related to deferred commissions was \$14 million and \$7 million in the third quarters of 2018 and 2017, respectively, and \$29 million and \$17 million in the first nine months of 2018 and 2017, respectively.

Note 8: Acquisitions, Divestitures and Goodwill

In pursuing our business strategies, we acquire and make investments in certain businesses that meet strategic and financial criteria, and divest of certain non-core businesses, investments and assets when appropriate. We did not make any acquisitions in the first nine months of 2018.

In May 2018, we completed the sale of our commercial cloud-based call center analytics solutions business for \$11 million in cash, net of transaction-related costs. This business was part of our Space and Airborne Systems (SAS) segment. The Company recognized a gain of \$8 million before tax, \$5 million net of tax, which was recorded as a reduction to cost of sales at our SAS segment in the second quarter of 2018.

A rollforward of goodwill by segment was as follows:

(In millions)	Integrated Defense Systems	Intelligence, Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint ⁽¹⁾	Total	
Balance at December 31, 2017	\$1,706	\$ 2,967	\$4,154	\$4,106	\$ 1,938	\$14,871	
Acquisitions and divestitures	_	_		(3)	_	(3)	
Effect of foreign exchange rates and other	(2)	(1)		_	_	(3)	
Balance at September 30, 2018	\$1,704	\$ 2,966	\$4,154	\$4,103	\$ 1,938	\$14,865	

⁽¹⁾ At September 30, 2018, Forcepoint's fair value was estimated to exceed its net book value by approximately\$1.7 billion. As discussed in "Note 11: Forcepoint Joint Venture," we are required to determine Forcepoint's fair value on a quarterly basis due to the accounting related to the redeemable noncontrolling interest.

Note 9: Derivatives and Other Financial Instruments

Derivatives—Our primary market exposures are to foreign exchange rates and interest rates, and we use certain derivative financial instruments to help manage these exposures. We execute these instruments with financial institutions that we judge to be credit-worthy. The majority of our foreign currency forward contracts are denominated in currencies of major industrial countries. We do not hold or issue derivative financial instruments for trading or speculative purposes.

We use foreign currency forward contracts to fix the functional currency value of specific commitments, payments and receipts denominated in foreign currencies. The aggregate notional amount of our outstanding foreign currency forward contracts was \$1,936 million and \$1,354 million at September 30, 2018 and December 31, 2017, respectively. The net notional exposure of these contracts was \$1,007 million and \$525 million at September 30, 2018 and December 31, 2017, respectively.

The fair value of asset derivatives included in other assets, net and liability derivatives included in other current liabilities in our consolidated balance sheets related to foreign currency forward contracts were \$19 million and \$18 million, respectively, at September 30, 2018, and \$28 million and \$17 million, respectively, at December 31, 2017.

The fair value of these derivatives is Level 2 in the fair value hierarchy because they are determined based on a market approach utilizing externally quoted forward rates for similar contracts.

Our foreign currency forward contracts contain offset or netting provisions to mitigate credit risk in the event of counterparty default, including payment default and cross default. At September 30, 2018 and December 31, 2017, the fair value of our counterparty default exposure was less than \$1 million and was spread across numerous highly rated counterparties.

There were no interest rate swaps outstanding at September 30, 2018 or December 31, 2017.

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Other Financial Instruments—We invest in marketable securities in accordance with our short-term investment policy and cash management strategy. These marketable securities are classified as available-for-sale and are recorded at fair value as short-term investments in our consolidated balance sheets. These investments are deemed Level 2 assets under the fair value hierarchy as their fair value is determined under a market approach using valuation models that utilize observable inputs, including maturity date, issue date, settlement date and current rates. At September 30, 2018, we had no short-term investments as all short-term investments outstanding at December 31, 2017 matured in the first quarter of 2018. At December 31, 2017, we had short-term investments of \$297 million consisting of highly rated bank certificates of deposit with a minimum long-term debt rating of A or A2 and a minimum short-term debt rating of A-1 or P-1. The amortized cost of these securities closely approximated their fair value. In the third quarter and first nine months of 2017, we recorded unrealized losses on short-term investments of less than \$1 million, net of tax, in AOCL. We did not have any sales of short-term investments in the third quarters or first nine months of 2018 or 2017.

We did not have any transfers of assets or liabilities between levels of the fair value hierarchy during the first nine months of 2018.

In addition to the financial instruments discussed above, we hold other financial instruments, including cash and cash equivalents, notes receivable, commercial paper and long-term debt. The carrying amounts for cash and cash equivalents, notes receivable and commercial paper approximated their fair values. The carrying value of long-term debt was recorded at amortized cost. The estimated fair value of long-term debt was determined based on quoted prices in inactive markets, which falls within Level 2 of the fair value hierarchy. The carrying value and estimated fair value of long-term debt were as follows:

(In millions) Sep 30, 2018 2017

Carrying value of long-term debt \$4,753 \$4,750

Fair value of long-term debt 5,035 5,293

At September 30, 2018, short-term commercial paper borrowings outstanding were \$300 million, which had a weighted-average interest rate and original maturity period of 2.301% and 8 days, respectively. At December 31, 2017, short-term commercial paper borrowings outstanding were \$300 million, which had a weighted-average interest rate and original maturity period of 1.583% and 20 days, respectively. The commercial paper notes outstanding have original maturities of not more than 90 days from the date of issuance.

In the second quarter of 2017, we exercised our call rights to repurchase, at prices based on fixed spreads to the U.S. Treasury rates, \$591 million of our long-term debt due March and December 2018 at a loss of \$39 million before tax, \$25 million net of tax, which is included in other (income) expense, net.

Supplemental Cash Flow Information—The following table provides a reconciliation of cash and cash equivalents, and restricted cash reported within the consolidated balance sheets that sum to the total of such amounts in the consolidated statements of cash flows:

(In millions) Sep 30, 2018 2017

Cash and cash equivalents \$2,073 \$3,103

Restricted cash
Cash, cash equivalents and restricted cash shown in the consolidated statements of cash flows \$2,085 \$3,115

Note 10: Commitments and Contingencies

Environmental Matters—We are involved in various stages of investigation and cleanup related to remediation of various environmental sites. Our estimate of the liability of total environmental remediation costs includes the use of a discount rate and takes into account that a portion of these costs is eligible for future recovery through the pricing of our products and services to the U.S. government. We regularly assess the probability of recovery of these costs, which requires us to make assumptions about the extent of cost recovery under our contracts and the amount of future contract activity. We consider such recovery probable based on government contracting regulations and our long history of receiving reimbursement for such costs, and accordingly have recorded the estimated future recovery of these costs from the U.S. government within prepaid expenses and other current assets, in our consolidated balance sheets. Our estimates regarding remediation costs to be incurred were as follows:

(In millions, except percentages)		0,	Dec 3	31,
Total namediation agets undiscounts	2018	•	2017 \$200	<i>c</i>
Total remediation costs—undiscounte	5.2 5.2			07
Weighted-average discount rate Total remediation costs—discounted			\$142	% }
	\$130 88)	\$14. 92	_
Recoverable portion	00		92	

We also lease certain government-owned properties and generally are not liable for remediation of preexisting environmental contamination at these sites. As a result, we generally do not provide for these costs in our consolidated financial statements.

Due to the complexity of environmental laws and regulations, the varying costs and effectiveness of alternative cleanup methods and technologies, the uncertainty of insurance coverage, and the unresolved extent of our responsibility, it is difficult to determine the ultimate outcome of environmental matters. However, we do not expect any additional liability to have a material adverse effect on our financial position, results of operations or liquidity.

Financing Arrangements and Other—We issue guarantees, and banks and surety companies issue, on our behalf, letters of credit and surety bonds to meet various bid, performance, warranty, retention and advance payment obligations for us or our affiliates. These instruments expire on various dates through 2026. Additional guarantees of project performance for which there is no stated value also remain outstanding. The stated values outstanding consisted of the following:

 (In millions)
 Sep 30, 2018 2017

 2018
 2017

 Guarantees
 \$ 208
 \$ 216

 Letters of credit
 2,652
 2,416

 Surety bonds
 166
 166

All guarantees at September 30, 2018 and December 31, 2017 related to our joint venture in Thales-Raytheon Systems Air and Missile Defense Command and Control S.A.S. (TRS AMDC2). Included in letters of credit above were \$54 million and \$47 million at September 30, 2018 and December 31, 2017, respectively, related to our joint venture in TRS AMDC2. We provide these guarantees and letters of credit to TRS AMDC2 and other affiliates to assist these entities in obtaining financing on more favorable terms, making bids on contracts and performing their contractual obligations. While we expect these entities to satisfy their loans and meet their project performance and other contractual obligations, their failure to do so may result in a future obligation to us. We periodically evaluate the risk of TRS AMDC2 and other affiliates failing to meet their obligations described above. At September 30, 2018, we believe the risk that TRS AMDC2 and other affiliates will not be able to meet their obligations is minimal for the foreseeable future based on their current financial condition. All obligations were current at September 30, 2018. We had an estimated liability of \$1 million and \$2 million at September 30, 2018 and December 31, 2017, respectively,

related to these guarantees.

As discussed in "Note 11: Forcepoint Joint Venture," under the joint venture agreement between Raytheon Company and Vista Equity Partners, Raytheon may be required to purchase Vista Equity Partners' interest in Forcepoint.

We have entered into industrial cooperation agreements, sometimes in the form of either offset agreements or in-country industrial participation (ICIP) agreements, as a condition to obtaining orders for our products and services from certain customers in foreign countries. At September 30, 2018, the aggregate amount of our offset agreements, both agreed to and anticipated to be agreed to, had an outstanding notional value of approximately \$9.4 billion. These agreements are designed to return economic value to the foreign country by requiring us to engage in activities supporting local defense or commercial industries, promoting a balance of trade, developing in-country technology capabilities or addressing other local development priorities. Offset agreements may be satisfied through activities that do not require a direct cash payment, including transferring technology, providing manufacturing, training and other consulting support to in-country projects, and the purchase by third parties (e.g., our vendors) of supplies from

in-country vendors. These agreements may also be satisfied through our use of cash for activities such as subcontracting with local partners, purchasing supplies from in-country vendors, providing financial support for in-country projects and making investments in local ventures. Such activities may also vary by country depending upon requirements as dictated by their governments. We typically do not commit to offset agreements until orders for our products or services are definitive. The amounts ultimately applied against our offset agreements are based on negotiations with the customers and typically require cash outlays that represent only a fraction of the notional value in the offset agreements. Offset programs usually extend over several or more years and may provide for penalties in the event we fail to perform in accordance with offset requirements. Historically, we have not been required to pay any penalties of significance.

As a U.S. government contractor, we are subject to many levels of audit and investigation by the U.S. government relating to our contract performance and compliance with applicable rules and regulations. Agencies that oversee contract performance include: the Defense Contract Audit Agency (DCAA); the Defense Contract Management Agency (DCMA); the Inspectors General of the U.S. Department of Defense (DoD) and other departments and agencies; the Government Accountability Office (GAO); the Department of Justice (DOJ); and Congressional Committees. Other areas of our business operations may also be subject to audit and investigation by these and/or other agencies. From time to time, agencies investigate or conduct audits to determine whether our operations are being conducted in accordance with applicable requirements. Such investigations and audits may be initiated due to a number of reasons, including as a result of a whistleblower complaint. Such investigations and audits could result in administrative, civil or criminal liabilities, including repayments, fines or penalties being imposed upon us, the suspension of government export licenses or the suspension or debarment from future U.S. government contracting. U.S. government investigations often take years to complete and many result in no adverse action against us. Our final allowable incurred costs for each year are also subject to audit and have, from time to time, resulted in disputes between us and the U.S. government, with litigation resulting at the Court of Federal Claims (COFC) or the Armed Services Board of Contract Appeals (ASBCA) or their related courts of appeals. In addition, the DOJ has, from time to time, convened grand juries to investigate possible irregularities by us. We also provide products and services to customers outside of the U.S., and those sales are subject to local government laws, regulations and procurement policies and practices. Our compliance with such local government regulations or any applicable U.S. government regulations (e.g., the Foreign Corrupt Practices Act (FCPA) and International Traffic in Arms Regulations (ITAR)) may also be investigated or audited. Other than as specifically disclosed herein, we do not expect these audits, investigations or disputes to have a material effect on our financial position, results of operations or liquidity, either individually or in the aggregate.

In addition, various other claims and legal proceedings generally incidental to the normal course of business are pending or threatened against, or initiated by, us. We do not expect any of these proceedings to result in any additional liability or gains that would materially affect our financial position, results of operations or liquidity. In connection with certain of our legal matters, we may be entitled to insurance recovery for qualified legal costs or other incurred costs. We do not expect any insurance recovery to have a material impact on the financial exposure that could result from these matters.

Note 11: Forcepoint Joint Venture

Forcepoint is a cybersecurity joint venture company with Vista Equity Partners. The joint venture agreement between Raytheon and Vista Equity Partners provides Vista Equity Partners with certain rights to require Forcepoint to pursue an initial public offering at any time after four years and three months following the closing date of May 29, 2015, or pursue a sale of the company at any time after five years following the closing date. In either of these events, Raytheon has the option to purchase all, but not less than all, of Vista Equity Partners' interest in Forcepoint for cash at a price equal to fair value as determined under the joint venture agreement. Additionally, Vista Equity Partners has the ability to liquidate its ownership through a put option, which became exercisable on May 29, 2017. The put option allows Vista Equity Partners to require Raytheon to purchase all, but not less than all, of Vista Equity Partners' interest

in Forcepoint for cash at a price equal to fair value as determined under the joint venture agreement. Lastly, Raytheon has the option, which became exercisable on May 29, 2018, to purchase all, but not less than all, of Vista Equity Partners' interest in Forcepoint at a price equal to fair value as determined under the joint venture agreement. The joint venture agreement provides for the process under which the parties would determine the fair value of the interest and could result in a payment by Raytheon shortly after the exercise of Vista Equity Partners' put option or Raytheon's purchase option; however, the ultimate timing will depend on the actions of the parties and other factors. The estimate of fair value for purposes of presenting the redeemable noncontrolling interest in our consolidated balance sheets could differ from the parties' determination of fair value for the interest under the joint venture agreement.

Vista Equity Partners' adjusted equity interest in the Forcepoint joint venture was 19.5% at September 30, 2018. Vista Equity Partners' interest in Forcepoint is presented as redeemable noncontrolling interest, outside of stockholders' equity, in our consolidated balance sheets. The redeemable noncontrolling interest is recognized at the greater of the estimated redemption value as of the balance sheet date, which was \$560 million at September 30, 2018, or the carrying value, defined as the initial value adjusted for Vista Equity Partners' share of the cumulative impact of net income (loss), other changes in accumulated other comprehensive income (loss) and additional contributions, which was \$287 million at September 30, 2018. Adjustments to the redemption value over the period from the date of acquisition to the redemption date are immediately recorded to retained earnings.

A rollforward of redeemable noncontrolling interest was as follows:

Nine Months Ended Sep 30, Oct 1, (In millions) 2018 2017 Beginning balance **\$512** \$449 Net income (loss) **(22**) (17) Other comprehensive income (loss), net of tax⁽¹⁾ Contribution from noncontrolling interest 8 70 Adjustment of noncontrolling interest to redemption value (51)**\$560** \$389 Ending balance

(1) Other comprehensive income (loss), net of tax, was a loss of less than \$1 million for the first nine months of 2018 and income of less than \$1 million for the first nine months of 2017.

Note 12: Stockholders' Equity

The changes in shares of our common stock outstanding were as follows:

From time to time, our Board of Directors authorizes the repurchase of shares of our common stock. In November 2017, our Board authorized the repurchase of up to \$2.0 billion of our outstanding common stock. At September 30, 2018, we had approximately \$1.9 billion available under the 2017 repurchase program. Share repurchases will take place from time to time at management's discretion depending on market conditions.

Share repurchases also include shares surrendered by employees to satisfy tax withholding obligations in connection with restricted stock, RSUs and LTPP awards issued to employees.

Our share repurchases were as follows:

	Nine Months Ended					
(In millions)		2018	Oct 1,	2017		
	\$	Shares	\$	Shares		
Shares repurchased under our share repurchase programs	\$925	4.5	\$700	4.4		
Shares repurchased to satisfy tax withholding obligations	91	0.4	84	0.5		
Total share repurchases	\$1,016	54.9	\$784	4.9		

In March 2018, our Board of Directors authorized an 8.8% increase to our annual dividend payout rate from \$3.19 to \$3.47 per share. Our Board of Directors also declared dividends of \$2.6025 per share during the first nine months of 2018 compared to dividends of \$2.3925 per share during the first nine months of 2017. Dividends are subject to quarterly approval by our Board of Directors.

Stock-based Compensation Plans

Restricted Stock and RSUs—During the first nine months of 2018, we granted 0.8 million combined shares of restricted stock and RSUs with a weighted-average grant-date fair value of \$213.11 per share, calculated under the intrinsic value method. These awards generally vest in equal installments on each of the second, third and fourth anniversary dates of the award's grant date.

LTPP—During the first nine months of 2018, we granted RSUs subject to the 2018–2020 LTPP plan with an aggregate target award of 0.1 million units and a weighted-average grant-date fair value of \$205.76 per share. The performance goals for the 2018–2020 LTPP award are independent of each other and based on three metrics, as defined in the LTPP award agreements: return on invested capital (ROIC), weighted at 50%; total shareholder return (TSR) relative to a peer group, weighted at 25%; and cumulative free cash flow from continuing operations (CFCF), weighted at 25%. The ultimate award, which is determined at the end of the three-year cycle, can range from zero to 200% of the target award and includes dividend equivalents, which are not inc

luded in the aggregate target award numbers. The grant-date fair value is based upon the value determined under the intrinsic value method for the CFCF and ROIC portions of the award and the Monte Carlo simulation method for the TSR portion of the award.

Forcepoint Plans—In 2015, Forcepoint established long-term incentive plans that provide for awards of unit appreciation rights and profits interests in the joint venture to Forcepoint management and key employees. Awards are approved by the Board of Forcepoint. These awards vest over a specified period of time and settlement is subject to a liquidity event defined as either a change in control or an initial public offering of the joint venture. In certain limited circumstances other vesting conditions may apply. The impact attributable to these vesting conditions was expense of \$4 million and \$3 million in the third quarters of 2018 and 2017, respectively, and expense of \$8 million and \$4 million in the first nine months of 2018 and 2017, respectively. At September 30, 2018, there were 174 thousand combined units and/or profits interests authorized for award under these plans.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes gains and losses associated with pension and PRB, foreign exchange translation adjustments, the effective portion of gains and losses on derivative instruments qualified as cash flow hedges, and unrealized gains (losses) on available-for-sale investments. The computation of other comprehensive income (loss) and its components are presented in the consolidated statements of comprehensive income.

A rollforward of accumulated other comprehensive income (loss) was as follows:

(In millions)	Pension and PRB plans, net ⁽¹⁾	Foreign exchange translation		Cash flow hedges	;(2)	gai (lo: on inv	estme d othe	ents	Total	
Balance at December 31, 2017	\$(7,843)	\$ (95)	\$ 6		\$	(3)	\$(7,935))
Before tax amount	1,266	(19)	(10)	_	-		1,237	
Tax (expense) or benefit	(266)	_		2		_	-		(264)
Net of tax amount	1,000	(19)	(8)	_	-		973	
Reclassification of stranded tax effects	(1,452)	_		1		_	-		(1,451)
Balance at September 30, 2018	\$(8,295)	\$ (114)	\$ (1)	\$	(3)	\$(8,413))
Balance at December 31, 2016 Before tax amount Tax (expense) or benefit	\$(7,234) 396 (138)	\$ (175 71)	\$ — 11 (4)	\$	(2)	\$(7,411) 478 (142)
Net of tax amount	258	71		7	,		_		336	,
Balance at October 1, 2017	\$(6,976))	\$ 7		\$	(2)	\$(7,075))

⁽¹⁾ Pension and PRB plans, net, is shown net of cumulative tax benefits of \$2,205 million and \$3,923 million at September 30, 2018 and December 31, 2017, respectively.

On December 22, 2017, the President signed the 2017 Act, which reduced the U.S. corporate statutory federal tax rate to 21% for 2018. At December 31, 2017 the deferred tax amounts recorded through other comprehensive income prior to the enactment date using the prior 35% statutory tax rate remained in other comprehensive income despite the fact that the related deferred tax assets and liabilities were remeasured to reflect the newly enacted tax rate of 21%. These are referred to as stranded tax effects. Under ASU 2018-02 we elected to reclassify these stranded tax effects from

⁽²⁾ Cash flow hedges are shown net of cumulative tax expense of zero and \$3 million at September 30, 2018 and December 31, 2017, respectively.

⁽³⁾ Unrealized gains (losses) on investments and other, net are shown net of cumulative tax expense of \$1 million at both September 30, 2018 and December 31, 2017

AOCL to retained earnings in the first quarter of 2018. See "Note 2: Accounting Standards" for additional details. After the enactment date, any deferred tax amounts recorded to other comprehensive income are recorded at the 21% tax rate. The income tax effects remaining in AOCL will be released into earnings as the related before tax amounts are reclassified to earnings.

Other material amounts reclassified out of AOCL related to the amortization of net actuarial loss associated with our pension plans were \$1,013 million and \$883 million before tax in the first nine months of 2018 and 2017, respectively. This component of AOCL is included in the calculation of net periodic pension expense (income). See "Note 13: Pension and Other Employee Benefits" for additional details.

We expect \$1 million net of tax of net unrealized losses on our cash flow hedges at September 30, 2018 to be reclassified into earnings at then-current values over the next 12 months as the underlying hedged transactions occur.

Note 13: Pension and Other Employee Benefits

We have pension plans covering the majority of our employees hired prior to January 1, 2007, including certain employees in foreign countries (Pension Benefits). Our primary pension obligations relate to our domestic Internal Revenue Service (IRS) qualified pension plans. In addition, we provide certain health care and life insurance benefits to retired employees and to eligible employees upon retirement through PRB plans.

We also sponsor nonqualified defined benefit and defined contribution plans to provide benefits in excess of qualified plan limits. We have set aside certain assets in a separate trust, which we expect to be used to pay for trust obligations. The fair value of marketable securities held in trust, which are considered Level 1 assets under the fair value hierarchy, consisted of the following:

(In millions) Sep 30, Dec 31, 2018 2017

Marketable securities held in trust \$665 \$633

Included in marketable securities held in trust in the table above was \$429 million and \$410 million at September 30, 2018 and December 31, 2017, respectively, related to the nonqualified defined contribution plans. The liabilities related to the nonqualified defined contribution plans were \$441 million and \$422 million at September 30, 2018 and December 31, 2017, respectively.

The components of net periodic pension expense (income) were as follows:

	Three Months Ended			hs Ended
(In millions)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017
Operating expense				
Service cost	\$123	\$122	\$378	\$355
Non-operating expense				
Interest cost	248	281	753	815
Expected return on plan assets	(351)	(342)	(1,077)	(1,032)
Amortization of prior service cost included in net periodic pension expense	1	2	4	4
Recognized net actuarial loss	325	324	1,013	883
Loss due to settlements	288		288	
Total pension non-service expense	511	265	981	670
Net periodic pension expense (income)	\$634	\$387	\$1,359	\$1,025

Net periodic pension expense (income) includes income of \$2 million and expense of less than \$1 million from foreign Pension Benefits plans in the third quarters of 2018 and 2017, respectively, and income of \$6 million and expense of \$1 million in the first nine months of 2018 and 2017, respectively.

Net periodic PRB expense was \$6 million and \$7 million in the third quarters of 2018 and 2017, respectively, and \$16 million and \$18 million in the first nine months of 2018 and 2017, respectively.

Long-term pension and PRB liabilities consisted of the following:

(In millions)	Sep 30, 2018	Dec 31, 2017
Long-term pension liabilities	\$5,496	\$7,515
Long-term PRB liabilities	369	368
Total long-term pension and PRB liabilities	\$5,865	\$7,883

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We made the following contributions to our pension and PRB plans:

Nine Months Ended Sep 30, Oct 1. (In millions) 2018 2017 Required pension contributions \$857 \$574 Discretionary pension contributions 1,250 PRB contributions 15 17 **Total** \$2,122 \$591

We periodically evaluate whether to make discretionary contributions. In the third quarter of 2018, we made a discretionary contribution to our pension plans of \$1.25 billion. In the second quarter of 2018, we determined we would make this contribution, and as a result we recorded a net tax benefit of \$95 million in the second quarter of 2018, primarily due to the remeasurement of the related deferred tax asset balance at the 2017 tax rate of 35% versus the 2018 tax rate of 21% since the discretionary contribution was deductible on our 2017 tax return.

In July 2018, certain Raytheon-sponsored pension plans purchased a group annuity contract from an insurance company to transfer \$923 million of our outstanding pension benefit obligations related to certain U.S. retirees and beneficiaries of our previously discontinued operations. As a result of the transaction, the insurance company is now required to pay and administer the retirement benefits owed to the approximately 13,000 U.S. retirees and beneficiaries, with no change to their monthly retirement benefit payment amounts. In connection with this transaction, in the third quarter of 2018 we recognized a non-cash pension settlement charge of \$288 million before tax, \$228 million net of tax, in non-operating (income) expense, net, primarily related to the accelerated recognition of actuarial losses included in AOCL for those plans.

On a periodic basis, we update our actuarial estimate of the unfunded projected benefit obligation with updated census and investment valuation data for the end of the prior year. As a result of the update in the third quarter of 2018, and related actuarial estimate changes, we recorded an increase to the unfunded projected benefit obligation for our pension of \$40 million and an increase to the unfunded projected benefit obligation for our PRB plans of \$7 million, with a corresponding increase of \$37 million net of tax to AOCL in the third quarter of 2018. As a result of the update in the third quarter of 2017, and related actuarial estimate changes, we recorded an increase to the unfunded projected benefit obligation for our pension of \$492 million and an increase to the unfunded projected benefit obligation for our PRB plans of \$5 million, with a corresponding increase of \$324 million net of tax to AOCL in the third quarter of 2017.

Note 14: Income Taxes

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. We have participated in the IRS Compliance Assurance Process (CAP) program since 2011. In August 2018, we received a full acceptance letter from the IRS that finalized their review of the 2016 tax year with no proposed changes. With the exception of one matter related to the 2015 tax year, all IRS examinations related to originally filed returns are closed through the 2016 tax year. In December 2017, we received the IRS Revenue Agent's Report for the 2015 tax year which proposed approximately \$41 million in adjustments related to the Forcepoint transaction and a U.K. share redemption transaction. We disagree with the adjustments and have protested the proposed adjustments with the IRS Appeals division. In the second quarter of 2018, the IRS agreed to withdraw the issue involving the U.K. share redemption transaction, which reduced the proposed adjustment to \$32 million. Except for the issue before the IRS Appeals division for the 2015 tax year, we have no proposed adjustments for any tax year prior to 2018. No amount related to the remaining proposed IRS adjustment is reflected in unrecognized tax benefits as of September 30, 2018. We are also under audit by multiple state and foreign tax authorities.

In the third quarter of 2018, the Company recognized a net tax benefit of \$110 million related to the completion of the 2017 tax return and additional amended Research and Development tax credit (R&D tax credit) claims related to the 2014-2016 tax years, which, in aggregate, decreased our effective tax rate by 17.3% and 5.0% in the third quarter and first nine months of 2018, respectively.

As discussed in "Note 13: Pension and Other Employee Benefits," in the second quarter of 2018 we recorded a net tax benefit of \$95 million related to the discretionary contribution to our pension plans, which decreased our effective tax rate by 4.3% in the first nine months of 2018.

On December 22, 2017, the President signed the Tax Cuts and Jobs Act of 2017 (2017 Act) which enacted a wide range of changes to the U.S. corporate income tax system. The 2017 Act reduced the U.S. corporate statutory federal tax rate to 21% effective in 2018, eliminated the domestic manufacturing deduction benefit and introduced other tax base broadening measures, changed rules for expensing and capitalizing business expenditures, established a territorial tax system for foreign earnings as well as a minimum

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tax on certain foreign earnings, provided for a one-time transition tax on previously undistributed foreign earnings, and introduced new rules for the treatment of certain foreign income, including foreign derived intangible income (FDII).

Also on December 22, 2017, the SEC issued Staff Accounting Bulletin No. 118 (SAB 118), which provided companies with additional guidance on how to account for the 2017 Act in their financial statements, allowing companies to use a measurement period. At September 30, 2018, we have not fully completed our accounting for the tax effects of enactment of the 2017 Act. We made a reasonable estimate of the remeasurement of our existing deferred tax balances and the one-time transition tax for foreign earnings and profits (E&P), and recognized these provisional amounts in the fourth quarter of 2017. In the first nine months of 2018, we recorded an \$11 million tax expense related to the refinement of our provisional calculation for the one-time transition tax for foreign E&P. The refinement of this estimate was primarily due to the issuance of new guidance by the IRS, specifically IRS Notices 2018-07, 2018-13 and 2018-26, and may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation and finalize the amounts held in cash or other specified assets.

In the third quarter of 2018, we completed our data gathering and analysis based on the 2017 Act and guidance issued to date in 2018 as it relates to the remeasurement of our existing deferred tax balances and finalized our accounting for the tax effects of the enactment of the 2017 Act for this estimate. We will finalize the provisional estimate for the one-time transition tax before the end of 2018 after completing our reviews and analysis of any additional interpretations issued during this measurement period and our analysis of foreign E&P.

With the adoption of a minimum tax on foreign earnings, we will be subject to tax on global intangible low-taxed income (GILTI) in future periods. We are continuing to evaluate this provision and will not make a policy election on how to account for GILTI (as a period expense or as part of our rate on deferred taxes) until we have the necessary information available, including the interpretations of the new rules, to analyze the impacts and complete our analysis. We will make an election before the end of 2018. Because we have not made a policy election, no amounts for GILTI are included in our deferred taxes.

Although we believe the significant impacts from the 2017 Act are those described above, we continue to review and evaluate the other provisions of the 2017 Act. This review could result in changes to the amounts we have provisionally recorded. We will complete this review and evaluation before the end of 2018.

We believe that our income tax reserves are adequate; however, amounts asserted by taxing authorities could be greater or less than amounts accrued and reflected in our consolidated balance sheets. Accordingly, we could record adjustments to the amounts for federal, foreign and state tax-related liabilities in the future as we revise estimates or as we settle or otherwise resolve the underlying matters. In the ordinary course of business, we may take new positions that could increase or decrease our unrecognized tax benefits in future periods.

The balance of our unrecognized tax benefits, exclusive of interest, was \$84 million and \$9 million at September 30, 2018 and December 31, 2017, respectively, the majority of which would affect our earnings if recognized. The increase in the balance of our unrecognized tax benefits during the first nine months of 2018 is related to positions taken in the third quarter of 2018 on amended federal tax returns.

We accrue interest and penalties related to unrecognized tax benefits in tax expense. Interest and penalties recognized during the third quarter and the first nine months of 2018 and 2017 and accrued as of September 30, 2018 and December 31, 2017 were immaterial.

Note 15: Business Segment Reporting

Our reportable segments, organized based on capabilities and technologies, are: Integrated Defense Systems (IDS); Intelligence, Information and Services (IIS); Missile Systems (MS); Space and Airborne Systems (SAS); and Forcepoint. Segment total net sales and operating income include intersegment sales and profit generally recorded at cost-plus a specified fee, which may differ from what the selling entity would be able to obtain on sales to external customers. Eliminations include intersegment sales and profit eliminations. Corporate operating income includes expenses that represent unallocated costs and certain other corporate costs not considered part of management's evaluation of reportable segment operating performance. Acquisition Accounting Adjustments include the adjustments to record acquired deferred revenue at fair value as part of our purchase price allocation process and the amortization of acquired intangible assets related to historical acquisitions.

Segment financial results were as follows:

	Three M	onths E	nded	Nine Months Ended			
Total Net Sales (in millions)	Sep 30, 2018	Oct 201	1, 7	Sep 30, 2018	Oct 1, 2017		
Integrated Defense Systems	\$1,493	3 \$1,	391	\$4,496	\$4,251		
Intelligence, Information and Services	1,742	1,5	43	5,011	4,605		
Missile Systems	2,082	1,9	45	5,981	5,602		
Space and Airborne Systems	1,695	1,5	97	4,868	4,760		
Forcepoint	173	170)	462	452		
Eliminations	(377) (35	5)	(1,110) (1,077)		
Total business segment sales	6,808	6,2	91	19,708	18,593		
Acquisition Accounting Adjustments	(2) (7)	(10) (28		
Total	\$6,800	\$6,	284	\$19,698	\$18,565		
		Months					
Intersegment Sales (in millions)	Ended Sep 30 2018	,Oct 1, 2017	Ende Sep 3 2018	30, Oct 1,			
Integrated Defense Systems	\$17	\$13	\$47	\$45			
Intelligence, Information and Services	162	159	491	509			
Missile Systems	40	36	117	101			
Space and Airborne Systems	149	140	436	406			
Forcepoint	9	7	19	16			
Total	\$377	\$355	\$1,1	10 \$1,07	77		

	Three Moi	nths Ended	Nine Mont	ns Ended
Operating Income (in millions)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017
Integrated Defense Systems	\$241	\$231	\$776	\$688
Intelligence, Information and Services	149	112	394	338
Missile Systems	257	280	700	732
Space and Airborne Systems	223	212	622	620
Forcepoint	18	23	3	41
Eliminations	(45)	(39)	(126)	(113)
Total business segment operating income	843	819	2,369	2,306
Acquisition Accounting Adjustments	(30)	(39)	(97)	(123)
FAS/CAS Operating Adjustment	365	348	1,072	978
Corporate	5	_	(20)	(30)
Total	\$1,183	\$1,128	\$3,324	\$3,131

	Three Montl Ende	าร	Nine M Ended	onths
Intersegment Operating Income (in millions)	•		Sep 30	
,	2018	2017	2018	2017
Integrated Defense Systems	\$2	\$1	\$5	\$3
Intelligence, Information and Services	17	15	51	49
Missile Systems	4	4	11	10
Space and Airborne Systems	15	14	44	40
Forcepoint	7	5	15	11
Total	\$45	\$ 39	\$126	\$113

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The FAS/CAS Operating Adjustment, which is reported as a separate line in our segment results above, represents the difference between the service cost component of our pension and PRB expense or income under Financial Accounting Standards (FAS) in accordance with U.S. GAAP and our pension and PRB expense under U.S. government Cost Accounting Standards (CAS). In the first quarter of 2018, we adopted the requirements of ASU 2017-07, The results of each segment only include pension and PRB expense under CAS that we generally recover through the pricing of our products and services to the U.S. government. *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, The results of each segment only include pension and PRB expense under CAS that we generally recover through the pricing of our products and services to the U.S. government. on a retrospective basis, which reclassified all components of FAS expense, other than service cost, to non-operating income. The results of each segment only include pension and PRB expense under CAS that we generally recover through the pricing of our products and services to the U.S. government.

The pension and PRB components of the FAS/CAS Operating Adjustment were as follows:

	Three I	Months	Nine Mon	iths
	Ended		Ended	
(In millions)	Sep 30	Oct 1,	Sep 30,	Oct 1,
(III IIIIIIOIIS)	2018	2017	2018	2017
FAS/CAS Pension Operating Adjustment	\$361	\$346	\$1,062	\$969
FAS/CAS PRB Operating Adjustment	4	2	10	9
FAS/CAS Operating Adjustment	\$365	\$348	\$1,072	\$978

Total assets for each of our business segments were as follows:

Total Assets (in millions)	Sep 30, 2018	Dec 31, 2017
Integrated Defense Systems ⁽¹⁾	\$4,956	\$4,679
Intelligence, Information and Services ⁽¹⁾	4,298	4,230
Missile Systems ⁽¹⁾	7,960	7,338
Space and Airborne Systems ⁽¹⁾	6,741	6,696
Forcepoint ⁽¹⁾	2,494	2,543
Corporate	3,685	5,374
Total	\$30,134	\$30,860

⁽¹⁾ Total assets includes intangible assets. Related amortization expense is included in Acquisition Accounting Adjustments.

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We disaggregate our revenue from contracts with customers by geographic location, customer-type and contract-type for each of our segments, as we believe it best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. See details in the tables below.

•	Three Months Ended September 30, 2018								
Disaggregation of Total Net Sales (in millions)	Integrate Defense Systems	d ^{Intelligence,} Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Other	Total		
United States									
Sales to the U.S. government ⁽¹⁾									
Fixed-price contracts	\$176	\$ 260	\$804	\$611	\$ 46	\$ —	\$1,897		
Cost-type contracts	429	1,076	668	644	4	_	2,821		
Direct commercial sales and other U.S. sales									
Fixed-price contracts	1	31	6	29	52		119		
Cost-type contracts		4	_	1	_		5		
Asia/Pacific									
Foreign military sales through the U.S. government									
Fixed-price contracts	46	7 1	105	41	_		263		
Cost-type contracts	19	11	11	7	_	_	48		
Direct commercial sales and other foreign sales ⁽¹⁾									
Fixed-price contracts	182	50	34	58	17	_	341		
Cost-type contracts	24	_	_	_	_	_	24		
Middle East and North Africa									
Foreign military sales through the U.S. government									
Fixed-price contracts	190	5	105	70	_	_	370		
Cost-type contracts	47	_	4	17	_	_	68		
Direct commercial sales and other foreign sales ⁽¹⁾									
Fixed-price contracts	277	1	209	22	7	_	516		
Cost-type contracts	_	_	_	_	_	_	_		
All other (principally Europe)									
Foreign military sales through the U.S. government									
Fixed-price contracts	46	2	31	15	_	_	94		
Cost-type contracts	7	_	16	2	_	_	25		
Direct commercial sales and other foreign sales ⁽¹⁾									
Fixed-price contracts	29	56	48	29	36	_	198		
Cost-type contracts	3	13	1	_	_	_	17		
Total net sales	1,476	1,580	2,042	1,546	162	_	6,806		
Intersegment sales	17	162	40	149	9	(377)	_		
Acquisition Accounting Adjustments	_	_	_	_	2	(2)	_		
Reconciliation to business segment sales	\$1,493	\$ 1,742	\$2,082	\$1,695	\$ 173	\$(379)	\$6,806		
(1) Excludes foreign military sales through the U.S. government.									

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	Three M	onths Ende	ed Septemb	oer 30, 20	8				
Total Net Sales by Geographic Area (in millions)	Integrate Defense Systems	Intelligence Information and Services	e, n Missile Systems	Space and Airborne Systems	•	point To	otal		
United States	\$606	\$ 1,371	\$1,478	\$ 1,28	5 \$ 10	2 \$	4,842		
Asia/Pacific	271	132	150	106	17	6'	76		
Middle East and North Africa	514	6	318	109	7	9	54		
All other (principally Europe)	85	71	96	46	36	3.	34		
Total net sales	\$1,476	\$ 1,580	\$2,042	\$1,540	5 \$ 16	2 \$	6,806		
			Three	Months E	nded Se	eptembe	er 30, 2018	}	
Total Net Sales by Major Customer (in millions)			Integra Defen Syster	and	S	lissile ystems	Space and Airborne Systems	Forcepoint	Total
Sales to the U.S. government ⁽¹⁾			\$605	\$ 1,3	36 \$	1,472	\$1,255	\$ 50	\$4,718
U.S. direct commercial sales and other	· U.S. sale	es	1	35	6		30	52	124
Foreign military sales through the U.S	. governr	nent	355	89	2	72	152	_	868
Foreign direct commercial sales and o	ther fore	ign sales ⁽⁾	¹⁾ 515	120	2	92	109	60	1,096
Total net sales		O		76 \$ 1,5	80 \$	2,042	\$1,546	\$ 162	\$6,806
(1) Excludes foreign military sales through the U.S. gov	ernment.		,	ŕ		ŕ	,		,
	Three Mont	ths Ended S	September	30, 2018					
Total Net Sales by Contract Type (in millions)	Defense al		Missile a Systems A	Space and Airborne Systems	- orcepoi	nt Total			
Fixed-price contracts	\$947 \$	476	\$1,342	875	158	\$3,7	798		
Cost-type contracts	529 1	,104	700	571	4	3,00	8		
Total net sales	\$1,476 \$	1,580	\$2,042	51,546	162	\$6,8	806		

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	Three Months Ended October 1, 2017							
Disaggregation of Total Net Sales (in millions)	Integrate Defense Systems	dIntelligence, Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Other	Total	
United States								
Sales to the U.S. government ⁽¹⁾								
Fixed-price contracts	\$165	\$ 278	\$744	\$562	\$ 45	\$—	\$1,794	
Cost-type contracts	366	903	485	638	4		2,396	
Direct commercial sales and other U.S. sales								
Fixed-price contracts	3	32		7	51		93	
Cost-type contracts		1		1			2	
Asia/Pacific								
Foreign military sales through the U.S. government								
Fixed-price contracts	47	43	98	28		_	216	
Cost-type contracts	32	11	15	5		_	63	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	140	50	78	64	14	_	346	
Cost-type contracts	31	_	_		_	_	31	
Middle East and North Africa								
Foreign military sales through the U.S. government								
Fixed-price contracts	257	5	75	47	_	_	384	
Cost-type contracts	39	_	6	10	_	_	55	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	245	5	281	50	6	_	587	
Cost-type contracts		_	_		_	_	_	
All other (principally Europe)								
Foreign military sales through the U.S. government								
Fixed-price contracts	1		27	14		_	42	
Cost-type contracts	5		21	1		_	27	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	45	49	78	30	36	_	238	
Cost-type contracts	2	7	1			_	10	
Total net sales	1,378	1,384	1,909	1,457	156	_	6,284	
Intersegment sales	13	159	36	140	7	(355)	_	
Acquisition Accounting Adjustments		_			7	·	_	
Reconciliation to business segment sales	\$1,391	\$ 1,543	\$1,945	\$1,597	\$ 170	` /	\$6,284	
(1) Excludes foreign military sales through the U.S. government.	. ,		. , -		•	, ,	• •	
Three Mont	hs Ended (October 1, 20						
Integrated _i	itelligence,	Missile s	pace					

Integrated Information Missile and Total Net Sales by Geographic Area (in millions) Forcepoint Total Defense and Systems Airborne Systems Services Systems **United States** \$534 \$ 1,214 \$1,229 \$1,208 \$ 100 \$4,285 Asia/Pacific 104 97 14 250 191 656 Middle East and North Africa 541 10 362 107 6 1,026 All other (principally Europe) 53 56 45 36 127 317 Total net sales \$1,378 \$ 1,384 \$1,909 \$1,457 \$ 156 \$6,284

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			Three Months Ended October 1, 2017						
Total Net Sales by Major Customer (in millions)			Integrate Defense Systems	dIntelligence Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Total	
Sales to the U.S. government ⁽¹⁾			\$531	\$ 1,181	\$1,229	\$1,200	\$ 49	\$4,190	
U.S. direct commercial sales and other U	J.S. sale	S	3	33		8	51	95	
Foreign military sales through the U.S. government				59	242	105	_	787	
Foreign direct commercial sales and other foreign sales ⁽¹⁾			463	111	438	144	56	1,212	
Total net sales			\$1,378	\$ 1,384	\$1,909	\$1,457	\$ 156	\$6,284	
(1) Excludes foreign military sales through the U.S. go	vernment.								
	Three Mo	onths Ended C	October 1, 2	2017					
Total Net Sales by Contract Type (in millions)	Integrate Defense Systems	Intelligence, Information and Services	Missile Systems	Space and Airborne Systems	orcepoint	Total			
Fixed-price contracts	\$903	\$ 462	\$1,381	\$802	5 152	\$3,700			
Cost-type contracts	475	922	528	655	ļ	2,584			
Total net sales	\$1,378	\$ 1,384	\$1,909	\$1,457	5 156	\$6,284			

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		nths Ended		r 30, 2018 Space	18			
Disaggregation of Total Net Sales (in millions)	Integrate Defense Systems	dIntelligence, Information and Services	Missile Systems	and	Forcepoint	Other	Total	
United States				•				
Sales to the U.S. government ⁽¹⁾								
Fixed-price contracts	\$601	\$ 762	\$2,039	\$1,685	\$ 87	\$ —	\$5,174	
Cost-type contracts	1,242	3,074	1,982	1,926	11	_	8,235	
Direct commercial sales and other U.S. sales								
Fixed-price contracts	5	87	29	86	152	_	359	
Cost-type contracts	1	13		2			16	
Asia/Pacific								
Foreign military sales through the U.S.								
government								
Fixed-price contracts	124	173	314	107	_	_	718	
Cost-type contracts	66	37	50	14	_	_	167	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	516	147	121	159	49	_	992	
Cost-type contracts	93	_	1	_	_	_	94	
Middle East and North Africa								
Foreign military sales through the U.S.								
government								
Fixed-price contracts	628	16	311	187	_	_	1,142	
Cost-type contracts	117	1	17	49			184	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	852	10	679	78	22	_	1,641	
Cost-type contracts	_	_	_	_	_	_	_	
All other (principally Europe)								
Foreign military sales through the U.S.								
government								
Fixed-price contracts	72	2	89	37	_	_	200	
Cost-type contracts	22	_	60	4	_	_	86	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	102	166	170	98	112	_	648	
Cost-type contracts	8	32	2	_		_	42	
Total net sales	4,449	4,520	5,864	4,432	433	_	19,698	
Intersegment sales	47	491	117	436	19	(1,110)	_	
Acquisition Accounting Adjustments	_	_	_	_	10	(10)	_	
Reconciliation to business segment sales (1) Excludes foreign military sales through the U.S. government.	\$4,496	\$ 5,011	\$5,981	\$4,868			\$19,698	

	Nine Months Ended September 30, 2018								
Total Net Sales by Geographic Area (in millions)	Integrate Defense Systems	dIntelligence, Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Total			
United States	\$1,849	\$ 3,936	\$4,050	\$3,699	\$ 250	\$13,784			
Asia/Pacific	799	357	486	280	49	1,971			
Middle East and North Africa	1,597	27	1,007	314	22	2,967			
All other (principally Europe)	204	200	321	139	112	976			

Total net sales

\$4,449 \$ 4,520 \$5,864 \$4,432 \$ 433 \$19,698

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	Nine Months Ended September 30, 2018							
Total Net Sales by Major Customer (in millions)	Integrate Defense Systems	dIntelligence, Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Total		
Sales to the U.S. government ⁽¹⁾	\$1,843	\$ 3,836	\$4,021	\$3,611	\$ 98	\$13,409		
U.S. direct commercial sales and other U.S. sales	6	100	29	88	152	375		
Foreign military sales through the U.S. government	1,029	229	841	398	_	2,497		
Foreign direct commercial sales and other foreign sales ⁽¹⁾	1,571	355	973	335	183	3,417		
Total net sales	\$4,449	\$ 4,520	\$5,864	\$4,432	\$ 433	\$19,698		

⁽¹⁾ Excludes foreign military sales through the U.S. government.

	Nine Months Ended September 30, 2018							
Total Net Sales by Contract Type (in millions)	Integrated Information Defense Systems Information and Services	e, n Missile Systems	Space and Airborne Systems	Forcepoint	Total			
Fixed-price contracts	\$2,900 \$ 1,363	\$3,752	\$2,437	\$ 422	\$10,874			
Cost-type contracts	1,549 3,157	2,112	1,995	11	8,824			
Total net sales	\$4,449 \$ 4,520	\$5,864	\$4,432	\$ 433	\$19,698			

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	Nine Months Ended October 1, 2017							
Disaggregation of Total Net Sales (in millions)	Integrate Defense Systems	dIntelligence, Information and Services		Space and Airborne Systems	Forcepoint	Other	Total	
United States								
Sales to the U.S. government ⁽¹⁾								
Fixed-price contracts	\$567	\$ 798	\$2,004	\$1,605	\$ 91	\$—	\$5,065	
Cost-type contracts	1,123	2,676	1,475	2,018	10		7,302	
Direct commercial sales and other U.S. sales								
Fixed-price contracts	6	102	1	19	147		275	
Cost-type contracts	1	5		2	_		8	
Asia/Pacific								
Foreign military sales through the U.S. government								
Fixed-price contracts	131	131	285	70	_		617	
Cost-type contracts	104	40	49	8	_		201	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	440	136	203	202	40		1,021	
Cost-type contracts	112		1		_		113	
Middle East and North Africa								
Foreign military sales through the U.S. government								
Fixed-price contracts	785	14	268	143	_		1,210	
Cost-type contracts	117	1	17	16	_		151	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	701	18	778	140	17	_	1,654	
Cost-type contracts	_				_			
All other (principally Europe)								
Foreign military sales through the U.S. government								
Fixed-price contracts	3	3	89	34	_	_	129	
Cost-type contracts	16	1	61	4	_	_	82	
Direct commercial sales and other foreign sales ⁽¹⁾								
Fixed-price contracts	90	152	267	93	103	_	705	
Cost-type contracts	10	19	3	_	_	_	32	
Total net sales	4,206	4,096	5,501	4,354	408		18,565	
Intersegment sales	45	509	101	406	16	(1,077)	_	
Acquisition Accounting Adjustments	_	_	_	_	28	(28)	_	
Reconciliation to business segment sales	\$4,251	\$ 4,605	\$5,602	\$4,760	\$ 452	\$(1,105)	\$18,565	
(1) Excludes foreign military sales through the U.S. government.			_					

Nine Months Ended October 1, 2017

Total Net Sales by Geographic Area (in millions)	Integrate Defense Systems	and	Missile Systems	Space and Airborne Systems	Forcepoint	Total
United States	\$1,697	\$ 3,581	\$3,480	\$3,644	\$ 248	\$12,650
Asia/Pacific	787	307	538	280	40	1,952
Middle East and North Africa	1,603	33	1,063	299	17	3,015
All other (principally Europe)	119	175	420	131	103	948
Total net sales	\$4,206	\$ 4,096	\$5,501	\$4,354	\$ 408	\$18,565

	Nine Months Ended October 1, 2017								
Total Net Sales by Major Customer (in millions)	Delense	dIntelligence, Information and Services	Missile Systems	Space and Airborne Systems	Forcepoint	Total			
Sales to the U.S. government ⁽¹⁾	\$1,690	\$ 3,474	\$3,479	\$3,623	\$ 101	\$12,367			
U.S. direct commercial sales and other U.S. sales	7	107	1	21	147	283			
Foreign military sales through the U.S. government	1,156	190	769	275	_	2,390			
Foreign direct commercial sales and other foreign sales ⁽¹⁾	1,353	325	1,252	435	160	3,525			
Total net sales	\$4,206	\$ 4,096	\$5,501	\$4,354	\$ 408	\$18,565			

(1) Excludes foreign military sales through the U.S. government.

	Nine Months Ended October 1, 2017							
Total Net Sales by Contract Type (in millions)	Integrated Information Defense Systems Service		Space and Airborne Systems	Forcepoint	Total			
Fixed-price contracts	\$2,723 \$ 1,3	\$3,895	\$2,306	\$ 398	\$10,676			
Cost-type contracts	1,483 2,74	2 1,606	2,048	10	7,889			
Total net sales	\$4,206 \$ 4,0	96 \$5,501	\$4,354	\$ 408	\$18,565			

Note 16: Remaining Performance Obligations

Remaining performance obligations represents the transaction price of firm orders for which work has not been performed and excludes unexercised contract options and potential orders under ordering-type contracts (e.g., indefinite-delivery, indefinite-quantity (IDIQ)). As of September 30, 2018, the aggregate amount of the transaction price allocated to remaining performance obligations was \$41,599 million. We expect to recognize revenue on approximately half and three-quarters of the remaining performance obligations over the next 12 and 24 months, respectively, with the remainder recognized thereafter.

Recent events have caused increased attention on U.S. defense sales to the Kingdom of Saudi Arabia (KSA). KSA represents nearly 5% of our sales and \$2.3 billion of our remaining performance obligations at September 30, 2018. Although we currently do not expect to be prevented from doing business in KSA, if government action impairs our ability to fulfill our contractual obligations or otherwise to continue to do business in KSA, it would have a material adverse effect on our financial results.

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With respect to the unaudited consolidated financial information of Raytheon Company for the nine months ended September 30, 2018 and October 1, 2017, PricewaterhouseCoopers LLP (PricewaterhouseCoopers) reported that it has applied limited procedures in accordance with professional standards for a review of such information. Its report dated October 25, 2018, appearing below, states that the firm did not audit and does not express an opinion on that unaudited consolidated financial information. Accordingly, the degree of reliance on its report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers is not subject to the liability provisions of Section 11 of the Securities Act of 1933 (Securities Act) for its report on the unaudited consolidated financial information because that report is not a "report" or a "part" of a registration statement prepared or certified by PricewaterhouseCoopers within the meaning of Sections 7 and 11 of the Securities Act.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Raytheon Company

Results of Review of Financial Statements

We have reviewed the accompanying consolidated balance sheet of Raytheon Company and its subsidiaries as of September 30, 2018, and the related consolidated statements of operations and comprehensive income for the three-month and nine-month periods ended September 30, 2018 and October 1, 2017 and the consolidated statements of equity and cash flows for the nine-month periods ended September 30, 2018 and October 1, 2017, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheet of the Company as of December 31, 2017, and the related consolidated statements of operations, comprehensive income, equity and cash flows for the year then ended (not presented herein), and in our report dated February 14, 2018, which included a paragraph describing a change in the manner of accounting for revenue from contracts with customers in 2017 and the manner of accounting for the income tax effects of share-based payment transactions in 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ PricewaterhouseCoopers LLP Boston, Massachusetts October 25, 2018

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

We develop technologically advanced and integrated products, services and solutions in our core markets: integrated air and missile defense; electronic warfare; command, control, communications, computers, cyber, intelligence, surveillance and reconnaissance; space systems; effects; and cyber. We serve both domestic and international customers primarily as a prime contractor or subcontractor on a broad portfolio of defense and related programs for government customers.

We operate in five segments: Integrated Defense Systems (IDS); Intelligence, Information and Services (IIS); Missile Systems (MS); Space and Airborne Systems (SAS); and Forcepoint. For a more detailed description of our segments, see "Business Segments" within Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2017.

As previously announced, effective January 1, 2018, we adopted the requirements of Accounting Standards Update (ASU) 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost on a retrospective basis as discussed in "Note 2: Accounting Standards" within Item 1 of this Form 10-Q. All amounts and disclosures set forth in this Form 10-Q reflect these changes.

The following discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2017 and our unaudited consolidated financial statements included in this Form 10-Q.

CONSOLIDATED RESULTS OF OPERATIONS

As described in our "Cautionary Note Regarding Forward-Looking Statements" on page 3 of this Form 10-Q, our interim period results of operations and period-to-period comparisons of such results, particularly at a segment level, may not be indicative of our future operating results. Additionally, we use a fiscal calendar, which may result in differences in the number of work days in the current and comparable prior interim period and could affect period-to-period comparisons. The following discussions of comparative results among periods, including the discussion of segment results, should be viewed in this context.

Total Net Sales

The composition of external net sales by products and services for each segment in the third quarter and first nine months of 2018 was approximately the following:

```
IDS IIS MS SAS Forcepoint
Products 90 % 45 % 95 % 100 % 90
                                      %
Services 10 % 55 % 5 % — % 10
                          Three Months
                                          % of Total Net Sales
                          Ended
                          Sep 30, Oct 1,
                                          Sep 30.
                                                   Oct 1.
(In millions, except percentages)
                          2018
                                  2017
                                          2018
                                                   2017
Net sales
Products
                          $5,656 $5,305 83.1 % 84.4 %
Services
                          1.150 979
                                          16.9 % 15.6 %
Total net sales
                          $6,806 $6,284 100.0 % 100.0 %
```

Total Net Sales - Third Quarter of 2018 vs. Third Quarter of 2017—The increase in total net sales of \$522 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external net sales of \$196 million at IIS and \$133 million at MS. The increase in external net sales at IIS was primarily due to higher net sales on classified programs in both the cyber and space business areas, higher net sales on programs in support of the U.S.

Army's Warfighter Field Operations Customer Support (Warfighter FOCUS) activities driven principally by customer determined activity levels, and higher net sales in support of the Development, Operations and Maintenance (DOMino) cyber program for the Department of Homeland Security (DHS), which was awarded in the fourth quarter of 2017. Included in the change in total net sales at MS was higher net sales on classified programs and lower net sales on the PavewayTM program principally driven by reductions of expected costs in the third quarter of 2017 to fulfill industrial cooperation agreements. The remaining change at MS was spread across numerous programs with no individual or common significant driver.

Products and Services Net Sales - Third Quarter of 2018 vs. Third Quarter of 2017—The increase in products net sales of \$351 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external products net sales of \$127 million at MS and \$107 million at SAS. Included in the change in external products net sales at MS was higher external

products net sales on classified programs and lower external products net sales on the Paveway program principally driven by reductions of expected costs in the third quarter of 2017 to fulfill industrial cooperation agreements. The remaining change at MS was spread across numerous programs with no individual or common significant driver. The increase in external products net sales at SAS was primarily due to higher net sales on surveillance and targeting systems programs primarily due to a production program for the U.S. Air Force awarded in the third quarter of 2018 with the remaining change spread across numerous programs with no individual or common significant driver. The increase in services net sales of \$171 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external services net sales of \$151 million at IIS primarily due to the Warfighter FOCUS and DOMino cyber programs described above in Total Net Sales.

	Nine Month	ns Ended	% of Total	Net Sales
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017
Net sales				
Products	\$16,417	\$15,656	83.3 %	84.3 %
Services	3,281	2,909	16.7 %	15.7 %
Total net sales	\$19,698	\$18,565	100.0%	100.0%

Total Net Sales - First Nine Months of 2018 vs. First Nine Months of 2017—The increase in total net sales of \$1,133 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external net sales of \$424 million at IIS and \$363 million at MS. The increase in external net sales at IIS was primarily due to higher net sales on classified programs in both the cyber and space business areas, higher net sales on programs in support of the U.S. Army's Warfighter FOCUS activities driven principally by customer determined activity levels, and higher net sales in support of the DOMino cyber program for the DHS, which was awarded in the fourth quarter of 2017. The increase in external net sales at MS was primarily due to higher net sales on classified programs and higher net sales on the Standard Missile-3 (SM-3®) program due to planned increases in production, partially offset by lower net sales on the Paveway program principally driven by reductions of expected costs in the third quarter of 2017 to fulfill industrial cooperation agreements with the remaining decrease primarily due to unit pricing, and lower net sales on the Exoatmospheric Kill Vehicle (EKV) program due to planned declines in production.

Products and Services Net Sales - First Nine Months of 2018 vs. First Nine Months of 2017—The increase in products net sales of \$761 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external products net sales of \$331 million at MS and \$196 million at IDS. The increase in products net sales at MS was primarily due to the programs described above in Total Net Sales. The increase in products net sales at IDS was primarily due to higher net sales on an international Patriot® program awarded in the first quarter of 2018 and higher net sales on various Patriot programs for an international customer driven by planned increases in production, partially offset by lower net sales on certain international Patriot programs due to the scheduled completion of certain production phases of the programs. The increase in services net sales of \$372 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external services net sales of \$334 million at IIS principally due to higher external services net sales on certain classified programs.

Sales to Major Customers - Third Quarter of 2018 vs. Third Quarter of 2017 and First Nine Months of 2018 vs. First Nine Months of 2017

Three Months % of Total Net

	THIEC MOHINS			/0 01 1 0tal 110		
	Ended	Sale	s			
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018		, Oct 1, 2017	
Sales to the U.S. government ⁽¹⁾⁽²⁾		\$4,190				
U.S. direct commercial sales and other U.S. sales	124	95	2	%	2	%
Foreign military sales through the U.S. government	868	787	13	%	12	%

Foreign direct commercial sales and other foreign sales $^{(1)}$ **1,096** 1,212 **16** % 19 % Total net sales \$6,806 \$6,284 **100** % 100 %

(2) Includes sales to the U.S. Department of Defense (DoD) of \$4,494 million, or 66% of total net sales, in the third quarter of 2018 and \$4,035 million, or 64% of total net sales, in the third quarter of 2017.

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	Nine Montl	% of Sale	al Ne	et		
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017	Sep 2018	,	Oct 201	,
Sales to the U.S. government ⁽¹⁾⁽²⁾	\$13,409	\$12,367	68	%	67	%
U.S. direct commercial sales and other U.S. sales	375	283	2	%	1	%
Foreign military sales through the U.S. government	2,497	2,390	13	%	13	%
Foreign direct commercial sales and other foreign sales ⁽¹⁾	3,417	3,525	17	%	19	%
Total net sales	\$19,698	\$18,565	100	%	100)%
(1)						

Includes sales to the U.S. DoD of \$12,798 million, or 65% of total net sales, in the first nine months of 2018 and \$11,841 million, or 64% of total net sales, in the first nine months of 2017

Total Cost of Sales

Cost of sales, for both products and services, consists of labor, materials and subcontractors costs, as well as related allocated costs. For each of our contracts, we manage the nature and amount of direct costs at the contract level, and manage indirect costs through cost pools as required by government accounting regulations. The estimate of the actual amount of direct and indirect costs forms the basis for estimating our total costs at completion of the contract.

amount of unect and muni-	ect costs	TOTHIS U	ne basis	ioi estii
	Three Months		% of Total	ıl Net
	Ended		Sales	
(In millions, except percentages)	Sep 30,	Oct 1,	Sep 30,	Oct 1,
(III IIIIIIIOIIS, except percentages)	2018	2017(1)	2018	2017(1)
Cost of sales				
Products	\$3,970	\$3,683	58.3 %	58.6%
Services	901	785	13.2 %	12.5%
Total cost of sales	\$4,871	\$4,468	71.6%	71.1%
(1)				

Total Cost of Sales - Third Quarter of 2018 vs. Third Quarter of 2017—The increase in total cost of sales of \$403 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external cost of sales at IIS and MS. The increase in total costs of sales at IIS was primarily due to the programs described above in Total Net Sales. The increase in total costs of sales at MS was due to the classified programs described above in Total Net Sales, with the remaining change spread across numerous programs with no individual or common significant driver.

Products and Services Cost of Sales - Third Quarter of 2018 vs. Third Quarter of 2017—The increase in products cost of sales of \$287 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external products cost of sales at MS and SAS. The increase in external products cost of sales at MS was principally due to the classified programs described above in Total Net Sales, with the remaining change spread across numerous programs with no individual or common significant driver. The increase in external products cost of sales at SAS was principally due to the surveillance and targeting systems programs described above in Total Net Sales. The increase in services cost of sales of \$116 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher external services cost of sales at IIS primarily due to the programs described above in Total Net Sales.

2	Nine Month	nc Endod	% of Tota	ıl Net		
			Sales	_		
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017 ⁽¹⁾	Sep 30, 2018	Oct 1, 2017 ⁽¹⁾		
Cost of sales						
Products	\$11,610	\$11,066	58.9 %	59.6%		
Services	2,570	2,289	13.0 %	12.3%		
Total cost of sales	\$14,180	\$13,355	71.9%	71.9%		
(1)						

Total Cost of Sales - First Nine Months of 2018 vs. First Nine Months of 2017—The increase in total cost of sales of \$825 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external cost of sales at IIS and MS. The increase in total costs of sales at IIS was primarily due to the programs described above in Total Net Sales. The increase in total costs of sales at MS was primarily due to the classified and SM-3 programs described above in Total Net Sales, partially offset by the EKV program described above in Total Net Sales.

Products and Services Cost of Sales - First Nine Months of 2018 vs. First Nine Months of 2017—The increase in products cost of sales of \$544 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external products cost of sales at MS primarily due to the classified and SM-3 programs described above in Total Net Sales, partially offset by lower external products cost of sales on the EKV program described above in Total Net Sales. The increase in services cost of sales of \$281 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher external services cost of sales at IIS primarily due to the programs described above in Total Net Sales.

General and Administrative Expenses

·	Three Months Ended						ıl Net	
(In millions, except percentages)	Sep 30, Oct 1, 2018 2017 ⁽¹⁾				Oct 2017			
Administrative and selling expenses	\$533	\$ 510	7.8	%	8.1	%		
Research and development expenses	219	178	3.2	%	2.8	%		
Total general and administrative expenses	\$752	\$ 688	11.0	%	10.9	9%		
(1)								

Total general and administrative expenses as a percentage of total net sales in the third quarter of 2018 were relatively consistent with the third quarter of 2017.

Included in administrative and selling expenses is the provision for state income taxes, which generally can be recovered through the pricing of products and services to the U.S. government. Net state income taxes allocated to our contracts were \$9 million in both the third quarters of 2018 and 2017.

The increase in research and development expenses of \$41 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher independent research and development activity, principally at IDS related to next-generation technologies and at SAS related to advanced capabilities.

	Nine Months		% of Tota		al Net	
	Ended	Ended		3		
(In millions, except percentages)		Oct 1,	Sep 3	,		,
, , , , , , , , , , , , , , , , , , , ,	2018		2018		2017	
Administrative and selling expenses	\$1,601	\$1,547	8.1	%	8.3	%
Research and development expenses	593	532	3.0	%	2.9	%
Total general and administrative expenses	\$2,194	\$2,079	11.1	%	11.2	2%
(1)						

Total general and administrative expenses as a percentage of total net sales in the first nine months of 2018 were relatively consistent with the first nine months of 2017.

The increase in administrative and selling expenses of \$54 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to an increase in administrative and selling expenses of \$40 million at Forcepoint principally driven by higher costs for the sales organization due to increased staffing and training and increased general and administrative staffing and professional services fees to increase support capabilities to align with future growth.

Net state income taxes allocated to our contracts were \$26 million and \$22 million in the first nine months of 2018 and 2017, respectively.

The increase in research and development expenses of \$61 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to higher independent research and development activity, principally at

SAS related to advanced capabilities and at IDS related to next-generation technologies.

Total Operating Expenses

	Three Months Ended			Nine Months Ended				
(In millions, except percentages)	Sep 30, 2018		Oct 1, 2017 ⁽¹⁾		Sep 30, 20)18	Oct 1, 2017 ⁽¹⁾	
	\$5,623		\$5,156)	\$16,374		\$15,434	
% of Total Net Sales	82.6	%	82.0	%	83.1	%	83.1	%
(1)								

The increase in total operating expenses of \$467 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to the increase in total cost of sales of \$403 million, the primary drivers of which are described above in Total Cost of Sales.

The increase in total operating expenses of \$940 million in the first nine months of 2018 compared to the first nine months of 2017 was due to the increase in total cost of sales of \$825 million, the primary drivers of which are described above in Total Cost of Sales.

Operating Income

	Three Months Ended			Nine Mo	Ended	Ended		
(In millions, except percentages)	Sep 30, 2018		Oct 1, 2017 ⁽¹⁾		Sep 30, 2018		Oct 1, 2017 ⁽¹⁾	
Operating income	\$1,183		\$1,128	,	\$3,324	Ļ	\$3,131	L
% of Total Net Sales	17.4	%	18.0	%	16.9	%	16.9	%
(1)								

The increase in operating income of \$55 million in the third quarter of 2018 compared to the third quarter of 2017 was due to the increase in total net sales of \$522 million, the primary drivers of which are described above in Total Net Sales, partially offset by the increase in total operating expenses of \$467 million, the primary drivers of which are described above in Total Operating Expenses.

The increase in operating income of \$193 million in the first nine months of 2018 compared to the first nine months of 2017 was due to the increase in total net sales of \$1,133 million, the primary drivers of which are described above in Total Net Sales, partially offset by the increase in total operating expenses of \$940 million, the primary drivers of which are described above in Total Operating Expenses.

Total Non-Operating (Income) Expense, Net

. 3(, .	Three Months Ended			Nine Mor Ended	าร			
(In millions)	Sep 3 2018	0,	Oct 1, 2017		Sep 30, 2018		Oct 1, 2017 ⁽¹⁾	
Non-operating (income) expense, net								
Retirement benefits non-service expense	\$516	<u>, </u>	\$270)	\$993		\$683	
Interest expense	45		48		138		157	
Interest income	(6)	(4)	(21)	(14)	
Other (income) expense, net	(8)	(2)	(6)	26	
Total non-operating (income) expense, net	\$547	•	\$312	2	\$1,104		\$852	
(1)								

The increase in total non-operating (income) expense, net of \$235 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to an increase in retirement benefits non-service expense of \$246 million. The increase in retirement benefits non-service expense was principally driven by the recognition of a non-cash pension settlement charge of \$288 million during the third quarter of 2018, partially offset by a favorable change in the update of our actuarial estimate, which takes into account updated census data. The settlement charge was the acceleration of

actuarial losses previously included in accumulated other comprehensive loss (AOCL) for certain Raytheon-sponsored pension plans that purchased a group annuity contract from an insurance company to transfer \$923 million of our outstanding pension benefit obligations in the third quarter of 2018. See "Note 13: Pension and Other Employee Benefits" within Item 1 of this Form 10-Q for further details.

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As a result of the update of our actuarial estimate in the third quarter of 2018, as described in "Note 13: Pension and Other Employee Benefits" within Item 1 of this Form 10-Q, our 2018 retirement benefits non-service expense will change by an estimated \$14 million of decreased expense, all of which was recorded in the third quarter of 2018.

As a result of the update of our actuarial estimate in the third quarter of 2017, our 2017 retirement benefits non-service expense changed by \$83 million of increased expense, \$60 million of which was recorded in the third quarter of 2017 and \$23 million of which was recorded in the fourth quarter of 2017.

The increase in total non-operating (income) expense, net of \$252 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to an increase in retirement benefits non-service expense of \$310 million, partially offset by a decrease in other (income) expense, net of \$32 million and a decrease in interest expense of \$19 million. The increase in retirement benefits non-service expense was principally driven by the recognition of a non-cash pension settlement charge of \$288 million during the third quarter of 2018. The remaining change primarily related to changes in the discount rate, offset by asset performance and the impact of discretionary pension contributions. The settlement charge was the acceleration of actuarial losses previously included in AOCL for the Raytheon-sponsored pension plans that purchased the group annuity contract as discussed above. The decrease in other (income) expense, net was principally driven by a \$39 million before tax charge associated with the make-whole provision on the early repurchase of long-term debt in the second quarter of 2017. The decrease in interest expense was primarily due to the repurchase of long-term debt in the second quarter of 2017.

Federal and Foreign Income Taxes

	Three Mo Ended	Nine Mont	hs Ended	
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017
Federal and foreign income taxes	\$ (5)	\$248	\$165	\$667
Effective tax rate	(0.8)%	30.4 %	7.4 %	29.3 %

In the third quarter of 2018, the Company recognized a net tax benefit of \$110 million related to the completion of the 2017 tax return and additional amended Research and Development tax credit (R&D tax credit) claims related to the 2014-2016 tax years.

In the third quarter of 2018, we made a discretionary contribution to our pension plans of \$1.25 billion. In the second quarter of 2018, we determined we would make this contribution, and as a result we recorded a net tax benefit of \$95 million in the second quarter of 2018, primarily due to the remeasurement of the related deferred tax asset balance at the 2017 tax rate of 35% versus the 2018 tax rate of 21% since the discretionary contribution was deductible on our 2017 tax return.

On December 22, 2017, the President signed the Tax Cuts and Jobs Act of 2017 (2017 Act) which enacted a wide range of changes to the U.S. corporate income tax system. The 2017 Act reduced the U.S. corporate statutory federal tax rate to 21% effective in 2018, eliminated the domestic manufacturing deduction benefit and introduced other tax base broadening measures, changed rules for expensing and capitalizing business expenditures, established a territorial tax system for foreign earnings as well as a minimum tax on certain foreign earnings, provided for a one-time transition tax on previously undistributed foreign earnings, and introduced new rules for the treatment of certain foreign income, including foreign derived intangible income (FDII). At September 30, 2018, we have not fully completed our accounting for the tax effects of enactment of the 2017 Act. We continue to prepare, review and assess certain information and perform analyses related to the 2017 Act. For a more detailed discussion of the effects of the 2017 Act refer to "Note 14: Income Taxes" within Item 1 of this Form 10-Q.

We recognize excess tax benefits and tax deficiencies related to our equity compensation in the income statement which could result in fluctuations in our effective tax rate period over period depending on the volatility of our stock price and how many awards vest in the period.

Our effective tax rate in the third quarter of 2018 was (0.8)% compared to 30.4% in the third quarter of 2017. The decrease of 31.2% was due to the decrease in the statutory federal rate, which decreased the rate by 14.0%, additional R&D tax credit claims related to the 2014-2017 tax years, which decreased the rate by 10.5%, a prior year true-up primarily due to the remeasurement of the deferred tax asset balance at December 31, 2017, which decreased the rate by 5.8%, FDII, which decreased the rate by 4.7% and the R&D tax credit, which decreased the rate by 2.3%, partially offset by the repeal of the domestic manufacturing deduction, which unfavorably impacted the rate by 2.5%, partnership income, which increased the rate by 1.5% and the foreign rate differential, which increased the rate by 1.2%. The remaining increase of 0.9% is composed of various items which individually or collectively are not significant.

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Our effective tax rate in the third quarter of 2018 was 21.8% lower than the 21% statutory federal rate primarily due to additional R&D tax credit claims related to the 2014-2017 tax years, which decreased the rate by 10.5%, a prior year true-up primarily due to the remeasurement of the deferred tax asset balance at December 31, 2017, which decreased the rate by 5.4%, FDII, which decreased the rate by 4.7% and the R&D tax credit, which decreased the rate by 3.5%, partially offset by the foreign rate differential, which increased the rate by 1.4%. The remaining increase of 0.9% is composed of various items which individually or collectively are not significant.

Our effective tax rate in the third quarter of 2017 was 4.6% lower than the 35% statutory federal rate primarily due to the domestic manufacturing deduction, which decreased the rate by 2.5%, and the R&D tax credit, which decreased the rate by 1.2%. The remaining decrease of 0.9% is composed of various items which individually or collectively are not significant.

Our effective tax rate in the first nine months of 2018 was 7.4% compared to 29.3% in the first nine months of 2017. The decrease of 21.9% was primarily due to the decrease in the statutory federal rate, which decreased the rate by 14.0%, the tax benefit recognized related to the discretionary pension contribution, which decreased the rate by 4.3%, FDII, which decreased the rate by 4.1%, additional R&D tax credit claims related to the 2014-2017 tax years, which decreased the rate by 3.0%, a prior year true-up primarily due to the remeasurement of the deferred tax asset balance at December 31, 2017, which decreased the rate by 1.7% and the R&D tax credit, which decreased the rate by 0.9%, partially offset by the repeal of the domestic manufacturing deduction, which unfavorably impacted the rate by 2.8%, the foreign rate differential, which increased the rate by 1.3%, the one-time transition tax on undistributed foreign earnings, which increased the rate by 0.5% and partnership income, which increased the rate by 0.5%. The remaining increase of 1.0% is composed of various items which individually or collectively are not significant.

Our effective tax rate in the first nine months of 2018 was 13.6% lower than the 21% statutory federal rate primarily due to the tax benefit recognized related to the discretionary pension contribution, which decreased the rate by 4.3%, FDII, which decreased the rate by 4.1%, additional R&D tax credit claims related to the 2014-2017 tax years, which decreased the rate by 3.0%, the R&D tax credit, which decreased the rate by 2.2%, a prior year true-up primarily due to the remeasurement of the deferred tax asset balance at December 31, 2017, which decreased the rate by 1.6% and the tax benefit recognized upon settlement of equity awards, which decreased the rate by 1.5%, partially offset by the foreign rate differential, which increased the rate by 1.3% and the one-time transition tax on undistributed foreign earnings, which increased the rate by 0.5%. The remaining increase of 1.3% is composed of various items which individually or collectively are not significant.

Our effective tax rate in the first nine months of 2017 was 5.7% lower than the 35% statutory federal rate primarily due to the domestic manufacturing deduction, which decreased the rate by 2.8%, the tax benefit recognized upon settlement of equity awards, which decreased the rate by 1.7%, and the R&D tax credit, which decreased the rate by 1.3%. The offsetting increase of 0.1% is composed of various items which individually or collectively are not significant.

Income from Continuing Operations

Three Months Ended Sep 30,Oct 1, 2018 2017 2018 2017 Since Months Ended Sep 30, Oct 1, 2018 2017 2018 2017 $\mathbf{5}$

The increase in income from continuing operations of \$73 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to a decrease of \$253 million in federal and foreign income taxes, related to the decrease in our effective tax rate described above in Federal and Foreign Income Taxes and an increase of \$55 million in operating income, the primary drivers of which are described above in Operating Income, partially offset by an

increase of \$235 million in non-operating (income) expense, net, related to the increase in retirement benefits non-service expense described above in Total Non-Operating (Income) Expense, Net.

The increase in income from continuing operations of \$443 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to a decrease of \$502 million in federal and foreign income taxes principally driven by the decrease in our effective tax rate described above in Federal and Foreign Income Taxes and an increase of \$193 million in operating income, the primary drivers of which are described above in Operating Income, partially offset by an increase of \$252 million in non-operating (income) expense, net, related to the increase in retirement benefits non-service expense described above in Total Non-Operating (Income) Expense, Net.

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Net Income

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Three Months Ended Ended Sep 30,Oct 1, 2018 2017 2018 2017

Net income $641 $567 $2,055 $1,614
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The increase in net income of \$74 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to the \$73 million increase in income from continuing operations, the primary drivers of which are described above in Income from Continuing Operations.

The increase in net income of \$441 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to the \$443 million increase in income from continuing operations, the primary drivers of which are described above in Income from Continuing Operations.

Diluted Earnings Per Share (EPS) from Continuing Operations Attributable to Raytheon Company Common Stockholders

	THIEE IV	10111115	MILLE MOU	1115
	Ended		Ended	
(In millions, except per share amounts)	Sep 30,	Oct 1,	Sep 30,	Oct 1,
(III IIIIIIIIIIII)	2018	2017	2018	2017
Income from continuing operations attributable to Raytheon Company	\$644	\$573	\$2,077	\$1,629
Diluted weighted-average shares outstanding	286.0	291.0	287.5	291.9
Diluted EPS from continuing operations attributable to Raytheon Company	\$2.25	\$1.97	\$7.23	\$5.59

The increase in diluted EPS from continuing operations attributable to Raytheon Company common stockholders of \$0.28 in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to the increase in income from continuing operations described above in Income from Continuing Operations and a decrease in weighted-average shares outstanding, which was affected by the common stock share activity shown in the table below.

The increase in diluted EPS from continuing operations attributable to Raytheon Company common stockholders of \$1.64 in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to the increase in income from continuing operations described above in Income from Continuing Operations and a decrease in weighted-average shares outstanding, which was affected by the common stock share activity shown in the table below. Diluted EPS attributable to Raytheon Company common stockholders was increased by \$0.01 in the first nine months of 2017 for the impact of our redeemable noncontrolling interest redemption value adjustments, as discussed in "Note 4: Earnings Per Share (EPS)" within Item 1 of this Form 10-Q.

Our common stock share activity was as follows:

	Three Months Ended		Nine Mor Ended	nths		
(In millions)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017		
Beginning balance	285.2	290.1	288.4	292.8		
Stock plans activity	_		1.0	1.1		
Share repurchases	(0.7)	(1.1)	(4.9)	(4.9)		
Ending balance	284.5	289.0	284.5	289.0		

Diluted EPS Attributable to Raytheon Company Common Stockholders

Three Months
Ended
Nine Months
Ended

(In millions, except per share amounts)

	Sep 30 , Oct 2018 201	1, Sep 30, 7 2018	Oct 1, 2017
Net income attributable to Raytheon Company	\$644 \$5	72 \$2,077	\$1,631
Diluted weighted-average shares outstanding	286.0 29	1.0 287.5	291.9
Diluted EPS attributable to Raytheon Company	\$2.25 \$1	.97 \$7.23	\$5.60

The increase in diluted EPS attributable to Raytheon Company common stockholders of \$0.28 in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to the \$0.28 increase in diluted EPS from continuing operations attributable to Raytheon Company common stockholders described above in Diluted Earnings Per Share (EPS) from Continuing Operations Attributable to Raytheon Company Common Stockholders.

The increase in diluted EPS attributable to Raytheon Company common stockholders of \$1.63 in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to the \$1.64 increase in diluted EPS from continuing operations attributable to Raytheon Company common stockholders described above in Diluted Earnings Per Share (EPS) from Continuing Operations Attributable to Raytheon Company Common Stockholders. Diluted EPS attributable to Raytheon Company common stockholders was increased by \$0.01 in the first nine months of 2017 for the impact of our redeemable noncontrolling interest redemption value adjustments, as discussed in "Note 4: Earnings Per Share (EPS)" within Item 1 of this Form 10-Q.

SEGMENT RESULTS

We report our results in the following segments: IDS; IIS; MS; SAS; and Forcepoint.

The following provides some context for viewing our segment performance through the eyes of management.

Given the nature of our business, bookings, total net sales and operating income (and the related operating margin percentage), which we disclose and discuss at the segment level, are most relevant to an understanding of management's view of our segment performance, and often these measures have significant interrelated effects, as described below. In addition, we disclose and discuss backlog, which represents future sales that we expect to recognize over the remaining contract period, which is generally several years. We also disclose total operating expenses and the components of total operating expenses within our segment disclosures.

Bookings—We disclose the amount of bookings and notable contract awards for each segment. Bookings generally represent the dollar value of new external contracts awarded to us during the reporting period and include firm orders for which funding has not been appropriated. We believe bookings are an important measure of future performance and are an indicator of potential future changes in total net sales, because we cannot record revenues under a new contract without first having a booking in the current or a preceding period.

Bookings are impacted by the timing and amounts of awards in a given period, which are subject to numerous factors, including: (1) the desired capability by the customer and urgency of customer needs; (2) customer budgets and other fiscal constraints; (3) political and economic and other environmental factors; (4) the timing of customer negotiations; (5) the timing of governmental approvals and notifications; and (6) the timing of option exercises or increases in scope. In addition, due to these factors, quarterly bookings tend to fluctuate from period to period, particularly on a segment basis. As a result, we believe comparing bookings on a quarterly basis or for periods less than one year is less meaningful than for longer periods and that shorter term changes in bookings may not necessarily indicate a material trend.

	Three Mo Ended	onths	Nine Month	ns Ended	
Bookings (in millions)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017	
Integrated Defense Systems	\$2,437	\$412	\$6,573	\$3,274	
Intelligence, Information and Services	2,007	1,910	4,805	5,017	
Missile Systems	2,132	2,501	6,438	5,999	
Space and Airborne Systems	1,925	1,948	5,442	4,481	
Forcepoint	209	186	457	406	
Total	\$8,710	\$6,957	\$23,715	\$19,177	

Included in bookings were international bookings of \$2,521 million and \$886 million in the third quarters of 2018 and 2017, respectively, and \$7,190 million and \$5,043 million in the first nine months of 2018 and 2017, respectively, which included foreign military bookings through the U.S. government. International bookings amounted to 29% and 13% of total bookings in the third quarters of 2018 and 2017, respectively, and 30% and 26% of total bookings in the first nine months of 2018 and 2017, respectively.

We record bookings for not-to-exceed contract awards (e.g., undefinitized contract awards, binding letter agreements) based on reasonable estimates of the expected contract definitization. We subsequently adjust bookings to reflect the actual amounts definitized, or prior to definitization when facts and circumstances indicate that our previously estimated amounts are no longer reasonable. The timing of awards that may cover multiple fiscal years influences the size of bookings in each year. Bookings exclude unexercised contract options and potential orders under ordering-type contracts (e.g., indefinite-delivery, indefinite-quantity (IDIQ) type contracts), and are reduced for contract cancellations and terminations of bookings recognized in the current

year. We reflect contract cancellations and terminations from prior year bookings, as well as the impact of changes in foreign exchange rates, directly as an adjustment to backlog in the period in which the cancellation or termination occurs and the impact is determinable. Contract cancellations and terminations include contract underruns on cost-type programs.

Backlog—We disclose period-end backlog for each segment. Backlog, which is equivalent to our remaining performance obligations, represents the dollar value of firm orders for which work has not been performed. Backlog generally increases with bookings and generally converts into sales as we incur costs under the related contractual commitments. Therefore, we discuss changes in backlog, including any individually significant cancellations, for each of our segments, as we believe such discussion provides an understanding of the awarded but not executed portions of our contracts. Backlog excludes unexercised contract options and potential orders under ordering-type contracts (e.g., IDIQ). Backlog is affected by changes in foreign exchange rates.

Backlog (in millions)	Sep 30, 2018	Dec 31, 2017
Integrated Defense Systems	\$11,148	\$9,186
Intelligence, Information and Services	6,563	6,503
Missile Systems	13,906	13,426
Space and Airborne Systems	9,483	8,611
Forcepoint ⁽¹⁾	499	484
Total	\$41,599	\$38,210
Missile Systems Space and Airborne Systems Forcepoint ⁽¹⁾	13,906 9,483 499	13,426 8,611 484

⁽¹⁾ Forcepoint backlog excludes the unfavorable impact of \$2 million and \$12 million at September 30, 2018 and December 31, 2017, respectively, related to the Acquisition Accounting Adjustments to record acquired deferred revenue at fair value.

Total Net Sales—We generally express changes in total net sales in terms of volume. Volume generally refers to increases or decreases in revenues related to varying amounts of total operating expenses incurred on individual contracts (i.e., from performance against contractual commitments on our bookings related to engineering, production or service activity). Therefore, we discuss volume changes attributable principally to individual programs or product lines unless there is a discrete event (e.g., a major contract termination, natural disaster or major labor strike), or some other unusual item that has a material effect on changes in a segment's volume for a reported period. Due to the nature of our contracts, the amount of costs incurred and related revenues will naturally fluctuate over the lives of our contracts. As a result, in any reporting period, the changes in volume on numerous contracts are likely to be due to normal fluctuations in our engineering, production or service activities, depending on the phase of the contracts' lifecycle.

Total net sales by segment were as follows:

	Three Mor	nths Ended	Nine Months Ended			
Total Net Sales (in millions)	Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017		
Integrated Defense Systems	\$1,493	\$1,391	\$4,496	\$4,251		
Intelligence, Information and Services	1,742	1,543	5,011	4,605		
Missile Systems	2,082	1,945	5,981	5,602		
Space and Airborne Systems	1,695	1,597	4,868	4,760		
Forcepoint	173	170	462	452		
Eliminations	(377)	(355)	(1,110)	(1,077)		
Total business segment sales	6,808	6,291	19,708	18,593		
Acquisition Accounting Adjustments	(2)	(7)	(10)	(28)		
Total	\$6,806	\$6,284	\$19,698	\$18,565		

Total Operating Expenses—We generally disclose operating expenses for each segment in terms of the following: (1) cost of sales—labor; (2) cost of sales—materials and subcontractors; and (3) other costs of sales and other operating

expenses. Included in cost of sales—labor is the incurred direct labor costs associated with the performance of contracts in the current period and any applicable overhead and fringe costs. Included in cost of sales—materials and subcontractors is the incurred direct materials costs, subcontractor costs (which could include effort performed by other Raytheon segments or locations) and applicable overhead allocations in the current period. Included in other costs of sales and other operating expenses is other direct costs not captured in labor or materials and subcontractors costs, such as previously deferred precontract costs recognized in the period, applicable overhead allocations, general and administrative expenses, which include administrative and selling expenses (including bid and proposal costs) and research and development expenses, other direct costs (such as ancillary services and travel expenses) and adjustments for loss contracts.

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Operating Income (and the related operating margin percentage) Estimate at Completion (EAC) adjustments or changes in contract mix and other program performance.—We generally express changes in segment operating income in terms of volume, net changes in Estimate at Completion (EAC) adjustments or changes in contract mix and other program performance.

The impact of changes in volume on operating income excludes the impact of net EAC adjustments and the impact of changes in contract mix and other program performance and is calculated based on changes in costs on individual programs at an overall margin for the segment. As such, changes in volume do not impact operating margins.

Changes in net EAC adjustments relate to changes in operating income and margin due to revisions to total estimated revenues and costs at completion. These changes reflect improved or deteriorated operating performance or award fee rates. For a full description of our EAC process, refer to "Note 3: Changes in Estimates under Percentage of Completion Contract Accounting" within Item 1 of this Form 10-Q. Given that we have thousands of individual contracts and the types and complexity of the assumptions and estimates we must make on an on-going basis, we have both favorable and unfavorable EAC adjustments. We had the following aggregate EAC adjustments for the periods presented:

	Three M	onths	Nine Months		
	Ended		Ended		
EAC Adjustments (in millions)	Sep 30,	Oct 1,	Sep 30,	Oct 1,	
	2018	2017	2018	2017	
Gross favorable	\$264	\$321	\$733	\$786	
Gross unfavorable	(140)	(172)	(365)	(471)	
Total net EAC adjustments	\$124	\$149	\$368	\$315	

Significant EAC adjustments in the third quarters and first nine months of 2018 and 2017 are discussed in the Operating Income and Margin section of each business segment's discussion below. The decrease in net EAC adjustments of \$25 million in the third quarter of 2018 compared to the third quarter of 2017 was primarily due to the decreases in net EAC adjustments at MS and IDS, partially offset by the increases in net EAC adjustments at IIS and SAS. The increase in net EAC adjustments of \$53 million in the first nine months of 2018 compared to the first nine months of 2017 was primarily due to increase in net EAC adjustments at SAS. Refer to the individual segment results for further information.

Changes in contract mix and other program performance refer to changes in operating income and margin due to a change in the relative volume of contracts with higher or lower fee rates such that the overall average margin rate for the segment changes, and other drivers of program performance including margin rate increases or decreases due to EAC adjustments in prior periods. A higher or lower expected fee rate at the initial award of a contract typically correlates to the contract's risk profile, which is often specifically driven by the type of customer and related procurement regulations, the type of contract (e.g., fixed-price vs. cost-plus), the maturity of the product or service and the scope of work. Changes in contract mix and other performance also include all other items which are not related to volume or EAC adjustments (e.g., real estate transactions).

Operating income by segment was as follows:

Three Mo	nths Ended	Nine Months Ended			
Sep 30, 2018	Oct 1, 2017	Sep 30, 2018	Oct 1, 2017		
\$241	\$231	\$776	\$688		
149	112	394	338		
257	280	700	732		
223	212	622	620		
18	23	3	41		
	Sep 30, 2018 \$241 149 257 223	Sep 30, Oct 1, 2018 2017 \$241 \$231 149 112 257 280 223 212	2018 2017 2018 \$241 \$231 \$776 149 112 394 257 280 700 223 212 622		

Eliminations	(45)	(39)	(126) (113)
Total business segment operating income	843	819	2,369 2,306
Acquisition Accounting Adjustments	(30)	(39)	(97) (123)
FAS/CAS Operating Adjustment	365	348	1,072 978
Corporate	5	_	(20) (30)
Total	\$1,183	\$1,128	\$3,324 \$3,131

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Integrated Defense Systems

	Three Months Ended				Nine Months Ended			
(In millions, except percentages)	Sep 30, 2018	Oct 1, 2017	% Cha	ınge	Sep 30, 2018	Oct 1, 2017	% Ch	ange
Total net sales	\$1,493	\$1,391	7.3	%	\$4,496	\$4,251	5.8	%
Total operating expenses								
Cost of sales—labor	534	532	0.4	%	1,627	1,597	1.9	%
Cost of sales—materials and subcontractor	:493	420	17.4	%	1,437			