

TEXTRON INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 07/29/14

Address	40 WESTMINSTER ST PROVIDENCE, RI 02903
Telephone	4014212800
CIK	0000217346
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SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year	01/02

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

TEXTRON INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

05-0315468
(I.R.S. Employer
Identification No.)

**40 Westminister Street
Providence, Rhode Island 02903**
(Address of Principal Executive Offices) (Zip Code)

**Textron Savings Plan
Textron Canada Savings Plan**
(Full Title of the Plan)

**Jayne M. Donegan
Senior Associate General Counsel
Textron Inc.
40 Westminister Street
Providence, Rhode Island 02903**
(Name and Address of Agent for Service)

401-421-2800
(Telephone Number, Including Area Code, of Agent for Service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock .125 par value per share	20,000,000 shares	\$37.775	\$755,500,000	\$97,308.40

(1) This registration statement includes 19,500,000 shares of common stock with respect to the Textron Savings Plan and 500,000 shares with respect to the Textron Canada Savings Plan. Such presently indeterminable number of additional shares of common stock is also registered hereunder as may be issued to prevent dilution resulting from stock splits, stock dividends or other similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the "Act"), on the average of the high and low prices per share of Textron's Common Stock reported on the New York Stock Exchange, Inc. on July 25, 2014.



INTRODUCTION

This registration statement on Form S-8 is filed with the Securities and Exchange Commission by Textron Inc. (“Textron”); it relates to the registration of additional securities of the same class as other securities for which a registration statement is effective relating to the Textron Savings Plan (“TSP”) and the Textron Canada Savings Plan (“TCSP”). Pursuant to General Instruction E of Form S-8, except as otherwise provided herein, this registration statement also incorporates by reference Textron’s registration statement on Form S-8 (Registration No. 333-160944, filed on July 31, 2009) relating to an aggregate of 25,000,000 shares of Textron’s common stock, par value \$.125 per share (“Common Stock”) issuable under the TSP and the TCSP, plus an indeterminate amount of interests to be offered and sold pursuant to the TSP. This Registration Statement relates to an additional (i) 19,500,000 shares of Common Stock to be offered and sold under the TSP and (ii) 500,000 shares of Common Stock to be offered and sold under the TCSP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Except as otherwise provided herein, the contents of Textron’s registration statement on Form S-8 (Registration No. 333-160944), filed with the Securities and Exchange Commission on July 31, 2009, are incorporated by reference herein.

The following documents are incorporated by reference in this registration statement:

- (a) The Textron Savings Plan Annual Report on Form 11-K for the fiscal year ended December 31, 2013 and Textron’s Annual Report on Form 10-K for the fiscal year ended December 28, 2013;
- (b) Textron’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 29, 2014 and June 28, 2014;
- (c) Textron’s Current Reports on Form 8-K filed on January 23, 2014, January 30, 2014, February 28, 2014, March 4, 2014, March 14, 2014 and April 28, 2014;
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the registrant document referred to in (a) above; and

(e) The description of Textron's Common Stock which is contained in the registration statement filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by Textron pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits

- 4.1 Restated Certificate of Incorporation of Textron. Incorporated by reference to Exhibit 3.1 to Textron's Quarterly Report on Form 10-Q for the fiscal quarter ended April 3, 2010.
- 4.2 Certificate of Amendment of Restated Certificate of Incorporation of Textron, filed with the Secretary of State of Delaware on April 27, 2011, incorporated into this registration statement by reference to Exhibit 3.1 to Textron's Quarterly Report on Form 10-Q for the fiscal quarter ended April 2, 2011.
- 4.3 Amended and Restated By-Laws of Textron, effective April 28, 2010, and as further amended April 27, 2011 and July 23, 2013, incorporated into this registration statement by reference to Exhibit 3.2 to Textron's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2013.
- 5 Legal Opinion of Jayne M. Donegan, Senior Associate General Counsel.

Note: Textron undertakes that it will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner, and has made or will make all changes required by the IRS in order to qualify the Plan.

- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Jayne M. Donegan is included in her legal opinion filed as Exhibit 5 hereof.
- 24 Power of Attorney (included on the signature page hereof).

<u>/s/ Ivor J. Evans</u> Ivor J. Evans	Director	July 22, 2014
<u>/s/ Lawrence K. Fish</u> Lawrence K. Fish	Director	July 22, 2014
<u>/s/ Paul E. Gagné</u> Paul E. Gagné	Director	July 22, 2014
<u>/s/ Dain M. Hancock</u> Dain M. Hancock	Director	July 22, 2014
<u>/s/ Lord Powell of Bayswater KCMG</u> Lord Powell of Bayswater KCMG	Director	July 22, 2014
<u>/s/ Lloyd G. Trotter</u> Lloyd G. Trotter	Director	July 22, 2014
<u>/s/ James L. Ziemer</u> James L. Ziemer	Director	July 22, 2014
<u>/s/ Frank T. Connor</u> Frank T. Connor	Executive Vice President and Chief Financial Officer (principal financial officer)	July 22, 2014
<u>/s/ Mark S. Bamford</u> Mark S. Bamford	Vice President and Corporate Controller (principal accounting officer)	July 22, 2014

Pursuant to the requirements of the Securities Act of 1933, Textron Inc., as Plan Administrator, has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Providence, State of Rhode Island on July 22, 2014.

TEXTRON INC., as Plan Administrator for
the Textron Savings Plan and for the
Textron Canada Savings Plan

By: /s/ Frank T. Connor
Frank T. Connor,
Executive Vice President
And Chief Financial Officer

Date: July 22, 2014

EXHIBIT INDEX

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July 28, 2014

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W
Washington, DC 20549

Re: Registration Statement on Form S-8

Dear Sir/Madam:

I am Senior Associate General Counsel of Textron Inc., a Delaware corporation ("Textron"). As such I have acted as its counsel in connection with the preparation and filing by Textron of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 with respect to the registration of 20,000,000 additional shares of its Common Stock, par value \$.125 per share (the "Securities"), including 19,500,000 shares which may be sold pursuant to the Textron Savings Plan and 500,000 shares which may be sold pursuant to the Textron Canada Savings Plan.

I am familiar with Textron's Restated Certificate of Incorporation and Amended and Restated By-laws, each as amended to date, and I have examined such corporate proceedings of Textron and such matters of law as I have deemed necessary to enable me to render this opinion.

Based upon the foregoing, it is my opinion that when the Securities have been sold as described in the Registration Statement, they will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Jayne M. Donegan

Jayne M. Donegan
Senior Associate General Counsel

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Textron Savings Plan of our reports (a) dated February 14, 2014, with respect to the consolidated financial statements of Textron Inc. incorporated by reference in its Annual Report (Form 10-K) and the related financial statements schedules included therein, for the year ended December 28, 2013, and (b) dated June 25, 2014, with respect to the financial statements and schedules of the Textron Savings Plan included in its Annual Report (Form 11-K), for the year ended December 31, 2013, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
July 23, 2014
