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

FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

RTX CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
1000 Wilson Blvd, Arlington, Virginia
(Address of Principal Executive Offices)

06-0570975
(I.R.S. Employer
Identification No.)
22209
(Zip Code)

**RAYTHEON TECHNOLOGIES CORPORATION 2018 LONG-TERM INCENTIVE
PLAN, AS AMENDED AND RESTATED EFFECTIVE APRIL 26, 2021**
(Full title of the Plans)

Ramsaran Maharajh
Executive Vice President and General Counsel
RTX Corporation
1000 Wilson Blvd.
Arlington, Virginia 22209
(781) 522-3000
(Name, address and telephone number of agent for service)

With copies to:

Joshua R. Cammaker
Erica E. Bonnett
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

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 under the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information required by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Raytheon Technologies Corporation 2018 Long-Term Incentive Plan, as amended and restated effective April 26, 2021 (the “Plan”) as required by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- RTX Corporation’s (the “Company”) Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on February 7, 2023;
- the Company’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2023, filed with the Commission on [April 25, 2023](#), and June 30, 2023, filed with the Commission on [July 25, 2023](#);
- the Company’s Current Reports on Form 8-K filed with the Commission on [July 17, 2023](#), [May 4, 2023](#), [February 27, 2023](#), [February 21, 2023](#), [January 24, 2023](#) (second filing) and [January 17, 2023](#); and
- the description of the Company’s common stock contained in its registration statement on [Form S-3ASR](#) (File No. 333-267564) as filed with the Commission on September 22, 2022, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or 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 or incorporated by reference herein or in any subsequently filed document that is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The legality of the securities offered pursuant to this Registration Statement has been passed on by Zachary R. Osborne, Esq., Vice President and Associate General Counsel of the Company. Mr. Osborne is a shareowner of the Company's common stock, holds equity awards under the Company's equity compensation plans and is eligible to receive awards under the Plan.

Item 6. Indemnification of Directors and Officers.

Section 6.5 of the Company's bylaws requires the Company to indemnify and hold harmless, to the full extent permitted from time to time under the General Corporation Law of the State of Delaware (the "DGCL"), each person who is made or threatened to be made a party to (or, in the case of directors and officers, otherwise involved in) any threatened, pending or completed action, suit, arbitration, alternative dispute resolution procedure, legislative hearing or inquiry or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee or officer of the Company. Such indemnification will cover all expenses, liabilities and losses reasonably incurred by such individuals.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Subsection (d) of Section 145 of the DGCL provides that any indemnification under subsections (a) and (b) of Section 145 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by the majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the shareowners.

Section 145 of the DGCL further provides that to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith and that such expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in Section 145 of the DGCL; that any indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

As authorized in accordance with the Company's bylaws, the Company has purchased and maintains at its expense on behalf of directors and officers insurance, within certain limits, covering liabilities which may be incurred by them in such capacities.

Any agreements that the Company enters into with respect to the sale of securities may also provide for indemnification provisions.

Article NINTH of the Amended and Restated Certificate of Incorporation of the Company provides that a director or officer of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, respectively, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) of a director under Section 174 of the Delaware General Corporation Law for payment of unlawful dividends or unlawful stock repurchases or redemption, (iv) for any transaction from which the director or officer derived an improper personal benefit, or (v) of an officer in any action by or in the right of the Company.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 [Amended and Restated Certificate of Incorporation of the Company, dated May 3, 2023, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K \(Commission file number 1-812\) filed with the SEC on May 4, 2023.](#)
- 4.2 [Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, dated July 17, 2023, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K \(Commission file number 1-812\) filed with the SEC on July 17, 2023.](#)
- 4.3 [Amended and Restated Bylaws of the Company, dated July 17, 2023, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K \(Commission file number 1-812\) filed with the SEC on July 17, 2023.](#)
- 4.4 [Raytheon Technologies Corporation 2018 Long-Term Incentive Plan, as amended and restated effective April 26, 2021, incorporated by reference to Appendix D to the Company's Notice and Proxy Statement for the 2021 Annual Meeting of Shareowners \(Commission file number 1-812\) filed with the SEC on March 12, 2021.](#)
- 5.1 [Opinion of Zachary R. Osborne, Esq., Vice President, Assistant Corporate Secretary & Associate General Counsel.*](#)
- 15.1 [Awareness Letter of PricewaterhouseCoopers LLP, Independent Public Registered Accounting Firm for the Company.*](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP, Independent Public Registered Accounting Firm for the Company.*](#)
- 23.2 [Consent of Zachary R. Osborne, Esq. \(included in Exhibit 5.1\).*](#)
- 24.1 [Powers of Attorney of Directors of the Company \(incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form S-8 \(Commission file number 333-273414\) filed with the SEC on July 25, 2023\).](#)
- 107 [Calculation of Filing Fee Table.*](#)

* Filed herewith

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; *provided*

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant: Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Arlington, Commonwealth of Virginia, on July 25, 2023.

RTX CORPORATION

By: /s/ Ramsaran Maharajh

Name: Ramsaran Maharajh
Title: Executive Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on this 25th day of July, 2023:

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Gregory J. Hayes</u> Gregory J. Hayes | Chairman and Chief Executive Officer |
| <u>/s/ Neil G. Mitchill Jr.</u> Neil G. Mitchill Jr. | Executive Vice President and Chief Financial Officer |
| <u>/s/ Amy L. Johnson</u> Amy L. Johnson | Corporate Vice President and Controller |
| <u>*</u> Tracy A. Atkinson | Director |
| <u>*</u> Leanne G. Caret | Director |
| <u>*</u> Bernard A. Harris Jr. | Director |
| <u>*</u> George R. Oliver | Director |
| <u>*</u> Robert K. Ortberg | Director |
| <u>*</u> Dinesh C. Paliwal | Director |
| <u>*</u> Ellen M. Pawlikowski | Director |
| <u>*</u> Denise L. Ramos | Director |
| <u>*</u> Fredric G. Reynolds | Director |

*

Director

Brian C. Rogers

*

Director

James A. Winnefeld, Jr.

*

Director

Robert O. Work

* Ramsaran Maharajh, by signing his name hereto, does hereby sign this Registration Statement on behalf of the directors of the registrant above whose name asterisks appear, pursuant to powers of attorney duly executed by such directors and filed with the Commission.

By: /s/ Ramsaran Maharajh

Ramsaran Maharajh

Attorney-in-Fact

July 25, 2023

The Board of Directors
RTX Corporation
1000 Wilson Blvd.
Arlington, Virginia 22209

Ladies and Gentlemen:

This opinion is furnished in connection with the filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") by RTX Corporation (the "Corporation") under the Securities Act of 1933, as amended (the "Securities Act"), for the offer and sale of up to 75,000,000 shares of the Corporation's common stock, par value \$1.00 per share (the "Shares"), issuable under the Raytheon Technologies Corporation 2018 Long-Term Incentive Plan, as amended and restated effective April 26, 2021 (the "Plan").

I have acted as counsel to the Corporation in connection with certain matters relating to the Plan, including the registration of the Shares. I have reviewed such corporate proceedings relating thereto and have examined such records, certificates and other documents and considered such questions of law as I have deemed necessary in giving this opinion, including:

- (i) the Corporation's Amended and Restated Certificate of Incorporation, dated as of May 3, 2023;
- (ii) the Corporation's Certificate of Amendment of Amended and Restated Certificate of Incorporation, dated as of July 17, 2023;
- (iii) the Corporation's Amended and Restated Bylaws, dated as of July 17, 2023;
- (iv) certain resolutions adopted by the Board of Directors of the Corporation;
- (v) a copy of the Plan; and
- (vi) the Registration Statement.

In examining the foregoing documents, I have assumed all signatures are genuine, that all documents purporting to be originals are authentic, that all copies of documents conform to the originals and that the representations and statements included therein are accurate.

I have relied as to certain matters on information obtained from public officials, officers of the Corporation and other sources I believe to be responsible.

Based on the foregoing, it is my opinion that the Shares have been duly authorized, and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I do not express any opinion herein on any laws other than the Delaware General Corporation Law.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the aforementioned Registration Statement and to the reference to my name under the heading "Interests of Named Experts and Counsel" in the Registration Statement and any amendments thereto. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Zachary R. Osborne

Zachary R. Osborne

Vice President, Assistant Corporate Secretary & Associate
General Counsel



July 25, 2023

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our reports dated April 25, 2023 and July 25, 2023 on our reviews of interim financial information of RTX Corporation (formerly known as Raytheon Technologies Corporation), which are included in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023 are incorporated by reference in this Registration Statement on Form S-8.

Very truly yours,

/s/ Pricewaterhouse Coopers LLP
Boston, Massachusetts

*PricewaterhouseCoopers LLP, 101 Seaport Boulevard Suite 500 Boston, Massachusetts 02210
T: 617 530 5000, www.pwc.com/us*

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of RTX Corporation (formerly known as Raytheon Technologies Corporation) of our report dated February 6, 2023 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Raytheon Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
July 25, 2023

Calculation of Filing Fee Tables

Form S-8

(Form Type)

RTX Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| | Security Type | Security Class Title | Fee Calculation or Carry Forward Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|------------------------------------|---------------|---|---------------------------------------|-------------------|--|----------------------------------|----------------------|----------------------------|
| Newly Registered Securities | | | | | | | | |
| Fees to Be Paid | Equity | Common Stock, \$1.00 par value per share(1) | Rule 457(c) and 457(h) | 75,000,000 | \$96.63(2) | \$7,247,250,000 | \$110.20 per million | \$798,646.95 |
| TOTAL | — | — | — | | — | \$7,247,250,000 | \$110.20 per million | \$798,646.95 |

- (1) RTX Corporation (the “Company”) is filing this Registration Statement to register 75,000,000 shares of common stock, \$1.00 par value per share (“Common Stock”), for issuance under the Raytheon Technologies Corporation 2018 Long-Term Incentive Plan, as amended and restated effective April 26, 2021 (the “Plan”), which are in addition to Common Stock previously registered in connection with the Plan on the Registration Statement on Form S-8 filed with the Commission on June 22, 2018 (File No. 333-225839). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of Company’s Common Stock that become issuable under the Plan set forth herein by reason of any stock split, stock dividend, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Company’s Common Stock, as applicable.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Company’s Common Stock as reported on the New York Stock Exchange on July 20, 2023, which date is within five business days prior to filing this Registration Statement.