

ELECTRIC BOAT CORP  
 Form 424B5  
 November 05, 2012  
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Filed Pursuant to Rule 424(b)(5)  
 Registration No. 333-178406

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Offering Price Per Unit (1)	Proposed Maximum	Amount of Registration Fee (1)
			Proposed Maximum Aggregate Offering Price	
1.000% Notes due 2017	\$ 900,000,000	99.376%	\$894,384,000	\$121,994
2.250% Notes due 2022	\$ 1,000,000,000	98.987%	\$989,870,000	\$135,018
3.600% Notes due 2042	\$ 500,000,000	99.580%	\$497,900,000	\$67,914
Guarantees	\$ 2,400,000,000	N/A (2)	N/A (2)	N/A (2)

- (1) This registration fee is calculated pursuant to Rule 457(o) under the Securities Act.
- (2) No separate consideration will be received for any guarantees. Pursuant to Rule 457(n), no separate fee is required to be paid in respect of the guarantees of the debt securities which are being registered concurrently.

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**Prospectus Supplement**

(To Prospectus dated December 9, 2011)

**\$900,000,000 1.000% Notes due 2017**

**\$1,000,000,000 2.250% Notes due 2022**

**\$500,000,000 3.600% Notes due 2042**

Interest payable May 15 and November 15

We are offering \$900,000,000 aggregate principal amount of 1.000% notes due 2017 (the 2017 notes ), \$1,000,000,000 aggregate principal amount of 2.250% notes due 2022 (the 2022 notes ) and \$500,000,000 aggregate principal amount of 3.600% notes due 2042 (the 2042 notes, and together with the 2017 notes and the 2022 notes, the notes ).

We will pay interest on the notes on May 15 and November 15 of each year, beginning May 15, 2013. The notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 above that amount. We may redeem the notes, in whole or in part, at any time prior to their maturity at the applicable redemption prices described in this prospectus supplement.

The notes will be unsecured and will rank equally with all our other existing and future unsecured indebtedness and senior in right of payment to all of our other existing and future subordinated indebtedness. Our obligations under the notes will be fully and unconditionally guaranteed by certain of our subsidiaries in accordance with the terms of the indenture under which the notes will be issued. The guarantees will rank equally in right of payment with each other and all other existing and future senior unsecured indebtedness of such guarantors.

The notes are new issues of securities with no established trading market. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for the notes to be quoted on any quotation system.

See **Risk factors** beginning on page S-3 for a discussion of certain risks that you should consider in connection with an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Per 2017 Note</b>	<b>Total</b>	<b>Per 2022 Note</b>	<b>Total</b>	<b>Per 2042 Note</b>	<b>Total</b>
Price to Public (1)	99.376%	\$ 894,384,000	98.987%	\$ 989,870,000	99.580%	\$ 497,900,000
Underwriting Discounts	0.350%	\$ 3,150,000	0.450%	\$ 4,500,000	0.875%	\$ 4,375,000
Proceeds, Before Expenses, to us (1)	99.026%	\$ 891,234,000	98.537%	\$ 985,370,000	98.705%	\$ 493,525,000

(1) Plus accrued interest from November 6, 2012, if settlement occurs after that date.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company and its participants, including Euroclear Bank S.A., N.V. and Clearstream Banking, société anonyme, on or about November 6, 2012.

*Joint Book-Running Managers*

**BofA Merrill Lynch**

**J.P. Morgan**

**RBS**

**Wells Fargo Securities**

*Senior Co-Managers*

**The Williams Capital Group, L.P.**

**Lloyds Securities**

**Mitsubishi UFJ Securities**

**Mizuho Securities**

**US Bancorp**

*Co-Managers*

**ANZ Securities**

**Barclays**

**BNY Mellon Capital Markets, LLC**

**PNC Capital Markets LLC**

**SMBC Nikko**

**SunTrust Robinson Humphrey**

**TD Securities**

**Scotiabank**

**Credit Suisse**

November 1, 2012

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**You should read this prospectus supplement, the accompanying prospectus and any related free writing prospectus prepared by or on behalf of us or to which we have referred you carefully before you invest in the notes. These documents contain or incorporate by reference important information you should consider before making your investment decision. This prospectus supplement contains specific information about the notes being offered and the accompanying prospectus contains a general description of the notes. This prospectus supplement may add, update or change information in the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference, is accurate as of any date other than the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those respective dates.**

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or the solicitation of an offer to buy, any securities other than the registered securities to which they relate, nor do this prospectus supplement and the accompanying prospectus constitute an offer to sell or a solicitation of an offer to buy these securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

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References to we, us, our or the Company are to General Dynamics Corporation, unless we expressly indicate otherwise. Reference to General Dynamics means General Dynamics Corporation, together with our consolidated subsidiaries, including the Guarantors. Guarantors means, initially, American Overseas Marine Company, LLC, Bath Iron Works Corporation, Electric Boat Corporation, General Dynamics Armament and Technical Products, Inc., General Dynamics Government Systems Corporation, General Dynamics Land Systems Inc., General Dynamics Ordnance and Tactical Systems, Inc., Gulfstream Aerospace Corporation, and National Steel and Shipbuilding Company.

References to dollars or \$ in this prospectus supplement and the accompanying prospectus are to U.S. dollars.

## **Where You Can Find More Information**

We file annual, quarterly and current reports, proxy statements and other information with the U.S. Securities and Exchange Commission (the SEC). You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically, including General Dynamics Corporation. Except as expressly set forth in the paragraph below, we are not incorporating the contents of the SEC website into this prospectus supplement.

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference into this prospectus supplement the documents listed below that we have filed with the SEC (File No. 1-3671) and any future filings made with the SEC by us under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, until we sell all of the securities (other than filings or portions of filings that are furnished under applicable SEC rules rather than filed):

Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed on February 17, 2012;

Quarterly Report on Form 10-Q for the fiscal quarters ended April 1, 2012, July 1, 2012, and September 30, 2012, filed on May 1, 2012, August 1, 2012 and October 30, 2012, respectively; and

Current Reports on Form 8-K filed on March 8, 2012, March 13, 2012, May 3, 2012 and June 6, 2012.

You may request a copy of these filings at no cost, by writing or telephoning the office of:

General Dynamics Corporation

2941 Fairview Park Drive, Suite 100

Falls Church, Virginia 22042-4513

Attention: Corporate Secretary

Telephone: (703) 876-3000

You may also find additional information about us, including the documents mentioned above, on our website at [www.generaldynamics.com](http://www.generaldynamics.com). The information included on or linked to this website or any website referred to in any document incorporated by reference into this prospectus supplement is not a part of this prospectus supplement or the accompanying prospectus.

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**Risk Factors**

*In addition to the information contained elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus, you should carefully consider the risk factors identified below in evaluating an investment in the notes.*

**Risks Relating to Our Business**

You should carefully consider the following risks, which are discussed under the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, as supplemented by revisions contained in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012:

our dependence on the U.S. government for a significant portion of our revenues and potential changes to future defense spending as a result of the Budget Control Act of 2011 or other actions taken by Congress to reduce the deficit;

the fact that U.S. government contracts are not always fully funded at inception and are subject to termination;

the fact that, as a government contractor, we are subject to audit by the U.S. government;

the fact that our Aerospace group is subject to changing customer demand for business aircraft;

the dependence of our earnings and margins on our ability to perform under our contracts;

the dependence of our earnings and margins in part on subcontractor and vendor performance;

the fact that international sales and operations are subject to greater risks that sometimes are associated with doing business in foreign countries;

the dependence of our future success, in part, on our ability to develop new products and technologies and maintain a qualified workforce to meet the needs of our customers;

the fact that we have made and expect to continue to make investments, including acquisitions and joint ventures, that involve risks and uncertainties; and

the fact that our business could be negatively impacted by cyber security events and other disruptions.

**Risks Relating to the Notes**

Because we are a holding company, we depend on the ability of our subsidiaries to generate cash, in the form of intercompany credits, loans, dividends or otherwise, to meet our debt service obligations, including our obligations under the notes, and for other general corporate purposes. Intercompany credits, dividends, loans or other distributions to us from our subsidiaries may be subject to future contractual or other restrictions, and will depend upon the results of operations of those subsidiaries and may be subject to other business considerations. Although the notes are guaranteed by the Guarantors, if such guarantees were voided or held to be unenforceable, the Guarantors would have no obligation to pay any

amounts due on the notes or to make any funds available.

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## **General Dynamics Corporation**

General Dynamics is an aerospace and defense company that offers a broad portfolio of products and services in business aviation; combat vehicles, weapons systems and munitions; military and commercial shipbuilding; and communications and information technology.

General Dynamics operates through four business groups Aerospace, Combat Systems, Marine Systems and Information Systems and Technology.

### **Aerospace**

Our Aerospace group designs, manufactures and outfits a comprehensive family of large- and mid-cabin Gulfstream business-jet aircraft, provides aircraft services (including maintenance and repair work, fixed-based operations (FBO) and aircraft management services) and performs aircraft completions for aircraft produced by other original equipment manufacturers (OEMs). With more than 50 years of experience at the forefront of the business-jet aviation market, the Aerospace group is known for:

superior aircraft design, quality, performance, safety and reliability;  
technologically advanced cockpit and cabin systems; and  
industry-leading product service and support.

### **Combat Systems**

Our Combat Systems group is a global leader in the design, development, production, support and enhancement of tracked and wheeled military vehicles, weapons systems and munitions for the United States and its allies. The group's product lines include:

wheeled combat and tactical vehicles;  
main battle tanks and tracked infantry vehicles;  
munitions and propellant;  
rockets and gun systems;  
drivetrain components and aftermarket parts; and  
support and sustainment services.

### **Marine Systems**

Our Marine Systems group designs, builds and supports submarines and surface ships. The group is one of two primary shipbuilders for the U.S. Navy. The group's diverse portfolio of platforms and capabilities includes:

nuclear-powered submarines (Virginia Class);  
surface combatants (DDG-51 and DDG-1000);  
auxiliary and combat-logistics ships (T-AKE and MLP);  
commercial ships (Jones Act ships);  
design and engineering support (Ohio class submarine replacement); and  
overhaul, repair and lifecycle support services.

### **Information Systems and Technology**

Our Information Systems and Technology group provides critical technologies, products and services that support a wide range of government and commercial communication and information-sharing needs. The group consists of a three-part portfolio centered on tactical communication systems, information technology and related services and intelligence, surveillance and reconnaissance systems.



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*Tactical communication systems* The group designs, manufactures and delivers secure communications systems, command-and-control systems and operational hardware to customers within the U.S. Department of Defense, the intelligence community and federal civilian agencies, and to international customers. Our leadership in this market results from decades of domain expertise with legacy systems, incumbency on today's programs and continuous innovation that encompasses key technologies at the center of our customers' missions. The group's solutions include:

information assurance and encryption technologies, products, systems and services that ensure the security and integrity of digital communications worldwide;  
battlespace command-and-control systems;  
digital switching, broadband networking and automated network management; and  
fixed and mobile radio and satellite communications systems and antenna technologies.

*Information technology services* The group provides mission-critical information technology (IT) and highly specialized mission-support services to the U.S. defense and intelligence communities, the Departments of Homeland Security, Health and Human Services and other federal civilian agencies, and commercial and international customers. The group specializes in:

mission-operations simulation and training systems and services;  
large-scale data center consolidation and modernization;  
health information technology solutions and services; and  
secure wireless and wire-line networks and enterprise infrastructure.

*Intelligence, surveillance and reconnaissance systems* The group also provides mission-related systems development, integration and operations support to customers in the U.S. defense, intelligence and homeland security communities, and to U.S. allies. These offerings include:

cyber security services and products;  
open-architecture mission systems;  
signals and information collection, processing and distribution systems;  
imagery solutions, sensors and cameras; and  
special-purpose computing.

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The estimated net proceeds of the offering of the notes, after deducting underwriting discounts and our expenses, are expected to be approximately \$2.4 billion. We anticipate using the net proceeds of the offering, together with cash on hand, if necessary, to redeem \$1.0 billion principal amount of our 4.250% Notes due 2013 (the 2013 Notes), \$1.0 billion principal amount of our 5.25% Notes due 2014 (the 2014 Notes) and \$400 million principal amount of our 5.375% Notes due 2015 (the 2015 Notes) and for general corporate purposes.

Certain of the underwriters or their affiliates may hold positions in the 2013 Notes, the 2014 Notes and/or the 2015 Notes and, accordingly, may receive a portion of the net proceeds of this offering. See Underwriting.

**Consolidated Ratio of Earnings to Fixed Charges**

The following table shows our ratio of earnings to fixed charges for each of the periods indicated:

	Year ended December 31,					Nine months ended September 30,		
	2007	2008	2009	2010	2011	Pro Forma 2011	2012	Pro Forma 2012
Ratio of earnings to fixed charges	15.8	18.1	14.6	15.9	15.9	21.7(1)	14.4	19.4(1)

- (1) A pro forma ratio is required if proceeds of the offering will be used to redeem outstanding debt and the assumed application of the proceeds would change the ratio of earnings to fixed charges by more than 10 percent. The pro forma ratio for the year ended December 31, 2011, and the nine months ended September 30, 2012, assumes the transactions had occurred at the beginning of the period, resulting in a decrease in interest expense. It does not reflect any expense associated with redeeming the outstanding debt at its current market price. For the purpose of computing the ratio of earnings to fixed charges, earnings consist of pre-tax income from continuing operations, adjusted to add back fixed charges. Fixed charges consist of pre-tax interest on all indebtedness and an estimate of interest within rental expense.

**Table of Contents****Capitalization**

The following table sets forth the unaudited consolidated capitalization of General Dynamics (a) at September 30, 2012 on a historical basis and (b) at September 30, 2012 as adjusted to give effect to the offering of the notes and the assumed use of the net proceeds therefrom together with cash on hand to pay the estimated redemption price with respect to our planned redemption of \$1.0 billion principal amount of our 4.250% Notes due 2013, \$1.0 billion principal amount of our 5.25% Notes due 2014 and \$400 million principal amount of our 5.375% Notes due 2015. You should read this table in conjunction with financial data contained elsewhere in this prospectus supplement and the consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Report on Form 10-Q for the nine-month period ended September 30, 2012, which are incorporated by reference into this prospectus supplement.

(Dollars in millions)	September 30, 2012	
	Actual	As adjusted
Cash and cash equivalents	\$ 2,874	\$ 2,739
Debt		
Short-term debt and current portion of long-term debt	\$ 1,001	\$ 1
Long-term debt	\$ 2,924	\$ 1,525
2017 Notes offered hereby	\$	\$ 900
2022 Notes offered hereby	\$	\$ 1,000
2042 Notes offered hereby	\$	\$ 500
Total long-term debt	\$ 2,924	\$ 3,925
Total debt	\$ 3,925	\$ 3,926
Shareholders' equity		
Common stock, including surplus	\$ 2,453	\$ 2,453
Retained earnings	\$ 20,170	\$ 20,088
Treasury stock	\$ (6,194)	\$ (6,194)
Accumulated other comprehensive income	\$ (2,157)	\$ (2,157)
Total shareholders' equity	\$ 14,272	\$ 14,190
Total capitalization	\$ 18,197	\$ 18,116

**Table of Contents****Selected Financial Data**

The following table presents selected historical consolidated financial data derived from the consolidated financial statements and related notes thereto of General Dynamics for each of the periods presented. The following data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Report on Form 10-Q for the nine-month period ended September 30, 2012, which are incorporated by reference into this prospectus supplement. Results presented for the nine-month periods ended October 2, 2011 and September 30, 2012 are unaudited and are not necessarily indicative of full-year results.

(Dollars and shares in millions, except per share and employee amounts)	Year ended December 31,					Nine months ended	
	2007	2008	2009	2010	2011	October 2, 2011 (unaudited)	September 30, 2012 (unaudited)
<b>Summary of Operations</b>							
Revenues	\$ 27,240	\$ 29,300	\$ 31,981	\$ 32,466	\$ 32,677	\$ 23,530	\$ 23,435
Operating costs and expenses	24,127	25,647	28,306	28,521	28,851	20,654	20,700
Interest, net	(70)	(66)	(160)	(157)	(141)	(103)	(115)
Provision for income taxes, net	967	1,126	1,106	1,162	1,166	858	814
Earnings from continuing operations	2,080	2,478	2,407	2,628	2,552	1,949	1,798
Discontinued operations, net of tax	(8)	(19)	(13)	(4)	(26)	(26)	-
Net earnings	2,072	2,459	2,394	2,624	2,526	1,923	1,798
<b>Basic earnings per share:</b>							
Continuing operations	5.14	6.26	6.24	6.89	7.01	5.31	5.08
Net earnings	5.12	6.21	6.21	6.88	6.94	5.24	5.08
<b>Diluted earnings per share:</b>							
Continuing Operations	5.10	6.22	6.20	6.82	6.94	5.26	5.04
Net earnings	5.08	6.17	6.17	6.81	6.87	5.19	5.04
Cash dividends declared per common share	1.16	1.40	1.52	1.68	1.88	1.41	1.53
<b>Financial Position</b>							
Cash and equivalents	\$ 2,891	\$ 1,621	\$ 2,263	\$ 2,613	\$ 2,649	\$ 1,540	\$ 2,874
Property, plant and equipment, net	2,472	2,872	2,912	2,971	3,284	3,063	3,345
Total assets	25,733	28,373	31,077	32,545	34,883	33,408	35,503
Short- and long-term debt	2,791	4,024	3,864	3,203	3,930	4,129	3,925
Shareholders' equity	11,768	10,053	12,423	13,316	13,232	13,619	14,272
Book value per share(a)	29.13	26.00	32.21	35.79	37.12	38.24	40.42
<b>Other Information</b>							
Funded backlog	\$ 37,194	\$ 51,712	\$ 45,856	\$ 43,379	\$ 44,699	\$ 45,901	\$ 43,219
Total backlog	46,832	74,127	65,545	59,561	57,410	58,523	51,458
Shares outstanding	404.0	386.7	385.7	372.1	356.4	356.1	353.1
<b>Weighted average shares outstanding:</b>							
Basic	404.4	396.2	385.5	381.2	364.1	366.8	354.2
Diluted	408.1	398.7	387.9	385.2	367.5	370.2	356.5
Active employees	83,500	92,300	91,700	90,000	95,100	94,700	93,700

Note: Prior year amounts have been reclassified for discontinued operations.

(a) Book value per share is calculated as total equity divided by total outstanding shares as of period end.

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**Description of the Notes and Guarantees**

The 2017 notes, the 2022 notes and the 2042 notes will each be issued as a separate series under an indenture dated as of August 27, 2001, as supplemented and amended, including by the seventh supplemental indenture to be dated on or about November 6, 2012 with respect to the notes, by and among us, the Guarantors and The Bank of New York Mellon (formerly The Bank of New York), as trustee (collectively, the Indenture ).

The following summary of the material terms of the Indenture does not purport to be complete and does not contain all the information that may be important to you. The following description of the specific terms of the notes and the guarantees is qualified in its entirety by reference to the provisions of the Indenture. Capitalized and other terms not otherwise defined in this prospectus supplement will have the meanings given to them in the Indenture. You may obtain a copy of the Indenture from us upon request.

The 2017 notes will be issued in an initial aggregate principal amount of \$900,000,000 and will bear interest at the rate of 1.000% per annum. The 2022 notes will be issued in an initial aggregate principal amount of \$1,000,000,000 and will bear interest at the rate of 2.250% per annum. The 2042 notes will be issued in an initial aggregate principal amount of \$500,000,000 and will bear interest at the rate of 3.600% per annum.

The notes will be issued only in registered form, without coupons, in denominations of \$2,000 and integral multiples of \$1,000 above that amount. The notes will be our unsecured senior obligations and, as such, will rank *pari passu* in right of payment with all of our other existing and future senior unsecured indebtedness and senior in right of payment to all of our existing and future subordinated indebtedness.

The notes will be guaranteed by each of the Guarantors, which guarantees will rank *pari passu* in right of payment with each other and all other existing and future senior unsecured indebtedness of such Guarantors. See Capitalization in this prospectus supplement.

**General**

The specific terms of the notes are set forth below:

Title: 1.000% notes due 2017, 2.250% notes due 2022 and 3.600% notes due 2042.

Initial principal amount being issued: \$900,000,000 aggregate principal amount of 2017 notes, \$1,000,000,000 aggregate principal amount of 2022 notes and \$500,000,000 aggregate principal amount of 2042 notes.

Maturity dates: November 15, 2017 with respect to the 2017 notes, November 15, 2022 with respect to the 2022 notes, and November 15, 2042 with respect to the 2042 notes.

Date interest starts accruing: November 6, 2012.

Interest payment dates: May 15 and November 15.

First interest payment date: May 15, 2013.

Regular record dates for interest: May 1 and November 1.

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Form of notes: Each series of notes will be in the form of one or more global notes that we will deposit with or on behalf of The Depository Trust Company (the Depository ).

Sinking fund: The notes will not be subject to any sinking fund.

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Status: The 2017 notes, the 2022 notes and the 2042 notes will each constitute a series of our unsecured senior debt securities.

Guarantees: The notes will be fully and unconditionally guaranteed on a senior basis by the Guarantors.

## **Optional Redemption**

Each series of the notes will be redeemable, as a whole or in part, at our option, at any time or from time to time, on at least 30 days, but not more than 60 days, prior notice to holders of the notes given in accordance with the provisions described under "Redemption notice" below, at a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed; or

the sum of the present values of the Remaining Scheduled Payments, as defined below, discounted to the date of redemption, on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months), at the Treasury Rate, as defined below, plus 10 basis points in the case of the 2017 notes, 12.5 basis points in the case of the 2022 notes and 15 basis points in the case of the 2042 notes;

provided, that (i) if we redeem any 2022 notes on or after August 15, 2022 (three months prior to the maturity date of the 2022 notes) and (ii) if we redeem any 2042 notes on or after May 15, 2042 (six months prior to the maturity date of the 2042 notes), the redemption price for those notes will equal 100% of the principal amount of the notes to be redeemed.

The redemption price for the notes will include, in each case, accrued but unpaid interest to the date of redemption on the principal amount of notes to be redeemed.

On and after the redemption date, interest will cease to accrue on the notes or any portion thereof called for redemption, unless we default in the payment of the redemption price and accrued interest. On or before the redemption date, we will deposit with a paying agent, or the trustee, money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on such date. If less than all of any particular series of the notes are to be redeemed, the notes in such series to be redeemed shall be selected by the trustee by such method as the trustee shall deem fair and appropriate.

## ***Definitions***

**Treasury Rate** means, with respect to any redemption date for the notes, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

The Treasury Rate will be calculated on and as of the third business day preceding the redemption date.

**Comparable Treasury Issue** means the United States Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

**Independent Investment Banker** means one of the Reference Treasury Dealers, to be appointed by us.

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Comparable Treasury Price means, with respect to any redemption date for the notes:

the average of four Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or

if the trustee obtains fewer than four Reference Treasury Dealer Quotations, the average of all quotations obtained by the trustee.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the trustee, of the bid and asked prices of the Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, quoted in writing to the trustee by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding such redemption date.

Reference Treasury Dealer means each of (i) J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc. and Wells Fargo Securities, LLC; and (ii) one other treasury dealer selected by us, and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer, which we refer to as a Primary Treasury Dealer, we will substitute therefor another nationally recognized investment banking firm that is a Primary Treasury Dealer.

Remaining Scheduled Payments means, with respect to each note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption; provided, however, that, if such redemption date is not an interest payment date with respect to such note, the amount of the next succeeding scheduled interest payment thereon will be deemed to be reduced by the amount of interest accrued thereon to such redemption date.

### ***Redemption notice***

We will give notice of a redemption to the Depository at least 30 days (but not more than 60 days) before we redeem any of the notes. We will not be responsible for giving notice to anyone other than the Depository.

### **Issuance of Additional Notes**

We may, at any time and from time to time, without the consent of the holders, increase the principal amount of the notes of a series by issuing additional notes of such series in the future on the same terms and conditions, except for any differences in the issue date, issue price and interest accrued prior to the issue date of the additional notes, and, provided the additional notes are fungible with the outstanding notes of such series for U.S. federal income tax purposes, with the same CUSIP number as the notes of such series. The notes of each series offered by this prospectus supplement and any additional notes of each such series would rank equally and ratably and would be treated as a single series for all purposes under the Indenture.

### **Holding through Euroclear and Clearstream**

As described more fully in the accompanying prospectus, the notes of each series will be deposited with the trustee on behalf of the Depository in the form of one or more global debt securities. As long as the Depository is the depository for the notes, you may hold interests in the notes through participants in the Depository, including Clearstream Banking, Société Anonyme ( Clearstream ) and Euroclear Bank S.A./ N.V., as operator of the Euroclear System ( Euroclear ). Euroclear and Clearstream will hold interests, in each case, on behalf of their participants through customers securities accounts in the names of Euroclear and Clearstream on the books of their respective depositories, which in turn will hold such interests in customers securities accounts in the depositories names on the Depository s books.

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Payments, deliveries, transfers, exchanges, notices and other matters relating to the notes made through Euroclear or Clearstream must comply with the rules and procedures of those systems. Those systems could change their rules and procedures at any time. We have no control over those systems or their participants and we take no responsibility for their activities. Transactions between participants in Euroclear or Clearstream, on the one hand, and other participants in the Depository, on the other hand, would also be subject to the rules and procedures of the Depository.

Investors will be able to make and receive through Euroclear and Clearstream payments, deliveries, transfers, exchanges, notices and other transactions involving any securities held through those systems only on days when those systems are open for business. Those systems may not be open for business on days when banks, brokers and other institutions are open for business in the United States.

In addition, because of time-zone differences, U.S. investors who hold their interests in the notes through these systems and wish to transfer their interests, or to receive or make a payment or delivery or exercise any other right with respect to their interests, on a particular day may find that the transaction will not be effected until the next business day in Luxembourg or Brussels, as applicable. Thus, investors who wish to exercise rights that expire on a particular day may need to act before the expiration date. In addition, investors who hold their interests through both the Depository and Euroclear or Clearstream may need to make special arrangements to finance any purchases or sales of their interests between the U.S. and European clearing systems, and those transactions may settle later than transactions within one clearing system.

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**Certain U.S. Federal Tax Consequences**

The following are certain federal income tax consequences of the acquisition, ownership and disposition of the notes by persons who purchase the notes in this offering and is based upon the provisions of the Internal Revenue Code of 1986, as amended (the Code), the final, temporary and proposed regulations promulgated thereunder, and administrative rulings and judicial decisions now in effect, all of which are subject to change or different interpretations, possibly with retroactive effect. This discussion is for general information only and does not purport to address all of the possible federal income tax consequences, including any U.S. federal estate, gift or alternative minimum tax considerations, or any state, local or foreign tax consequences of the acquisition, ownership and disposition of the notes. It is limited to investors who purchase the notes in this offering at the offering price, and who will hold the notes as capital assets for federal income tax purposes. It does not address all of the federal income tax consequences that may be relevant to particular investors in light of their unique circumstances or to certain types of investors that may be subject to special rules (such as dealers in securities or other persons that generally mark their securities to market for U.S. federal income tax purposes, insurance companies, financial institutions, banks, tax-exempt entities, U.S. expatriates and entities treated as partnerships for U.S. federal income tax purposes) or to investors that will hold the notes as a part of a straddle, hedge, constructive sale or synthetic security transaction for federal income tax purposes, or investors who are subject to the alternative minimum tax or whose functional currency is not the U.S. dollar, all of whom may be subject to special treatment under federal income tax laws. Prospective investors are urged to consult their tax advisors regarding the federal income tax consequences of purchasing, owning and disposing of the notes, as well as any tax consequences that may arise under the laws of any state, local, foreign or other taxing jurisdiction.

For purposes of this discussion of U.S. tax consequences, a U.S. person is:

a individual who is a citizen or resident of the U.S.;

a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created in or organized under the laws of the U.S. or any state or political subdivision thereof;

an estate that is subject to U.S. federal income taxation without regard to the source of its income; or

a trust (a) the administration of which is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (b) that has a valid election in effect to be treated as a U.S. person under the Code.

If an entity treated as a partnership for U.S. federal income tax purposes holds notes, the tax treatment of a partner in the entity will generally depend upon the status of the partner and the activities of the entity. If you are a partner in such an entity holding notes, you should consult your tax advisor.

As used herein, the term U.S. holder means a beneficial owner of a note that is a U.S. person and the term non-U.S. holder means a beneficial owner of a note that is not a U.S. person and is not a partnership for federal income tax purposes. The U.S. holders and non-U.S. holders together are the holders.

This discussion of certain U.S. federal income tax considerations is for general information purposes only and is not tax advice. It is not binding on the Internal Revenue Service ( IRS ) and there can be no assurance that the IRS will take a similar view with respect to the tax consequences described below, or that a contrary position taken by the IRS would not be sustained by a court. No ruling has been or will be requested by us from the IRS on any tax matters relating to the notes.

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**HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS RELATING TO THE OWNERSHIP AND DISPOSITION OF THE NOTES IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.**

**U.S. Holders**

*Payments of Interest.* A U.S. holder will be required to report stated interest on its note as interest income at the time such payments are accrued or received in accordance with such holder's method of accounting for federal income tax purposes. The notes are not expected to be issued with more than a *de minimis* amount of original issue discount. However, if the notes' principal amount exceeds their issue price by at least a prescribed *de minimis* amount then, in addition to including stated interest in income, each U.S. holder generally will be required to include such excess in its income as it accrues, regardless of its regular method of accounting, using a constant yield method, possibly before such U.S. holder receives any payment attributable to such income.

*Disposition of Notes.* The sale, exchange, redemption or other disposition of a note generally will be a taxable event. A U.S. holder generally will recognize gain or loss equal to the difference between (a) the amount of cash plus the fair market value of any property received upon such sale, exchange, redemption or other taxable disposition of the note (except to the extent attributable to accrued interest which, if not already included in such U.S. holder's income, will be taxable as interest income) and (b) the U.S. holder's adjusted tax basis in the note. A U.S. holder's adjusted tax basis in a note will generally equal the holder's cost of purchasing the note. Such gain or loss will be capital gain or loss, and will be long term capital gain or loss if the holder has held the notes for more than one year at the time of the sale or other disposition. Net long-term capital gain of certain non-corporate U.S. holders is generally subject to preferential rates of tax. The deductibility of capital losses is subject to certain limitations.

*Information Reporting and Backup Withholding.* In general, information reporting requirements will apply to certain payments of principal and interest on the notes and the proceeds of sale of the notes unless the U.S. holder is an exempt recipient. A U.S. holder will be subject to backup withholding if the U.S. holder fails to provide its taxpayer identification number or certification of exempt status or has been notified by the IRS that it is subject to backup withholding.

Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of a person subject to backup withholding will be reduced by the amount withheld. If withholding results in an overpayment of taxes, a refund may be obtained from the IRS, provided the required information is furnished to the IRS on a timely basis.

*Additional Tax on Net Investment Income.* For taxable years beginning after December 31, 2012, an additional tax of 3.8% may be imposed on the net investment income of certain U.S. individuals and on the undistributed net investment income of certain estates and trusts. Among other items, net investment income generally includes interest and certain net gain from the disposition of investment property, less certain deductions. U.S. holders should consult their tax advisors with respect to the tax consequences of the rules described above.

**Non-U.S. Holders**

*Payments of Interest.* Subject to the discussion below concerning information reporting and backup withholding, interest paid to a non-U.S. holder on a note will not be subject to federal income or withholding tax provided that the interest is not connected with the conduct of a trade or business within the U.S. by the non-U.S. holder, and the non-U.S. holder, among other things, (a) does not actually or constructively own 10% or more of the total combined voting power of all

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classes of our stock entitled to vote; (b) is not, for federal income tax purposes, a controlled foreign corporation that is related to us through stock ownership or a foreign private foundation; (c) is not a bank whose receipt of such amounts is described in section 881(c)(3)(A) of the Code; and (d) certifies, on the IRS Form W-8BEN (or successor form) under penalty of perjury, that it is a non-U.S. holder and provides the required information.

If a non-U.S. holder earns interest on a note that is not effectively connected with the conduct of a trade or business within the U.S. but does not satisfy the four requirements in the above paragraph, the non-U.S. holder's interest on such note will be subject to withholding tax at a flat rate of 30% or a lower applicable treaty rate. If a non-U.S. holder is engaged in a trade or business in the United States and interest on the note is effectively connected with the conduct of that trade or business (and, if required by an applicable income tax treaty, is attributable to a permanent establishment in the U.S.), and the non-U.S. holder provides the necessary certification (generally on an IRS Form W-8ECI), the non-U.S. holder will not be subject to withholding but will be subject to federal income tax on that interest on a net income basis in the same manner as if such holder was a United States person and may be subject to a branch profits tax at a rate of 30% (or a lower treaty rate) if the non-U.S. holder is a corporation.

*Disposition of Notes.* A non-U.S. holder will generally not be subject to federal income tax or withholding on gain recognized on a sale, exchange, redemption or other disposition of the notes unless (a) the gain is effectively connected with the conduct of a trade or business within the U.S. by the non-U.S. holder (and, if required by an applicable income tax treaty, is attributable to a permanent establishment in the U.S.), or (b) in the case of a non-U.S. holder who is a nonresident alien individual, such holder is present in the United States for 183 or more days during the taxable year and certain other requirements are met (subject to the provisions of any applicable tax treaty). Any gain that is effectively connected with the conduct of a U.S. trade or business by a non-U.S. holder will be subject to federal income tax on a net income basis in the same manner as if such holder were a U.S. person. These holders are urged to consult their own tax advisors with respect to other U.S. tax consequences of the ownership and disposition of notes including, if the holder is a corporation, the possible imposition of a branch profits tax at a rate of 30% (or a lower treaty rate).

*Information Reporting and Backup Withholding.* We will, when required, report to the IRS and to each non-U.S. holder the amount of any interest paid on the notes in each calendar year, and the amount of tax withheld, if any, with respect to the payments. This information may also be made available to the tax authorities of a country in which the non-U.S. holder resides. Interest paid on the notes will not be subject to backup withholding provided that the non-U.S. holder satisfies the certification requirements described above in the section entitled Non-U.S. Holders Payments of Interest.

Information reporting and backup withholding generally will not apply to a payment of the proceeds from a sale of the notes effected outside the United States by a foreign office of a foreign broker. However, information reporting requirements (but not backup withholding) may apply to a payment of the proceeds of a sale of the notes effected outside the United States by a foreign office of a U.S. broker or a foreign broker with certain types of relationships to the United States, unless the broker has documentary evidence in its records that the holder is a non-U.S. holder and certain conditions are met, or the holder otherwise establishes an exemption. Payment by a United States office of a broker of the proceeds of a sale of the notes will be subject to both backup withholding and information reporting unless the holder certifies its non-U.S. status under penalty of perjury or otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against that non-U.S. holder's federal income tax liability provided the required information is properly furnished to the IRS on a timely basis.

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Subject to the terms and conditions in the underwriting agreement between us and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters named below, we have agreed to sell to each underwriter, and each underwriter has severally agreed to purchase from us, the principal amount of notes set forth opposite the names of the underwriters below:

<b>Underwriter</b>	<b>Principal amount of 2017 notes</b>	<b>Principal amount of 2022 notes</b>	<b>Principal amount of 2042 notes</b>
J.P. Morgan Securities LLC	\$ 126,000,000	\$ 140,000,000	\$ 70,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 126,000,000	\$ 140,000,000	\$ 70,000,000
RBS Securities Inc.	\$ 126,000,000	\$ 140,000,000	\$ 70,000,000
Wells Fargo Securities, LLC	\$ 126,000,000	\$ 140,000,000	\$ 70,000,000
The Williams Capital Group, L.P	\$ 40,500,000	\$ 45,000,000	\$ 22,500,000
Lloyds Securities Inc.	\$ 33,750,000	\$ 37,500,000	\$ 18,750,000
Mitsubishi UFJ Securities (USA), Inc.	\$ 33,750,000	\$ 37,500,000	\$ 18,750,000
Mizuho Securities USA Inc.	\$ 33,750,000	\$ 37,500,000	\$ 18,750,000
U.S. Bancorp Investments, Inc.	\$ 33,750,000	\$ 37,500,000	\$ 18,750,000
ANZ Securities, Inc.	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
Barclays Capital Inc.	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
BNY Mellon Capital Markets, LLC	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
PNC Capital Markets LLC	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
SMBC Nikko Capital Markets Limited	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
SunTrust Robinson Humphrey, Inc.	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
TD Securities (USA) LLC	\$ 27,000,000	\$ 30,000,000	\$ 15,000,000
Scotia Capital (USA) Inc.	\$ 22,500,000	\$ 25,000,000	\$ 12,500,000
Credit Suisse Securities (USA) LLC	\$ 9,000,000	\$ 10,000,000	\$ 5,000,000
<b>Total</b>	<b>\$ 900,000,000</b>	<b>\$ 1,000,000,000</b>	<b>\$ 500,000,000</b>

The underwriting agreement provides that the underwriters will purchase all of the notes if any of them are purchased.

The underwriters initially propose to offer the notes to the public at the public offering prices that appear on the cover page of this prospectus supplement. The underwriters may offer the notes to selected dealers at the public offering price minus a concession of up to 0.200% of the principal amount of the 2017 notes, 0.300% of the principal amount of the 2022 notes and 0.500% of the principal amount of the 2042 notes. In addition, the underwriters may allow, and those selected dealers may reallow, a concession of up to 0.150% of the principal amount of the 2017 notes, 0.250% of the principal amount of the 2022 notes and 0.250% of the principal amount of the 2042 notes to certain other dealers. After the initial offering, the underwriters may change the public offering prices and any other selling terms. The underwriters may offer and sell notes through certain of their affiliates.

In the underwriting agreement, we have agreed that:

We will pay our expenses related to the offering (excluding the underwriting discount), which we estimate will be \$3.0 million.

We will indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments that the underwriters may be required to make in respect of those liabilities.

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The notes are new issues of securities with no established trading market. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for the notes to be quoted on any quotation system. The underwriters have advised us that they intend to make a market in each series of notes, but they are not obligated to do so. The underwriters may discontinue any market making in the notes at any time in their sole discretion. Accordingly, we cannot assure you that liquid trading markets will develop for the notes.

In connection with the offering of the notes, the underwriters may engage in over-allotment, stabilizing transactions and syndicate covering transactions. Over-allotment involves sales in excess of the offering size, which creates a short position for the underwriters. Stabilizing transactions involve bids to purchase the notes in the open market for the purpose of pegging, fixing or maintaining the prices of the notes. Syndicate-covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions and syndicate-covering transactions may cause the prices of the notes to be higher than they would otherwise be in the absence of those transactions. If the underwriters engage in stabilizing or syndicate-covering transactions, they may discontinue them at any time.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives of the underwriters have repurchased notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

Each of the underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. In the ordinary course of their respective businesses, the underwriters and their respective affiliates have engaged, or may in the future engage, in commercial banking or investment banking transactions with General Dynamics and its affiliates. In addition, certain of the underwriters or their affiliates are lenders under our bank credit facilities. Furthermore, certain of the underwriters or their affiliates may hold positions in our 2013 Notes, our 2014 Notes and/or our 2015 Notes which will be redeemed with the net proceeds of this offering and, accordingly, may receive a portion of such proceeds. See Use of Proceeds.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. If the underwriters or t