
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

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 Westminster Street
Providence, Rhode Island 02903
(Address of Principal Executive Offices) (Zip Code)

Textron Inc. 1999 Long-Term Incentive Plan
(Full Title of the Plan)

Jayne M. Donegan
Executive Counsel
Textron Inc.
40 Westminster 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

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.

EXPLANATORY NOTE

Textron Inc. (the “Company”) filed Registration Statements on Form S-8 (Registration Statement Nos. 333-124723, 333-105100, 333-101180, 333-78145) registering an aggregate of 39,000,000 shares (on a post-split basis) of the Company’s common stock, par value \$.125 per share, to be issued to participants under the Textron Inc. 1999 Long-Term Incentive Plan (the “1999 Plan”). The 1999 Plan has terminated, and all rights to purchase shares under the Plan have been exercised or have expired. This Post-Effective Amendment No. 1 to the Registration Statements is being filed in order to deregister any and all shares that were registered under the Registration Statements that remain unissued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Providence, and State of Rhode Island, on this 15th day of June 2017.

TEXTRON INC.
(Registrant)

By: /s/E. Robert Lupone
E. Robert Lupone
General Counsel,
Executive Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on June 15, 2017 in the capacities indicated.

| <u>Name</u> | <u>Title</u> |
|--|---|
| <u>/s/Scott C. Donnelly</u> Scott C. Donnelly | Chairman, President and Chief Executive Officer, Director (principal executive officer) |
| <u>/s/Frank T. Connor</u> Frank T. Connor | Executive Vice President and Chief Financial Officer (principal financial officer) |
| <u>/s/Mark S. Bamford</u> Mark S. Bamford | Vice President and Corporate Controller (principal accounting officer) |

This Registration Statement also has been signed on June 15, 2017 by the following persons who constitute a majority of the Board of Directors:

_____*_____
Kathleen M. Bader Director

_____*_____
R. Kerry Clark Director

_____*_____
Ivor J. Evans Director

_____*_____
Lawrence K. Fish Director

_____*_____
Paul E. Gagné Director

*By: /s/ Ann T. Willaman
Ann T. Willaman (Attorney-in-fact**)

**By authority of Powers of Attorney filed with this Registration Statement on Form S-8.