

BOEING CO  
Form 8-K  
May 01, 2018

UNITED  
STATES  
SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549  
Form 8-K

Current Report

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

April 30, 2018

Date of Report (Date of earliest event reported)

The  
Boeing  
Company  
(Exact  
name of  
registrant  
as  
specified  
in its  
charter)

|   |                       |  |
|---|-----------------------|--|
| Delaware  | 1-442                 | 91-0425694                                 |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File No.) | (I.R.S. Employer<br>Identification Number) |

|  |            |
|--|------------|
| 100 N. Riverside, Chicago, IL            | 60606-1596 |
| (Address of Principal Executive Offices) | (Zip Code) |

(312) 544-2000  
(Registrant's Telephone Number, Including Area  
Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Boeing Company held its Annual Meeting of Shareholders on April 30, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

1. Election of Directors:

| NAME | AGAINST | ABSTAIN | BROKER | NON-VOTES |
|------|---------|---------|--------|-----------|
|------|---------|---------|--------|-----------|

|        |             |           |           |             |
|--------|-------------|-----------|-----------|-------------|
| Robert |             |           |           |             |
|        | 400,987,639 | 4,577,791 | 3,178,084 | 111,358,802 |

|         |  |  |  |  |
|---------|--|--|--|--|
| Bradway |  |  |  |  |
| David   |  |  |  |  |

|  |             |            |           |             |
|--|-------------|------------|-----------|-------------|
|  | 891,745,908 | 11,127,612 | 5,869,994 | 111,358,802 |
|--|-------------|------------|-----------|-------------|

|         |  |  |  |  |
|---------|--|--|--|--|
| Calhoun |  |  |  |  |
| Arthur  |  |  |  |  |

|         |             |           |           |             |
|---------|-------------|-----------|-----------|-------------|
| D       |             |           |           |             |
| Collins | 396,256,574 | 9,296,649 | 3,190,291 | 111,358,802 |

|         |  |  |  |  |
|---------|--|--|--|--|
| Jr.     |  |  |  |  |
| Kenneth |  |  |  |  |

|  |             |            |           |             |
|--|-------------|------------|-----------|-------------|
|  | 892,713,450 | 12,947,525 | 3,082,539 | 111,358,802 |
|--|-------------|------------|-----------|-------------|

|            |  |  |  |  |
|------------|--|--|--|--|
| Duberstein |  |  |  |  |
| Edmund     |  |  |  |  |

|              |             |           |           |             |
|--------------|-------------|-----------|-----------|-------------|
| P            |             |           |           |             |
| Giambastiani | 401,042,753 | 4,581,978 | 3,118,783 | 111,358,802 |

|      |  |  |  |  |
|------|--|--|--|--|
| Jr.  |  |  |  |  |
| Lynn |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 401,370,172 | 4,495,247 | 2,878,095 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|          |  |  |  |  |
|----------|--|--|--|--|
| Good     |  |  |  |  |
| Lawrence |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 401,348,462 | 4,330,922 | 3,064,130 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|          |  |  |  |  |
|----------|--|--|--|--|
| Kellner  |  |  |  |  |
| Caroline |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 897,973,619 | 7,748,717 | 3,021,178 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|         |  |  |  |  |
|---------|--|--|--|--|
| Kennedy |  |  |  |  |
| Edward  |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 897,426,594 | 8,126,716 | 3,190,204 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|        |  |  |  |  |
|--------|--|--|--|--|
| Liddy  |  |  |  |  |
| Dennis |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 897,539,872 | 5,666,312 | 5,537,330 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|            |  |  |  |  |
|------------|--|--|--|--|
| Muilenburg |  |  |  |  |
| Susan      |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 898,067,720 | 7,864,218 | 2,811,576 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|        |  |  |  |  |
|--------|--|--|--|--|
| Schwab |  |  |  |  |
| Ronald |  |  |  |  |

|  |             |           |           |             |
|--|-------------|-----------|-----------|-------------|
|  | 899,269,481 | 6,387,731 | 3,086,302 | 111,358,802 |
|--|-------------|-----------|-----------|-------------|

|          |  |  |  |  |
|----------|--|--|--|--|
| Williams |  |  |  |  |
| Mike     |  |  |  |  |

|  |             |            |           |             |
|--|-------------|------------|-----------|-------------|
|  | 893,895,294 | 11,496,061 | 3,352,159 | 111,358,802 |
|--|-------------|------------|-----------|-------------|

2. Approve, on an Advisory Basis, Named Executive Officer Compensation:

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FOR            AGAINST ABSTAINBROKER NON-VOTES  
379,186,049 24,724,594 4,832,871 111,358,802

3. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2018:

FOR            AGAINST ABSTAIN  
504,297,406 12,841,798 2,963,112

5. Shareholder Proposal - Additional Report on Lobbying Activities:

FOR            AGAINST ABSTAIN BROKER NON-VOTES  
96,831,907 300,353,428 11,558,179 111,358,802

6. Shareholder Proposal - Reduce Threshold to call Special Shareholder Meetings from 25% to 10%:

FOR            AGAINST ABSTAINBROKER NON-VOTES  
151,014,655 253,555,490 4,173,369 111,358,802

7. Shareholder Proposal - Independent Board Chairman:

FOR            AGAINST ABSTAINBROKER NON-VOTES  
101,857,980 302,453,086 4,432,448 111,358,802

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8. Shareholder Proposal - Require Shareholder Approval to Increase the Size of the Board to More than 14:  
FOR            AGAINST    ABSTAIN    BROKER    NON-VOTES  
31,312,209    373,523,790    3,907,515    111,358,802

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE BOEING COMPANY

By: /s/ Grant M. Dixon  
Grant M. Dixon  
Vice President, Deputy General Counsel  
and Corporate Secretary

Dated: May 1, 2018