

BOEING CO  
Form 8-K  
April 29, 2015

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 27, 2015

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)
- ☐ 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 27, 2015, the Board of Directors of The Boeing Company (the “Company”) adopted an amendment to Article II, Section 1 of the Company’s By-Laws to decrease the number of directors from eleven to ten. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

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

The Company held its Annual Meeting of Shareholders on April 27, 2015. 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                        | FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-----------------------------|-------------|------------|-----------|---------------------|
| David L. Calhoun            | 500,403,637 | 10,252,149 | 3,568,244 | 107,105,363         |
| Arthur D. Collins, Jr.      | 502,510,730 | 8,047,995  | 3,665,305 | 107,105,363         |
| Kenneth M. Duberstein       | 495,942,756 | 13,478,363 | 4,802,911 | 107,105,363         |
| Edmund P. Giambastiani, Jr. | 504,025,009 | 6,554,160  | 3,644,861 | 107,105,363         |
| Lawrence W. Kellner         | 502,691,804 | 7,970,683  | 3,561,543 | 107,105,363         |
| Edward M. Liddy             | 501,264,668 | 9,415,604  | 3,543,758 | 107,105,363         |
| W. James McNerney, Jr.      | 489,138,637 | 19,984,439 | 5,100,954 | 107,105,363         |
| Susan C. Schwab             | 503,737,360 | 7,101,212  | 3,385,458 | 107,105,363         |
| Ronald A. Williams          | 499,505,395 | 11,075,055 | 3,643,580 | 107,105,363         |
| Mike S. Zafirovski          | 499,946,722 | 10,698,852 | 3,578,456 | 107,105,363         |

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

| FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|------------|-----------|---------------------|
| 471,346,449 | 38,265,500 | 4,612,081 | 107,105,363         |

3. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2015:

| FOR         | AGAINST   | ABSTAIN   |
|-------------|-----------|-----------|
| 609,544,556 | 8,629,600 | 3,155,237 |

4. Shareholder Proposal - Amend Existing Clawback Policy:

| FOR         | AGAINST     | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|-------------|-----------|---------------------|
| 113,797,259 | 393,865,850 | 6,560,921 | 107,105,363         |

5. Shareholder Proposal - Independent Board Chairman:

| FOR         | AGAINST     | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|-------------|-----------|---------------------|
| 157,464,739 | 351,610,310 | 5,148,981 | 107,105,363         |

6. Shareholder Proposal - Right to Act by Written Consent:

| FOR         | AGAINST     | ABSTAIN   | BROKER<br>NON-VOTES |
|-------------|-------------|-----------|---------------------|
| 171,941,690 | 336,170,562 | 6,111,778 | 107,105,363         |

7. Shareholder Proposal – Further Report on Lobbying Activities:

| FOR        | AGAINST     | ABSTAIN    | BROKER<br>NON-VOTES |
|------------|-------------|------------|---------------------|
| 89,959,072 | 353,281,355 | 70,983,603 | 107,105,363         |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Description                                                           |
|-------------------|-----------------------------------------------------------------------|
| 3.2               | By-Laws of The Boeing Company, as amended and restated April 27, 2015 |

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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/ Michael F. Lohr  
Michael F. Lohr  
Vice President, Assistant General Counsel and Corporate Secretary

Dated: April 28, 2015

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INDEX TO EXHIBITS

| Exhibit<br>Number | Description                                                           |
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