

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 of Incorporation)	(Commission File No.)	(I.R.S. Employer 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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o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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

o 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. ☐

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 ABSTAINBROKER NON-VOTES

Robert

~~400,987,639~~4,577,791 3,178,084 111,358,802

Bradway

David

~~891,745,908~~11,127,6125,869,994 111,358,802

Calhoun

Arthur

~~D~~
~~396,256,574~~9,296,649 3,190,291 111,358,802

Collins

Jr.

Kenneth

~~892,713,450~~12,947,5253,082,539 111,358,802

Dubenstein

Edmund

~~P~~
~~401,042,753~~4,581,978 3,118,783 111,358,802

Giambastiani

Jr.

~~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~~11,496,0613,352,159 111,358,802

Zafirovski

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

8. Shareholder Proposal - Require Shareholder Approval to Increase the Size of the Board to More than 14:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
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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