

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
(State or Other Jurisdiction
of Incorporation)

1-442
(Commission File No.)

91-0425694
(I.R.S. Employer
Identification Number)

100 N. Riverside, Chicago, IL
(Address of Principal Executive Offices)

60606-1596
(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 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 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 NON-VOTES |
|-------------|-------------|-----------|---------------------|
| 113,797,259 | 393,865,850 | 6,560,921 | 107,105,363 |

5. Shareholder Proposal - Independent Board Chairman:

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

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

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

INDEX TO EXHIBITS

| Exhibit Number | Description |
|-------------------|---|
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