

BOEING CO
Form 8-K
April 30, 2014

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 28, 2014

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 Plaza, 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 5.07. Submission of Matters to a Vote of Security Holders.

The Boeing Company (the "Company") held its Annual Meeting of Shareholders on April 28, 2014. 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 | 524,553,397 | 10,365,421 | 3,466,501 | 106,758,991 |
| Arthur D. Collins, Jr. | 523,292,373 | 11,486,679 | 3,606,267 | 106,758,991 |
| Linda Z. Cook | 522,433,943 | 12,405,504 | 3,545,872 | 106,758,991 |
| Kenneth M. Duberstein | 517,423,984 | 17,391,977 | 3,569,358 | 106,758,991 |
| Edmund P. Giambastiani, Jr. | 525,146,992 | 9,858,148 | 3,380,179 | 106,758,991 |
| Lawrence W. Kellner | 526,024,107 | 8,780,469 | 3,580,743 | 106,758,991 |
| Edward M. Liddy | 519,683,806 | 15,071,306 | 3,630,207 | 106,758,991 |
| W. James McNerney, Jr. | 510,304,649 | 22,802,865 | 5,277,805 | 106,758,991 |
| Susan C. Schwab | 525,837,302 | 9,036,083 | 3,511,934 | 106,758,991 |
| Ronald A. Williams | 518,974,894 | 15,793,301 | 3,617,124 | 106,758,991 |
| Mike S. Zafirovski | 523,134,245 | 11,692,664 | 3,558,410 | 106,758,991 |

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

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|------------|-----------|------------------|
| 501,563,597 | 30,505,001 | 6,316,721 | 106,758,991 |

3. Approve the Amendment and Restatement of The Boeing Company 2003 Incentive Stock Plan:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|------------|-----------|------------------|
| 507,696,497 | 25,134,756 | 5,554,066 | 106,758,991 |

4. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2014:

| FOR | AGAINST | ABSTAIN |
|-------------|------------|-----------|
| 630,057,119 | 10,915,302 | 4,171,889 |

5. Shareholder Proposal - Report to Disclose Lobbying:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-------------|------------|------------------|
| 105,772,204 | 355,970,356 | 76,639,759 | 106,758,991 |

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

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-------------|-----------|------------------|
| 175,579,600 | 355,953,314 | 6,852,405 | 106,758,991 |

7. Shareholder Proposal - Independent Board Chairman:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-------------|-----------|------------------|
| 172,764,218 | 360,217,518 | 5,403,583 | 106,758,991 |

Item 8.01. Other Events.

The following updates and supersedes the description of common stock contained in the Company's Current Report on Form 8-K dated June 26, 2006, including any amendments or reports filed prior to the date hereof for the purpose of updating such description. The following summary is not complete and is qualified by reference to the Company's Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated By-Laws (the "By-Laws"), as previously filed with the Securities and Exchange Commission on May 5, 2006 and December 19, 2013, respectively. This information is being filed in order that it may be incorporated by reference into an upcoming Registration Statement on Form S-8 related to the Amendment and Restatement of The Boeing Company 2003 Incentive Stock Plan approved by shareholders on April 28, 2014.

Description of Capital Stock

The total number of shares of capital stock authorized by the Charter is 1,220,000,000, consisting of 1,200,000,000 shares of common stock and 20,000,000 shares of preferred stock. Holders of common stock are entitled to receive such dividends as may be declared by the Board of Directors out of legally available funds, and are entitled to share pro rata in any distributions to shareholders, subject to the preferences of any preferred stock which may be issued and to restrictions contained in agreements to which the Company is a party. No preemptive, conversion or redemption rights or sinking funds provisions are applicable to the common stock. All outstanding shares of common stock are fully paid and nonassessable. All holders of the common stock are entitled to one vote per share on all matters to be voted on by Boeing shareholders, including the election of directors. Shareholders do not have cumulative voting rights in election of directors. The affirmative vote of the holders of a majority of the shares present or represented by proxy and entitled to vote at a shareholders' meeting is required for shareholder action, except for (1) the election of directors, in which case a nominee shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election (except in the case of a contested election in which case the candidates receiving the greatest number of votes are elected as directors) and (2) amendments to the provisions in the By-Laws related to compensation and removal of officers, which require the approval of a majority of the outstanding shares entitled to vote for the election of directors.

The Charter authorizes the Board of Directors, without any further approval, to (1) divide the preferred stock into series, (2) designate each such series, (3) fix and determine dividend rights, (4) determine the price, terms and conditions on which shares of preferred stock may be redeemed, (5) determine the amount payable to holders of preferred stock in the event of voluntary or involuntary liquidation, (6) determine any sinking fund provisions, and (7) establish any voting, preemption or conversion privileges.

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 30, 2014