

BOEING CO  
Form 8-K  
April 29, 2019

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 29, 2019

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. ☐

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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 29, 2019. 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

~~382,840,699~~ 6,056,828 4,688,070 109,867,458

Bradway

David

~~179,646,732~~ 8,251,688 5,687,177 109,867,458

Calhoun

Arthur

D.

~~380,307,505~~ 10,024,703 3,253,389 109,867,458

Collins

Jr.

Edmund

P.

~~382,029,412~~ 7,000,769 4,555,416 109,867,458

Giambastiani

Jr.

Lynn

~~382,852,022~~ 6,217,510 4,516,065 109,867,458

Good

Nikki

~~183,905,493~~ 7,408,591 2,271,513 109,867,458

Haley

Lawrence

~~365,225,560~~ 23,601,448 4,758,589 109,867,458

Kellner

Caroline

~~179,973,984~~ 9,358,486 4,253,127 109,867,458

Kennedy

Edward

~~179,357,530~~ 10,727,487 3,500,580 109,867,458

Liddy

Dennis

~~182,303,665~~ 8,709,662 2,572,270 109,867,458

Muilenburg

Susan

~~178,237,586~~ 11,093,777 4,254,234 109,867,458

Schwab

Ronald

~~181,113,566~~ 7,618,907 4,853,124 109,867,458

Williams

Mike

~~180,066,456~~ 10,308,999 3,210,142 109,867,458

Zafirovski

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

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FOR            AGAINST ABSTAINBROKER NON-VOTES  
362,097,512 26,605,955 4,882,130 109,867,458

3. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2019:

FOR            AGAINST ABSTAIN  
483,738,893 16,881,786 2,832,376

4. Shareholder Proposal - Additional Report on Lobbying Activities:

FOR            AGAINST ABSTAINBROKER NON-VOTES  
126,729,418 261,903,393 4,952,786 109,867,458

5. Shareholder Proposal - Impact of Share Repurchases on Performance Metrics:

FOR            AGAINST ABSTAINBROKER NON-VOTES  
26,445,178 362,317,801 4,822,618 109,867,458

6. Shareholder Proposal - Independent Board Chairman:

FOR            AGAINST ABSTAINBROKER NON-VOTES  
135,369,382 253,987,260 4,228,955 109,867,458

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7. Shareholder Proposal - Remove Size Limit on Proxy Access Group:

FOR            AGAINST   ABSTAINBROKER NON-VOTES

93,237,615 294,552,524 5,795,458 109,867,458

8. Shareholder Proposal - Mandatory Retention of Significant Stock by Executives:

FOR            AGAINST   ABSTAINBROKER NON-VOTES

96,594,318 292,182,696 4,808,583 109,867,458

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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: April 29, 2019