

BOEING CO  
Form 8-K  
May 03, 2017

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

May 1, 2017

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)

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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))

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 (the "Company") held its Annual Meeting of Shareholders on May 1, 2017. 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                           |           |             |  |
| <del>36,726,126</del> 4,916,813  | 3,034,952 | 105,389,019 |  |
| Bradway                          |           |             |  |
| David                            |           |             |  |
| <del>34,447,719</del> 7,310,246  | 2,919,926 | 105,389,019 |  |
| Calhoun                          |           |             |  |
| Arthur                           |           |             |  |
| D.                               |           |             |  |
| <del>34,031,325</del> 7,570,200  | 3,076,366 | 105,389,019 |  |
| Collins,                         |           |             |  |
| Jr.                              |           |             |  |
| Kenneth                          |           |             |  |
| <del>26,941,266</del> 14,720,740 | 3,015,885 | 105,389,019 |  |
| Duberstein                       |           |             |  |
| Edmund                           |           |             |  |
| P.                               |           |             |  |
| <del>36,457,137</del> 5,405,529  | 2,815,225 | 105,389,019 |  |
| Giambastiani,                    |           |             |  |
| Jr.                              |           |             |  |
| Lynn                             |           |             |  |
| <del>36,824,257</del> 5,039,147  | 2,814,487 | 105,389,019 |  |
| Good                             |           |             |  |
| Lawrence                         |           |             |  |
| <del>0,640,960</del> 31,087,940  | 2,948,991 | 105,389,019 |  |
| Kellner                          |           |             |  |
| Edward                           |           |             |  |
| <del>3,674,026</del> 8,048,961   | 2,954,904 | 105,389,019 |  |
| Liddy                            |           |             |  |
| Dennis                           |           |             |  |
| <del>33,352,376</del> 7,572,548  | 3,752,967 | 105,389,019 |  |
| Muilenburg                       |           |             |  |
| Susan                            |           |             |  |
| <del>32,715,810</del> 9,173,212  | 2,788,869 | 105,389,019 |  |
| Schwab                           |           |             |  |
| Randall                          |           |             |  |
| <del>01,965,625</del> 39,732,435 | 2,979,831 | 105,389,019 |  |
| Stephenson                       |           |             |  |
| Ronald                           |           |             |  |
| <del>30,388,198</del> 11,330,212 | 2,959,481 | 105,389,019 |  |
| Williams                         |           |             |  |
| Mike                             |           |             |  |
| <del>32,466,639</del> 9,140,416  | 3,070,836 | 105,389,019 |  |
| Zafirovski                       |           |             |  |

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

FOR            AGAINST ABSTAINBROKER NON-VOTES  
422,216,125 17,992,088 4,469,678 105,389,019

3. Recommend the Frequency of Future Advisory Votes on Named Executive Officer Compensation:

1 YEAR    2 YEARS 3 YEAR    ABSTAINBROKER NON-VOTES  
396,877,912 3,011,633 41,370,095 3,418,251 105,389,019

Consistent with the recommendation of the Board of Directors and the vote of shareholders, the Company will continue to hold future advisory votes on named executive compensation on an annual basis.

4. Ratify the Appointment of Deloitte & Touche LLP as Independent Auditor for 2017:

FOR            AGAINST ABSTAIN  
538,365,202 9,123,798 2,577,910

5. Shareholder Proposal - Additional Report on Lobbying Activities:

FOR            AGAINST    ABSTAIN BROKER NON-VOTES  
88,770,804 341,528,359 14,378,728 105,389,019

6. Shareholder Proposal - Reduce Threshold to call Special Shareholder Meetings from 25% to 15%:

FOR            AGAINST    ABSTAINBROKER NON-VOTES  
165,006,927 275,206,846 4,464,118 105,389,019

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7. Shareholder Proposal - Report on Arms Sales to Israel:  
FOR        AGAINST    ABSTAIN    BROKER    NON-VOTES  
16,978,095 406,955,331 20,744,465 105,389,019

8. Shareholder Proposal - Implement Holy Land Principles:  
FOR        AGAINST    ABSTAIN    BROKER    NON-VOTES  
12,574,711 407,736,914 24,366,266 105,389,019

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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 3, 2017