

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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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.

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 | | | |
| 180,307,505 | 10,024,703 | 3,253,389 | 109,867,458 |
| Collins | | | |
| Jr. | | | |
| Edmund | | | |
| 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 | | | |
| 165,225,560 | 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

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

FOR AGAINST ABSTAIN BROKER 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 ABSTAIN BROKER NON-VOTES

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

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