

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 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. ☐

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

~~A~~36,726,126 4,916,813 3,034,952 105,389,019

Bradway

David

~~B~~34,447,719 7,310,246 2,919,926 105,389,019

Calhoun

Arthur

D.

~~C~~34,031,325 7,570,200 3,076,366 105,389,019

Collins,

Jr.

Kenneth

~~A~~26,941,266 14,720,740 3,015,885 105,389,019

Dubenstein

Edmund

P.

~~C~~36,457,137 5,405,529 2,815,225 105,389,019

Giambastiani,

Jr.

Lynn

~~A~~36,824,257 5,039,147 2,814,487 105,389,019

Good

Lawrence

~~W~~0,640,960 31,087,940 2,948,991 105,389,019

Kellner

Edward

~~A~~13,674,026 8,048,961 2,954,904 105,389,019

Liddy

Dennis

~~A~~33,352,376 7,572,548 3,752,967 105,389,019

Muilenburg

Susan

~~C~~32,715,810 9,173,212 2,788,869 105,389,019

Schwab

Randall

~~R~~01,965,625 39,732,435 2,979,831 105,389,019

Stephenson

Ronald

~~A~~30,388,198 11,330,212 2,959,481 105,389,019

Williams

Mike

~~S~~32,466,639 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

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

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