

BOEING CO  
Form 8-K  
April 30, 2013

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  
Date of Report (Date of Earliest Event Reported): April 29, 2013

THE BOEING COMPANY  
(Exact name of registrant as specified in its charter)

Commission file number 1-442

Delaware

91-0425694

(State or other jurisdiction of incorporation or  
organization)

(IRS Employer Identification No.)

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)
  - 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))
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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 April 29, 2013. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|---------------|-------------|------------------|
| 1. Election of Directors:   |             |               |             |                  |
| David L. Calhoun  | 526,766,106 | 23,416,364    | 4,658,889   | 102,074,626      |
| Arthur D. Collins, Jr.  | 533,173,131 | 17,096,815    | 4,571,413   | 102,074,626      |
| Linda Z. Cook   | 541,004,911 | 9,703,928     | 4,132,520   | 102,074,626      |
| Kenneth M. Duberstein   | 523,424,798 | 26,926,608    | 4,489,953   | 102,074,626      |
| Edmund P. Giambastiani, Jr.   | 540,776,717 | 9,468,416     | 4,596,226   | 102,074,626      |
| Lawrence W. Kellner   | 541,129,370 | 9,075,080     | 4,636,909   | 102,074,626      |
| Edward M. Liddy   | 534,504,795 | 15,537,070    | 4,799,494   | 102,074,626      |
| W. James McNerney, Jr.  | 526,229,444 | 22,358,714    | 6,253,201   | 102,074,626      |
| Susan C. Schwab   | 541,122,648 | 9,529,743     | 4,188,968   | 102,074,626      |
| Ronald A. Williams  | 534,147,184 | 16,132,529    | 4,561,646   | 102,074,626      |
| Mike S. Zafirovski  | 533,005,664 | 17,229,377    | 4,606,318   | 102,074,626      |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 2. Advisory Vote to Approve Named Executive Officer Compensation                            | 505,157,574 | 42,907,380    | 6,776,405   | 102,074,626      |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 3. Ratification of the appointment of Deloitte & Touche LLP as independent auditor for 2013 | 642,671,092 | 10,298,071    | 3,946,822   |                  |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 4. Shareholder Proposal - Extraordinary Retirement Benefits                                 | 164,953,125 | 383,676,478   | 6,211,756   | 102,074,626      |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 5. Shareholder Proposal - Written Consent   | 187,754,597 | 359,884,127   | 7,202,635   | 102,074,626      |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 6. Shareholder Proposal - Executives to Retain Significant Stock                            | 134,155,277 | 414,172,270   | 6,513,812   | 102,074,626      |
|   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 7. Shareholder Proposal - Independent Board Chairman  | 232,788,775 | 316,781,174   | 5,271,410   | 102,074,626      |



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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, 2013