

BOEING CO
Form DEFA14A
March 15, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

THE BOEING COMPANY

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which the transaction applies:

- (2) Aggregate number of securities to which the transaction applies:

- (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of the transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 29, 2019.**

Meeting Information

THE BOEING COMPANY

**For Shareholders as of the close of business
on:** February 28, 2019

Date: April 29, 2019 **Time:** 9:00 A.M. CT

THE BOEING COMPANY

100 N. RIVERSIDE PLAZA

MC 5003-1001

CHICAGO, IL 60606-1596

Location: The Field Museum

1400 South Lake Shore Drive

Chicago, Illinois 60605-2496

Meeting Admission Policy: If you would like to attend the Annual Meeting, you must obtain an admission ticket by registering no later than April 19, 2019, as described in more detail in the Proxy Statement.

You are receiving this communication because you hold common stock of The Boeing Company.

This is not a ballot. You cannot use this notice to vote. This communication presents only an overview of the more complete proxy materials that are available to you on the internet. You may view the proxy materials online at www.proxyvote.com or by scanning the QR code on the reverse side, or you may request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Notice of The Boeing Company's 2019 Annual Meeting of Shareholders and Proxy Statement and the Annual Report for the year-ended December 31, 2018

How to View Online:

Have the 16-digit number that is printed in the box marked by the arrow (located on the following page) and visit www.proxyvote.com, or use your smartphone to scan the QR code below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge for requesting a copy. Shareholders may also request paper or e-mail copies of the proxy materials for all future meetings. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 16-digit number that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before April 15, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: Go to *www.proxyvote.com* or scan the QR code above using your smartphone. Have the 16-digit number that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: You may choose to attend and vote in person at the Annual Meeting of Shareholders. A ballot will be provided to shareholders of record who attend the Meeting and wish to vote in person. You must obtain an admission ticket in advance. Instructions for registering to attend the meeting are included below. Please refer to the Proxy Statement available online for other admission requirements, as well as directions to the meeting location.

Meeting Admission Policy: In order to attend the meeting, you must obtain an admission ticket by registering no later than April 19, 2019. Click the **Register for Meeting** link at *proxyvote.com* or call 1-844-318-0137 to register.

Deadline to Vote By Internet: Your internet vote must be received by 10:59 p.m. CT on Sunday, April 28, 2019.

Voting Items

The Board of Directors recommends you vote FOR the following 13 director nominees:

1. Election of Directors
 - 1a. Robert A. Bradway
 - 1b. David L. Calhoun
 - 1c. Arthur D. Collins Jr.
 - 1d. Edmund P. Giambastiani Jr.
 - 1e. Lynn J. Good
 - 1f. Nikki R. Haley
 - 1g. Lawrence W. Kellner
 - 1h. Caroline B. Kennedy
 - 1i. Edward M. Liddy
 - 1j. Dennis A. Muilenburg
 - 1k. Susan C. Schwab

11. Ronald A. Williams

1m. Mike S. Zafirovski

COMPANY PROPOSALS: The Board of Directors recommends you vote FOR proposals 2 and 3.

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

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

SHAREHOLDER PROPOSALS: The Board of Directors recommends you vote AGAINST proposals 4, 5, 6, 7 and 8.

4. Additional Report on Lobbying Activities.

5. Impact of Share Repurchases on Performance Metrics.

6. Independent Board Chairman.

7. Remove Size Limit on Proxy Access Group.

8. Mandatory Retention of Significant Stock by Executives.

NOTE: In their discretion, the proxies are authorized to vote on such other matters that may properly come before the 2019 Annual Meeting of Shareholders or any other adjournment or postponement thereof.

