BOEING CO
Form 10-K/A
February 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)
(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016
or
¨TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number 1-442
THE BOEING COMPANY
(Exact name of registrant as specified in its charter)

Delaware	91-0425694
State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)
100 N. Riverside Plaza, Chicago, IL	60606-1596
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (312) 544-2000
Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $5 par value	New York Stock Exchange
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.x
Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company) Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of June 30, 2016, there were 625,858,366 common shares outstanding held by nonaffiliates of the registrant, and the aggregate market value of the common shares (based upon the closing price of these shares on the New York Stock Exchange) was approximately $81.3 billion.

The number of shares of the registrant's common stock outstanding as of February 1, 2017 was 612,478,643.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates information by reference to the registrant's definitive proxy statement, to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2016.

Explanatory Note

This Amendment No. 1 to The Boeing Company's Annual Report on Form 10-K (the "Form 10-K") for the fiscal year ended December 31, 2016 is being filed solely to file as Exhibit 99.2 information previously provided pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 and Section 13(r) of the Securities Exchange Act of 1934, as amended. Item 15 has been included herein to reflect the addition of Exhibit 99.2 and new certifications in 31(i) and 31(ii). No other changes have been made to the Form 10-K. This amendment speaks as of the original filing date of the Form 10-K, and does not reflect events that may have occurred subsequent to the original filing date.

Item 15. Exhibits, Financial Statement Schedules

(a) List of documents filed as part of this report:

1. Financial Statements

Our consolidated financial statements are as set forth under Item 8 of the report on Form 10-K filed on February 8, 2017.

2. Financial Statement Schedules

All schedules are omitted because they are not applicable, not required, or the information is included in the consolidated financial statements.

3. Exhibits

(3) Articles of Incorporation and By-Laws.

(i) Amended and Restated Certificate of Incorporation of The Boeing Company dated May 5, 2006 (Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 1, 2006).

(ii) By-Laws of The Boeing Company, as amended and restated October 14, 2016 (Exhibit 3.2 to the Company's Current Report on Form 8-K dated October 14, 2016).

(10) Material Contracts.

Bank Credit Agreements

(i) 364-Day Credit Agreement, dated as of November 2, 2016, among The Boeing Company, the Lenders party thereto, Citigroup Global Markets Inc. and J.P. Morgan Bank N.A. as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A. as syndication agent and Citibank, N.A. as administrative agent (Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 2, 2016).

(ii) Five-Year Credit Agreement, dated as of November 10, 2011, among The Boeing Company, the Lenders party thereto, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A. as syndication agent and Citibank, N.A. as administrative agent (Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 10, 2011).

(iii) Amendment No. 1 dated as of October 9, 2014 to the Five-Year Credit Agreement, dated as of November 10, 2011, among The Boeing Company, the Lenders party thereto, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A. as syndication agent and Citibank, N.A. as administrative agent (Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 14, 2014).

(iv) Amendment No. 2 dated as of November 4, 2015 to the Five-Year Credit Agreement, dated as of November 10, 2011, among The Boeing Company, the Lenders party thereto, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A. as syndication agent and Citibank, N.A. as administrative agent (Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 4, 2015).

(v) Amendment No. 3 dated as of November 2, 2016 to the Five-Year Credit Agreement, dated as of November 10, 2011, among The Boeing Company, the Lenders party thereto, Citigroup Global Markets Inc. and JPMorgan Chase Bank, N.A. as joint lead arrangers and joint book managers, JPMorgan Chase Bank, N.A. as syndication agent and Citibank, N.A. as administrative agent (Exhibit 10.2 to the Company's Current Report on Form 8-K dated

November 2, 2016).

Business Acquisition Agreements

(vi) Joint Venture Master Agreement, dated as of May 2, 2005, by and among Lockheed Martin Corporation, The Boeing Company and United Launch Alliance, L.L.C. (Exhibit (10)(i) to the Company's Form 10-Q for the quarter ended June 30, 2005).

(vii) Delta Inventory Supply Agreement, dated as of December 1, 2006, by and between United Launch Alliance, L.L.C. and The Boeing Company (Exhibit (10)(vi) to the Company's Form 10-K for the year ended December 31, 2006).

Management Contracts and Compensatory Plans

(viii) Summary of Non-Employee Director Compensation (Exhibit 10 to the Company's Form 10-Q for the quarter ended September 30, 2016).

(ix) Deferred Compensation Plan for Directors of The Boeing Company, as amended and restated effective January 1, 2008 (Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 28, 2007).

(x) Deferred Compensation Plan for Employees of The Boeing Company, as amended and restated on January 1, 2008 (Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 28, 2007).

(xi) * Incentive Compensation Plan for Employees of The Boeing Company and Subsidiaries, as amended and restated effective October 31, 2016.

(xii) * The Boeing Company Elected Officer Annual Incentive Plan, as amended and restated effective October 31, 2016.

(xiii) The Boeing Company 1997 Incentive Stock Plan, as amended effective May 1, 2000 and further amended effective January 1, 2008 (Exhibit 10.5 to the Company's Current Report on Form 8-K dated October 28, 2007).

(xiv) Transition and Retirement Agreement dated June 22, 2015 (Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 22, 2015).

(xv) Supplemental Pension Agreement between The Boeing Company and J. Michael Luttig dated January 25, 2007, as amended on November 14, 2007 (Exhibit (10)(xxx) to the Company's Form 10-K for the year ended December 31, 2007).

(xvi) * Supplemental Benefit Plan for Employees of The Boeing Company, as amended and restated effective January 1, 2016.

(xvii) Supplemental Executive Retirement Plan for Employees of The Boeing Company, as amended and restated as of January 1, 2016 (Exhibit (10)(xvi) to the Company's Form 10-K for the year ended December 31, 2015).

(xviii) * The Boeing Company Executive Layoff Benefits Plan, as amended and restated effective January 1, 2017.

(xix) The Boeing Company 2003 Incentive Stock Plan.

(a) * Plan, as amended and restated effective October 31, 2016.

(b) Form of Non-Qualified Stock Option Grant Notice of Terms (Exhibit (10)(xvii)(b) to the Company's Form 10-K for the year ended December 31, 2010).

(c) Form of Notice of Terms of Performance-Based Restricted Stock Units (Exhibit (10)(xviii)(c) to the Company's Form 10-K for the year ended December 31, 2016).

(d) Form of Performance Award Notice (Exhibit (10)(xviii)(d) to the Company's Form 10-K for the year ended December 31, 2016).

(e) Form of Notice of Terms of Restricted Stock Units (Exhibit (10)(xviii)(e) to the Company's

Form 10-K for the year ended December 31, 2016).

(f) Form of Notice of Terms of Supplemental Restricted Stock Units (Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 18, 2016).

(g) Form of Notice of Terms of Restricted Stock Units dated February 24, 2014 (Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 24, 2014).

(h) Form of Notice of Terms of Restricted Stock Units dated February 23, 2015. (Exhibit (10)(xviii)(i) to the Company's Form 10-K for the year ended December 31, 2015).

(i) Notice of Terms of Restricted Stock Units (Exhibit 10.2 to the Company's Current Report on Form 8-K dated June 22, 2015).

(12) * Computation of Ratio of Earnings to Fixed Charges.

(14) Codes of Ethics.

(i) The Boeing Company Code of Ethical Business Conduct for Members of the Board of Directors (www.boeing.com/resources/boeingdotcom/company/general_info/pdf/conduct_for_directors.pdf).

(ii) The Boeing Company Code of Conduct for Finance Employees (www.boeing.com/resources/boeingdotcom/company/general_info/pdf/code-of-conduct-for-finance.pdf).

(iii) The Boeing Company Code of Conduct (www.boeing.com/resources/boeingdotcom/principles/ethics_and_compliance/pdf/english.pdf).

(21) * List of Company Subsidiaries.

(23) * Consent of Independent Registered Public Accounting Firm.

(31) Section 302 Certifications.

(i) ** Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

(ii) ** Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

(32) Section 906 Certifications.

(i) * Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(ii) * Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(99) Additional Exhibits.

1 Commercial Program Method of Accounting (Exhibit (99)(i) to the 1997 Form 10-K).

2 ** Information Incorporated by Reference to the Form 10-Q for the Quarter Ended March 31, 2016.

(101) *Interactive Data Files.

(101.INS) XBRL Instance Document

(101.SCH) XBRL Taxonomy Extension Schema Document

(101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document

(101.DEF) XBRL Taxonomy Extension Definition Linkbase Document

(101.LAB) XBRL Taxonomy Extension Label Linkbase Document

(101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document

* Included in the Form 10-K for the year ended December 31, 2016 filed on February 8, 2017

** Filed herewith

In accordance with Item 601(b)(4)(iii)(A) of Regulation S-K, copies of certain instruments defining the rights of holders of long-term debt of the Company are not filed herewith. Pursuant to this regulation, we hereby agree to furnish a copy of any such instrument to the SEC upon request.

Signatures

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 9, 2017.

THE BOEING COMPANY
(Registrant)

By: /s/ Robert E. Verbeck
Robert E. Verbeck – Senior Vice President, Finance and Corporate Controller