

BOEING CO
Form 8-K
December 18, 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

December 17, 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)
- 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))

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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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 17, 2017, the Board adopted an amendment to Article II, Section 1 of the Company's By-Laws to decrease the number of directors from fourteen to thirteen. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 3.2 | <u>By-Laws of The Boeing Company, as amended and restated effective December 17, 2017</u> |

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

(Registrant)

By: /s/ Grant M. Dixon
Grant M. Dixon

Vice President, Deputy General Counsel and Corporate Secretary

Date: December 18, 2017