

BOEING CO
Form DEF 14A
March 15, 2019
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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)

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The Boeing Company

ANNUAL MEETING

2019

OF SHAREHOLDERS

Monday, April 29, 2019 | 9am CT

The Field Museum

1400 South Lake Shore Drive, Chicago, Illinois

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Notice of 2019 Annual Meeting of Shareholders

March 15, 2019

Dear Fellow Shareholder,

You are cordially invited to attend The Boeing Company's 2019 Annual Meeting of Shareholders to be held on Monday, April 29, 2019, at 9:00 a.m., Central Time, at The Field Museum, 1400 South Lake Shore Drive, Chicago, Illinois. At the meeting, shareholders will be asked to:

elect the 13 director nominees named in the proxy statement;

approve, on an advisory basis, named executive officer compensation;

ratify the appointment of our independent auditor for 2019; and

transact such other business, including certain shareholder proposals, as may properly come before the meeting and any postponement or adjournment thereof.

The meeting will also include a report on our operations. Shareholders of record at the close of business on February 28, 2019 are entitled to vote at the annual meeting and any postponement or adjournment thereof. Your vote is important. Please vote by internet, telephone, or mail as soon as possible to ensure your vote is recorded promptly. Please also note that, if you wish to attend the meeting, you must request an admission ticket in advance. To obtain an admission ticket, please follow the instructions on page 63 of the proxy statement.

We are extremely grateful for the valuable contributions of Mr. Kenneth M. Duberstein, who will retire at the meeting after more than 30 years of combined service on the Boards of Directors of The Boeing Company and the McDonnell Douglas Corporation, and we are very pleased that Ambassador Nikki R. Haley, former U.S. Permanent Representative to the United Nations, is a new nominee for election to the Board of Directors.

Thank you for your ongoing support of The Boeing Company.

Very truly yours,

Dennis A. Muilenburg
*Chairman, President and
Chief Executive Officer*

Grant M. Dixon
Vice President, Deputy General Counsel and Corporate Secretary

REVIEW THE PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:

VIA THE INTERNET

Visit www.proxyvote.com

BY TELEPHONE

Call the telephone number on your proxy card, voting instruction form or notice

BY MAIL

Sign, date, and return your proxy card or voting instruction form

IN PERSON

Attend the annual meeting in Chicago

See page 63 for details regarding how to register in advance and obtain an admission ticket

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 29, 2019: This Notice of Annual Meeting and Proxy Statement and the 2018 Annual Report are available at www.proxyvote.com.

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This proxy statement is issued in connection with the solicitation of proxies by the Board of Directors of The Boeing Company for use at the 2019 Annual Meeting of Shareholders and at any adjournment or postponement thereof. On or about March 15, 2019, we will begin distributing print or electronic materials regarding the annual meeting to each shareholder entitled to vote at the meeting. Shares represented by a properly executed proxy will be voted in accordance with instructions provided by the shareholder.

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PROXY SUMMARY

This summary sets forth certain performance highlights, as well as information contained elsewhere in this proxy statement. You should read the entire proxy statement before casting your vote.

Performance Highlights

Total Shareholder Return (TSR) vs. Dow Jones Industrial Average/Peer Company Average

Annual Meeting of Shareholders

You may vote at the meeting if you were a holder of record of our common stock at the close of business on February 28, 2019. Please see pages 63-65 for information on voting your shares. To attend the meeting in person, you must register no later than April 19, 2019 to obtain an admission ticket. You must present an admission ticket, along with government-issued photo identification, in order to attend the meeting. See page 63 for additional instructions.

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PROXY SUMMARY

Voting Recommendations of the Board

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Director Nominees

Two of our independent directors joined the Board in the last three years, and this year's Board nominees include one new director – Nikki Haley, former U.S. Permanent Representative to the United Nations. These new additions reflect our ongoing Board refreshment strategy and our commitment to further strengthening and diversifying the skills and experiences of the Board. Each director nominee is listed below, and you can find additional information under Election of Directors (Item 1) beginning on page 4.

Director				
Name	Age	Since	Professional Background	Board Committees
Robert A. Bradway	56	2016	Chairman & CEO, Amgen	Audit, Finance
David L. Calhoun	61	2009	Senior Managing Director, Blackstone Group; Former Chairman & CEO, Nielsen	Compensation, GON
Arthur D. Collins Jr.	71	2007	Senior Advisor, Oak Hill Capital Partners; Former Chairman & CEO, Medtronic	Compensation, GON
Edmund P. Giambastiani Jr.	70	2009	Seventh Vice Chairman of the U.S. Joint Chiefs of Staff; Former NATO Supreme Allied Commander Transformation and Former Commander, U.S. Joint Forces Command	Audit, Finance, Special Programs

Lynn J. Good	59	2015	Chairman, President & CEO, Duke Energy	Audit, Finance
Nikki R. Haley	47		Former U.S. Permanent Representative to the United Nations	
Lawrence W. Kellner	60	2011	President, Emerald Creek Group; Former Chairman & CEO, Continental Airlines	Audit, Finance
Caroline B. Kennedy	61	2017	Former U.S. Ambassador to Japan	Audit, Finance
Edward M. Liddy	73	2010	Former Chairman & CEO, Allstate	Compensation, GON
Dennis A. Muilenburg	55	2015	Chairman, President & CEO, Boeing	Special Programs
Susan C. Schwab	63	2010	Professor, University of Maryland School of Public Policy; Former U.S. Trade Representative	Audit, Finance
Ronald A. Williams	69	2010	Former Chairman & CEO, Aetna	Audit, Finance, Special Programs

Mike S. Zafirovski

65

2004

Executive Advisor, Blackstone Group;

Compensation, GON

Former President & CEO, Nortel

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PROXY SUMMARY

Key Features of Our Executive Compensation Program

Pay-for-performance strategy aligns executive compensation with execution of business strategy (page 25)

Incentive pay programs feature multiple performance metrics (page 27)

Approximately 90% of target CEO pay in 2018 was variable and at risk (page 29)

No accelerated vesting of equity awards in connection with a change in control (page 32)

Rigorous stock ownership requirements for officers and directors (page 35)

No pledging or hedging of Boeing stock by officers or directors (page 36)