
**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**

**February 26, 2019
Date of Report (Date of earliest event reported)**

The Boeing Company

(Exact name of registrant as specified in its charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**1-442
(Commission File No.)**

**91-0425694
(I.R.S. Employer
Identification Number)**

**100 N. Riverside, Chicago, IL
(Address of Principal Executive Offices)**

**60606-1596
(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))

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 8.01. Other Events.

On February 26, 2019, The Boeing Company (the “Company”) issued a press release announcing that the Board of Directors has nominated Nikki R. Haley for election as a director at the Company's 2019 Annual Meeting of Shareholders. A copy of the Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit**Number Description**

99.1 [Press Release, dated February 26, 2019, furnished herewith](#)

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

By: /s/ Grant M. Dixon

Grant M. Dixon

Vice President, Deputy General Counsel & Corporate
Secretary

Dated: February 26, 2019



News Release

Boeing Nominates Nikki Haley for Election to Board of Directors

CHICAGO, February 26, 2019 - The Boeing Company [NYSE: BA] board of directors has nominated Nikki Randhawa Haley to be elected as a director at the company's annual meeting of shareholders on April 29.

Haley is the former U.S. ambassador to the United Nations, the first female governor of South Carolina, and a three-term legislator in the South Carolina House of Representatives.

"Ambassador Haley brings to Boeing an outstanding record of achievement in government, industry partnership, and successfully driving economic prosperity for communities in America and around the world," said Boeing Chairman, President and Chief Executive Officer Dennis Muilenburg. "Boeing will benefit greatly from her broad perspectives and combined diplomatic, government and business experience to help achieve our aspiration to be the best in aerospace and a global industrial champion."

Ambassador Haley, 47, graduated from Clemson University with a bachelor's degree in accounting. She was first elected to the South Carolina House of Representatives in 2004, serving three terms before being elected Governor of the state between 2011 and 2017. Haley was appointed U.S. ambassador to the United Nations by President Trump in January 2017, serving until December 2018.

"It's an honor to have the opportunity to contribute to Boeing's continued success as a cutting edge industry leader and a great American company," said Ambassador Haley. "Not only is Boeing the largest aerospace company in the world and America's biggest exporter, it also understands the importance of teamwork and building community through its network of suppliers in all 50 states and around the world."

This Press Release Does Not Constitute a Solicitation of Proxies

This press release is not a solicitation of proxies from holders of common stock of The Boeing Company (the "Company"). The Company will provide shareholders with a proxy statement and other relevant materials in connection with the 2019 Annual Meeting of Shareholders. Any solicitation of proxies by or on behalf of the Company in connection with the 2019 Annual Meeting of Shareholders will be conducted upon and following the dissemination of the proxy statement and other materials in accordance with applicable law. We urge shareholders to read the proxy statement and any other relevant documents to be filed with the SEC when available, as such documents will contain important information. Shareholders will be able to receive the proxy statement and other relevant documents free of charge at the SEC's website at <http://www.sec.gov> or at <http://www.boeing.com>.

###

Contact

Chaz Bickers, Boeing

+1 312-544-2002

charles.n.bickers@boeing.com