

**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

Date of Report (Date of Earliest Event Reported): November 14, 2024

THE BOEING COMPANY

(Exact name of registrant as specified in its charter)

Delaware <small>(State or other jurisdiction of incorporation or organization)</small>	1-442 <small>(Commission file number)</small>	91-0425694 <small>(I.R.S. Employer Identification No.)</small>
929 Long Bridge Drive, Arlington, VA <small>(Address of principal executive offices)</small>		22202 <small>(Zip Code)</small>
(703) 465-3500 <small>(Registrant's telephone number, including area code)</small>		

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$5.00 Par Value	BA	New York Stock Exchange
Depositary Shares, each representing a 1/20th interest in a share of 6.00% Series A Mandatory Convertible Preferred Stock, \$1.00 Par Value	BA-PRA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2024, the Board of Directors of The Boeing Company (the "Company") elected Mortimer J. (Tim) Buckley, former Chairman and Chief Executive Officer of The Vanguard Group, as a director effective January 1, 2025. Mr. Buckley will serve on the Finance Committee and the Governance & Public Policy Committee. Mr. Buckley will participate in the Company's nonemployee director compensation program, which is described beginning on page 38 of the Company's proxy statement for its 2024 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on April 5, 2024.

There are no arrangements or understandings between Mr. Buckley and any other persons pursuant to which Mr. Buckley was selected as a director. In addition, there are no related person transactions between Mr. Buckley and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Item 7.01. Regulation FD Disclosure.

A copy of the Company's press release related to Mr. Buckley's election 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 issued by The Boeing Company on November 15, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ John C. Demers

John C. Demers

Vice President, Assistant General Counsel and Corporate Secretary

Dated: November 18, 2024



Boeing Elects Tim Buckley to Board of Directors

- Buckley to join Finance and Governance & Public Policy committees

ARLINGTON, Va., Nov. 15, 2024 — The Boeing Company [NYSE: BA] Board of Directors today announced that it has elected Tim Buckley as its newest member, effective January 1, 2025. Buckley will serve on the Finance and Governance & Public Policy committees.

Buckley, 55, previously served as Chair and CEO of The Vanguard Group, where he successfully led one of the largest investment management firms in the world, with nearly \$10 trillion in assets under management.

“Tim is a renowned, trusted leader who brings the voice of the investor and a track record of business success to our Board,” said Boeing Board Chair Steve Mollenkopf. “Tim’s familiarity with the broad investor community, expertise managing complex business operations and ability to positively lead through change will bring additional important perspective to our Board.”

During Buckley’s tenure as CEO, Vanguard’s assets under management grew 80 percent, driven by the firm’s focus on offering products and developing digital services that improve clients’ long-term success. Prior to serving as Vanguard’s CEO, Buckley held multiple roles of increasing responsibility throughout his 33-year career at the firm, including as Chief Investment Officer and Chief Information Officer.

The 12th member of the board, Buckley will be the tenth new director added since 2019, as part of the board’s refreshment efforts. These directors collectively bring significant experience in aerospace, safety, engineering, manufacturing, cyber, artificial intelligence, software, risk oversight, audit, supply chain management, sustainability and finance.

About Boeing

As a leading global aerospace company, Boeing develops, manufactures and services commercial airplanes, defense products and space systems for customers in more than 150 countries. As a top U.S. exporter, the company leverages the talents of a global supplier base to advance economic opportunity, sustainability and community impact. Boeing’s diverse team is committed to innovating for the future, leading with sustainability, and cultivating a culture based on the company’s core values of safety, quality and integrity. Join our team and find your purpose at [boeing.com/careers](https://www.boeing.com/careers).

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Contact

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