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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**THE BOEING COMPANY**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**91-0425694**  
(I.R.S. Employer  
Identification No.)

**929 Long Bridge Drive, Arlington, VA**  
(Address of Principal Executive Offices)

**22202**  
(Zip Code)

**The Boeing Company 401(k) Retirement Plan (f/k/a The Boeing Company Voluntary Investment Plan)**  
(Full title of the plans)

**John C. Demers**  
**Vice President, Assistant General Counsel and Corporate Secretary**  
**The Boeing Company**  
**929 Long Bridge Drive, Arlington, VA 22202**  
(Name and address for agent for service)

**(703) 465-3500**  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the United States Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 30,000,000 shares of the common stock, par value \$5.00 per share (“Common Stock”), of The Boeing Company (the “Company”) that may be offered and sold under The Boeing Company 401(k) Retirement Plan, formerly known as The Boeing Company Voluntary Investment Plan. In accordance with General Instruction E of Form S-8, the contents of the Company’s previously filed (i) Registration Statement on Form S-8 (Registration No. 333-107677) filed with the Commission on August 5, 2003, (ii) Registration Statement on Form S-8 (Registration No. 333-140837) filed with the Commission on February 22, 2007, (iii) Registration Statement on Form S-8 (Registration No. 333-163637) filed with the Commission on December 10, 2009, and (iv) Registration Statement on Form S-8 (Registration No. 333-252770) filed with the Commission on February 5, 2021 are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

The opinion of counsel for the Company as to the validity of the securities registered hereunder is given by John C. Demers, Vice President, Assistant General Counsel and Corporate Secretary for the Company. Mr. Demers is regularly employed by the Company, owns shares of Common Stock and participates in and holds equity awards under certain of the Company's compensation plans.

**Item 8. Exhibits.**

Exhibit Number	Description
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of The Boeing Company, dated May 5, 2006 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated May 1, 2006)</u></a>
4.2	<a href="#"><u>By-Laws of The Boeing Company, as amended and restated effective August 29, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated August 29, 2023)</u></a>
4.3	<a href="#"><u>Certificate of Designations, filed with the Secretary of State of the State of Delaware and effective October 31, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated October 28, 2024)</u></a>
5.1*	<a href="#"><u>Opinion of Counsel</u></a>
15.1*	<a href="#"><u>Awareness Letter of Independent Registered Public Accounting Firm</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>
23.2*	<a href="#"><u>Consent of Counsel (included in Exhibit 5.1)</u></a>
24.1*	<a href="#"><u>Power of Attorney</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Arlington, Commonwealth of Virginia on the 29th day of July, 2025.

The Boeing Company

By: /s/ Brian J. West

Name: Brian J. West

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 29th day of July, 2025.

Signature	Title
<u>/s/ Robert K. Ortberg</u> Robert K. Ortberg	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Brian J. West</u> Brian J. West	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Michael J. Cleary</u> Michael J. Cleary	Senior Vice President and Controller (Principal Accounting Officer)
<u>*</u> Steven M. Mollenkopf	Chair of the Board
<u>*</u> Robert A. Bradway	Director
<u>*</u> Mortimer J. Buckley	Director
<u>*</u> Lynne M. Doughtie	Director
<u>*</u> David L. Gitlin	Director
<u>*</u> Lynn J. Good	Director
<u>*</u> Stayce D. Harris	Director
<u>*</u> Akhil Johri	Director
<u>*</u> David L. Joyce	Director
<u>*</u> John M. Richardson	Director

\* The undersigned by signing her name hereto, signs and executes this Registration Statement pursuant to the Power of Attorney executed by the above-named signatories and filed with the Securities and Exchange Commission as Exhibit 24.1 hereto.

By: /s/ Dana E. Kumar

Dana E. Kumar

Attorney-in-Fact



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July 29, 2025

The Boeing Company  
929 Long Bridge Drive  
Arlington, VA 22202

**RE: Registration of Offer and Sale of 30,000,000 Shares of Common Stock of The Boeing Company  
Registration Statement on Form S-8**

Ladies and Gentlemen:

As Vice President, Assistant General Counsel and Corporate Secretary of The Boeing Company (the "Company"), I have acted as counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") that is being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering up to an aggregate of 30,000,000 shares of common stock, \$5.00 par value per share, of the Company (the "Shares"), which may be issued pursuant to The Boeing Company 401(k) Retirement Plan, formerly known as The Boeing Company Voluntary Investment Plan (the "Plan").

In reaching the opinions set forth herein, I, or attorneys under my supervision, have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation as amended to date, the Company's By-Laws as amended to date, and such resolutions of the Company's Board of Directors and other documentation as I have deemed necessary or advisable for the purpose of this opinion.

Based on and subject to the foregoing, I am of the opinion that the Shares that may be issued by the Company pursuant to the Plan, upon the due execution by the Company and registration by its registrar of the Shares, the issuance thereof by the Company in accordance with the terms of the Plan, and the receipt of consideration therefore in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws). We do not express any opinion herein on the laws of any other jurisdiction.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me under the heading "Interests of Named Experts and Counsel" in the Registration Statement.

Cordially,

/s/ John C. Demers

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John C. Demers  
Vice President, Assistant General Counsel and Corporate  
Secretary

**AWARENESS LETTER OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

July 29, 2025

The Board of Directors and Shareholders of  
The Boeing Company  
929 Long Bridge Drive  
Arlington, VA 22202

We are aware that our reports dated April 23, 2025 and July 29, 2025 on our review of interim financial information of The Boeing Company and subsidiaries appearing in The Boeing Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025, respectively, are incorporated by reference in this Registration Statement.

/s/ Deloitte & Touche LLP

Seattle, Washington

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 3, 2025 relating to the consolidated financial statements of The Boeing Company and subsidiaries and the effectiveness of The Boeing Company and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of The Boeing Company for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Seattle, Washington

July 29, 2025

## POWER OF ATTORNEY

Each of the persons whose signature appears below, being a director of The Boeing Company, a Delaware corporation (the "Company"), hereby constitutes and appoints each of Michael J. Cleary, John C. Demers, Dana E. Kumar and Robert K. Ortberg, signing singly, the undersigned's true and lawful attorney-in-fact with full and several power of substitution and resubstitution to execute the registration statement on Form S-8 under the Securities Act of 1933, as amended, to be filed by the Company with respect to the registration of shares of the Company's common stock, par value \$5.00 per share, to be offered and sold pursuant to The Boeing Company 401(k) Retirement Plan (formerly known as The Boeing Company Voluntary Investment Plan), and thereafter to execute any amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, in such forms as they or any one of them may approve, hereby granting to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done to the end that such registration statement shall comply with the Securities Act of 1933, as amended, and the applicable rules and regulations adopted or issued pursuant thereto, as fully to all intents and purposes as each of the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of the date indicated below.

Signature	Title	Date
<u>/s/ Robert A. Bradway</u> Robert A. Bradway	Director	July 23, 2025
<u>/s/ Mortimer J. Buckley</u> Mortimer J. Buckley	Director	July 26, 2025
<u>/s/ Lynne M. Doughtie</u> Lynne M. Doughtie	Director	July 23, 2025
<u>/s/ David L. Gitlin</u> David L. Gitlin	Director	July 24, 2025
<u>/s/ Lynn J. Good</u> Lynn J. Good	Director	July 23, 2025
<u>/s/ Stayce D. Harris</u> Stayce D. Harris	Director	July 23, 2025
<u>/s/ Akhil Johri</u> Akhil Johri	Director	July 27, 2025
<u>/s/ David L. Joyce</u> David L. Joyce	Director	July 23, 2025
<u>/s/ Steven M. Mollenkopf</u> Steven M. Mollenkopf	Director	July 24, 2025
<u>/s/ John M. Richardson</u> John M. Richardson	Director	July 23, 2025

**Calculation of Filing Fee Tables**

**Form S-8**

(Form Type)

**The Boeing Company**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price per Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (2)
Equity	Common stock, par value \$5.00 per share	457(c) and 457(h)	30,000,000	\$227.93	\$6,837,900,000	0.00015310	\$1,046,882.49
Total Offering Amounts					\$6,837,900,000		\$1,046,882.49
Total Fee Offsets							\$0
Net Fee Due							\$1,046,882.49

- (1) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall include an additional indeterminate number of shares of common stock, par value \$5.00 per share ("Common Stock") of The Boeing Company (the "Company"), that may be issued under The Boeing Company 401(k) Retirement Plan as a result of stock splits, stock dividends, recapitalization or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act. The price per share is estimated to be \$227.93 based on the average of the high sales price (\$230.31) and the low sales price (\$225.55) for the Company's Common Stock as reported on the New York Stock Exchange on July 22, 2025.