

BOEING CO
Form 8-K
October 26, 2015

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
October 26, 2015
Date of Report (Date of earliest event reported)

The Boeing Company
(Exact Name of Registrant as Specified in 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) (312) 544-2000 (Registrant's Telephone Number, Including Area Code) | 60606-1596 (Zip 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:

- c Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - c Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - c Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - c Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 26, 2015, as part of the annual review of corporate governance documents and policies, the Board of Directors (the "Board") of The Boeing Company (the "Company") adopted amendments to Article I, Section 11 of the Company's By-Laws (the "By-Laws"). These amendments impose certain requirements on director nominees with respect to security clearances established by the U.S. federal government and absence of prior criminal conduct, and make other non-substantive changes. The foregoing summary of the amendments to the By-Laws is subject to, and qualified in its entirety by, the By-Laws, as amended and restated on October 26, 2015, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 3.2 | By-Laws of The Boeing Company, as amended and restated on October 26, 2015 |

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/ Michael F. Lohr
Michael F. Lohr
Vice President, Assistant General Counsel and Corporate Secretary

Dated: October 26, 2015

INDEX TO EXHIBITS

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