

BOEING CO
Form DEFA14A
April 16, 2013

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)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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Following discussions with shareholders, on April 16, 2013, The Boeing Company (the Company) amended its Corporate Governance Principles to enhance the duties of the Company's independent Lead Director. Specifically, the Board determined that the Lead Director shall perform the following duties:

Approve Board meeting agendas and, in consultation with the Chairman and the nonemployee directors, approve Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;

Approve the type of information to be provided to directors for Board meetings;

Preside at all meetings at which the Chairman is not present including executive sessions of the nonemployee directors and apprise the Chairman of the issues considered;

Serve as liaison between the Chairman and the independent directors;

Be available for consultation and direct communication with the Company's shareholders;

Call meetings of the nonemployee directors when necessary and appropriate; and

Perform such other duties as the Board may from time to time designate.

The Company also amended the Board Agendas section of its Corporate Governance Principles to clarify that the Lead Director shall, together with the Chairman and relevant committee chairs, as appropriate, establish the agendas for Board and committee meetings in consultation with the CEO and consistent with the Lead Director duties set forth above. In all other respects, the Company's Corporate Governance Principles remain unchanged. A copy of the amended Corporate Governance Principles is available in the corporate governance section of the Company's website at www.boeing.com/corp_gov/.

Refer to the Company's proxy statement filed on March 15, 2013 in connection with the 2013 annual meeting of shareholders to be held on April 29, 2013 for additional information regarding the Board's leadership structure, the shareholder proposal regarding an independent board chairman and the Board's statement in opposition thereto.