

BOEING CO  
Form 8-K  
May 12, 2014

**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**

**May 6, 2014**

**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)**

**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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2014, The Boeing Company (the Company ) and W. James McNerney, Jr. entered into an amendment (the Amendment ) to the Amended and Restated Employment Agreement between the Company and Mr. McNerney dated as of March 13, 2008 (the Executive Employment Agreement ) pursuant to which accruals under Mr. McNerney s Supplemental Pension (as described in Section 6(b) of the Executive Employment Agreement) shall cease as of December 31, 2015. In March 2014, the Company made comparable changes to retirement benefits for other executives and non-executive salaried employees, also effective December 31, 2015.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amendment to Executive Employment Agreement dated as of May 6, 2014

**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: May 12, 2014

**INDEX TO EXHIBITS**

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