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**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)

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

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

**7755 East Marginal Way South**  
**Seattle, Washington 98108**  
(Address of principal executive offices, including zip code)

**THE BOEING COMPANY 1997 INCENTIVE STOCK PLAN**

(Full title of the plan)

**JAMES C. JOHNSON**  
Vice President, Corporate Secretary and Assistant General Counsel  
The Boeing Company  
7755 East Marginal Way South  
Seattle, Washington 98108  
(206) 655-2505

(Name, address and telephone number, including area code, of agent for service)

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Copy to:  
**J. SUE MORGAN**  
Perkins Coie LLP  
1201 Third Avenue, 40th Floor  
Seattle, Washington 98101-3099

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Number to Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$5.00 per share . . . . .	31,000,000	\$43.9375	\$1,362,062,500	\$359,584.50

- (1) Includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to such employee benefit plan as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding Common Stock.
  - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended. The price per share is estimated to be \$43.9375 based on the average of the high sales price (\$44.4375) and the low sales price (\$43.4375) for the Registrant's Common Stock as reported on the New York Stock Exchange on July 17, 2000.
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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed with the Securities and Exchange Commission (the "Commission"), on March 8, 2000, which contains audited consolidated financial statements for the most recent fiscal year for which such statements have been filed;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above; and
- (c) The description of the Registrant's Common Stock contained in its Current Report on Form 8-K dated January 30, 1998, under Section 13 or 15(d) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

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

The opinion of counsel as to the legality of the securities that may be issued under the Plan is given by Kathryn A. Brown, Assistant Corporate Secretary and Counsel for the Registrant, who owns 350 shares of the Registrant's Common Stock.

**Item 6. Indemnification of Directors and Officers**

Article VII, Section 4 of the Registrant's By-Laws provides for indemnification of the Registrant's directors and officers to the full extent permitted under Delaware law.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation in a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with the respect to any criminal action, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's charter, by-laws, disinterested director vote, stockholder vote, agreement or otherwise.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation

of law, (iii) for payments of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

Article Twelfth of the Registrant's Restated Certificate of Incorporation provides that, to the full extent that Delaware law permits the limitation or elimination of the liability of directors, a director of the Registrant will not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

Officers and directors of the Registrant are covered by insurance that, with certain exceptions and within certain limitations, indemnifies them against losses and liabilities arising from any alleged "wrongful act," including any alleged error or misstatement, misleading statement, wrongful act or omission, neglect or breach of duty, in their capacities as such.

## **Item 8. Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of counsel regarding legality of the Common Stock being registered
15.1	Letter regarding unaudited interim financial information
23.1	Consent of Deloitte & Touche LLP (see page II-6)
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney (see Signature Page)
99.1	The Boeing Company 1997 Incentive Stock Plan

## **Item 9. Undertakings**

A. The undersigned Registrant hereby undertakes:

- (1) To file during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");
  - (b) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) that, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (1)(a) and (1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN E. BRYSON</u> John E. Bryson	Director
<u>/s/ KENNETH M. DUBERSTEIN</u> Kenneth M. Duberstein	Director
<u>/s/ JOHN B. FERY</u> John B. Fery	Director
<u>/s/ PAUL E. GRAY</u> Paul E. Gray	Director
<u>/s/ JOHN F. McDONNELL</u> John F. McDonnell	Director
<u>/s/ CHARLES M. PIGOTT</u> Charles M. Pigott	Director
<u>/s/ LEWIS E. PLATT</u> Lewis E. Platt	Director
<u>/s/ ROZANNE L. RIDGWAY</u> Rozanne L. Ridgeway	Director
<u>/s/ JOHN M. SHALIKASHVILI</u> John M. Shalikashvili	Director

[Letterhead of Deloitte & Touche LLP]

**INDEPENDENT AUDITORS' CONSENT**

To the Board of Directors and Shareholders  
The Boeing Company  
Seattle, Washington

We consent to the incorporation by reference in this Registration Statement of The Boeing Company on Form S-8 of our report dated January 28, 2000, incorporated by reference in the Annual Report on Form 10-K of The Boeing Company for the year ended December 31, 1999.

**/s/ Deloitte & Touche LLP**

July 17, 2000

## INDEX TO EXHIBITS

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