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### **Item 1.01 Entry into a Material Definitive Agreement.**

On June 30, 2024, The Boeing Company (the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among Spirit AeroSystems Holdings, Inc., a Delaware corporation (“Spirit”), the Company, Sphere Acquisition Corp., a Delaware corporation and wholly owned direct subsidiary of the Company (“Sphere”), pursuant to which, among other things, Merger Sub will be merged with and into Spirit (the “Merger”), surviving the Merger as a wholly owned subsidiary of the Company.

On the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the “Effective Time”), each share of Class A common stock, par value \$0.01 per share, of Spirit (“Spirit Common Stock”) issued and outstanding immediately prior to the Effective Time (other than shares of Spirit Common Stock owned by the Company, Merger Sub, any other wholly owned subsidiary of the Company, Spirit, or any wholly owned subsidiary of Spirit, in each case, not held on behalf of third parties) will be automatically cancelled and cease to exist and be converted into the right to receive a number of shares of the Company’s Common Stock, par value of \$5.00 (“Company Common Stock” and such number of shares, the “Per Share Merger Consideration”), equal to the volume weighted average price per share of Company Common Stock on the New York Stock Exchange for the ten consecutive trading days ending on and including the second full trading day prior to the Effective Time (“Boeing Stock Price”), is greater than \$149.00 but less than \$206.94, the quotient obtained by dividing \$37.25 by the Boeing Stock Price, rounded to four decimal places, or (b) if the Boeing Stock Price is greater than or equal to \$206.94, or (c) if the Boeing Stock Price is equal to or less than \$149.00, 0.2500 (the “Merger Consideration Shares”). The issuance of the Merger Consideration Shares will be registered under a registration statement on Form S-1 filed by the Company, which will include a proxy statement of Spirit (the “Registration Statement”).

The obligations of the Company and Merger Sub, on the one hand, and Spirit, on the other hand, to effect the Merger are subject to various conditions, including the adoption of the Merger Agreement by the holders of a majority of the outstanding shares of Spirit Common Stock entitled to vote on the matter (the “Spirit Stockholder Approval”), the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the receipt of other specified regulatory approvals; effectiveness of the Registrant’s filing of the Merger Agreement with the SEC; approval of the listing of the Merger Consideration Shares on the New York Stock Exchange, subject to the receipt of notice of issuance; the absence of any law or order that prohibits the consummation of the Merger; the accuracy of the representations and warranties of the other party contained in the Merger Agreement (subject to certain qualifications); performance in all material respects by the other party of its obligations under the Merger Agreement; in the case of the Company and Merger Sub, the required regulatory approvals having been obtained without the imposition of a Burdensome Condition (as defined in the Merger Agreement); the absence of a Material Adverse Change (as defined in the Merger Agreement) since the date of the Merger Agreement; and the completion of certain Spirit operations related to Airbus SE commercial work packages.

Spirit has made customary representations, warranties and covenants in the Merger Agreement, including, without limitation, representations and warranties regarding its financial condition, and subject to certain exceptions, covenants to use reasonable best efforts to conduct its business in the ordinary course of business during the period between the signing of the Merger Agreement and the closing of the Merger, not to engage in specified types of actions during this period, to convene and hold meetings of its stockholders for the purpose of obtaining the Spirit Stockholder Approval and not to solicit or negotiate any proposals or modify in a manner adverse to the Company the recommendation of the Spirit Board of Directors that Spirit’s stockholders adopt the Merger Agreement.

The Merger Agreement contains certain termination rights, including that either party may terminate the Merger Agreement if, subject to certain limitations, the Merger has not closed by March 31, 2025 (subject to three three-month extensions if on each such date all of the closing conditions except those relating to regulatory approvals have been satisfied or waived) (the “Outside Date”). Additionally, Spirit may terminate the Merger Agreement under specified circumstances to accept an unsolicited Superior Proposal (as defined in the Merger Agreement) from a third party, and the Company may terminate the Merger Agreement if, before the Spirit Stockholder Approval is obtained, the Spirit Board of Directors changes its recommendation that Spirit’s stockholders adopt the Merger Agreement.

The Merger Agreement provides that Spirit will be required to pay the Company a termination fee of \$15 million if the Merger Agreement is terminated under specified circumstances in which the Spirit Board of Directors changes its recommendation that Spirit’s stockholders adopt the Merger Agreement, Spirit terminates the Merger Agreement to accept a Superior Proposal as set forth in the Merger Agreement, or Spirit consummates a Qualifying Transaction (as defined in the Merger Agreement) following the termination of the Merger Agreement.

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The Merger Agreement also provides that the Company will be required to pay Spirit a termination fee if the Merger Agreement is terminated by Spirit or the Company under certain specified circumstances if the Merger Agreement is terminated as a result of failing to obtain the required regulatory approvals by the or as a result of a law or order related to the required regulatory approvals or any applicable antitrust law or investment law that prohibits the consummation of the Merger.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated by reference herein by reference.

The Merger Agreement has been included to provide investors with information regarding its terms. It is not intended to provide any other factual information about the Company, Spirit or any of their respective affiliates. The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of the Merger Agreement as of the specific date therein, were solely for the benefit of the parties to the Merger Agreement and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential information and disclosures made for the purposes of allocating contractual risk among the parties to the Merger Agreement. The Merger Agreement is not intended to establish these matters as facts, and may be subject to standards of materiality applicable to the contract that differ from those applicable to investors. Investors are not third-party beneficiaries under the Merger Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties thereto or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of representations and warranties may change after the Merger Agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures. The Merger Agreement should not be read alone, but should instead be read in conjunction with other information regarding the parties that is or will be contained in, or incorporated by reference into, the Company's 10-K, Forms 10-Q and other documents that the Company filed or will file with the Securities and Exchange Commission ("SEC").

#### **Item 7.01 Regulation FD Disclosure.**

On July 1, 2024, the Company issued a press release announcing the execution of the Merger Agreement. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The Company's investor presentation containing additional information regarding the Merger is attached hereto as Exhibit 99.2 and incorporated by reference herein.

The information in this Item 7.01, including the exhibits referenced herein and attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall it be deemed incorporated by reference in any Company filing under the Securities Act of 1933 (the "Securities Act") or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

#### **Cautionary Language Concerning Forward-Looking Statements**

This Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 27A of the Exchange Act, and the Private Securities Litigation Reform Act of 1995, each as amended. Words such as "expects," "believes," "may," "should," "will," "intends," "projects," "plans," "estimates," "targets," "anticipates" and other similar words or expressions, or the negative thereof, generally can be used to help identify these forward-looking statements. Examples of forward-looking statements include statements relating to the anticipated benefits and synergies of the acquisition, the timetable for completing the acquisition, and the impact of the acquisition on the Company's business and future financial condition and operating results, as well as any other statement that does not directly relate to any historical or current fact. Forward-looking statements are based on expectations and assumptions that the Company believes to be reasonable when made, but that may not prove to be accurate. These statements are not guarantees and are subject to risks, uncertainties, and changes in circumstances that are difficult to predict. Various factors could cause actual results to differ materially and adversely from these forward-looking statements.

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forward-looking statements. Among these factors are risks related to: the timely satisfaction of the conditions for the consummation of the proposed transaction, including the Spirit Stockholder Approval; realizing the anticipated benefits of the acquisition (including anticipated synergies and quality improvements) in the expected timeframe; the successful integration of Spirit into the Company's business and operations; the occurrence of any event, occurrence or other circumstance that could give rise to the right of one or both of the parties to terminate the Merger Agreement; the ability of Spirit to enter into definitive agreements with Airbus SE, and consummate the related transaction; the disposition of Spirit operations related to certain Airbus commercial work packages; reputational risks; adverse reactions of the Company's or Spirit's customers, regulators, employees or business partners, in connection with, resulting from the announcement or completion of the proposed transaction; the possibility that the proposed transaction may be more expensive to complete than anticipated, including as a result of unexpected factors; the diversion of management's attention and time from ongoing business operations and opportunities or other related matters; legal, regulatory, tax and economic developments affecting the Company, Spirit and their respective businesses; the ability of the Company and Spirit to obtain the necessary regulatory approvals or to satisfy other conditions to the proposed combination in a timely manner or at all; general conditions in the economy and the Company's industry, including those due to regulatory changes; the Company's reliance on the Company's aircraft and airline customers; the overall health of the Company's aircraft production system, production quality issues, commercial airplane production rates, the Company's ability to successfully develop and certify new aircraft, derivative aircraft, and the ability of the Company's aircraft to meet stringent performance and reliability requirements; changing budget and appropriation levels and acquisition priorities of the U.S. government, as well as significant changes in U.S. government appropriations; the Company's dependence on subcontractors and suppliers, as well as the availability of highly skilled labor and raw materials; work stoppages or other labor disruptions; competitive conditions in the Company's markets; the Company's non-U.S. operations and sales to non-U.S. customers; changes in accounting estimates; realizing the anticipated benefits of other mergers, acquisitions, joint ventures/strategic alliances, divestitures; the Company's dependence on U.S. government contracts; the Company's reliance on fixed-price contracts; the Company's reliance on cost-type contracts; contracts that include in-orbit incentive payments; unauthorized access to the Company's, the Company's customers' and/or the Company's suppliers' information systems; potential business disruptions, including threats to physical security or the Company's information systems, extreme weather (including effects of climate change) or other acts of nature, and pandemics or public health crises; potential adverse developments in new or pending litigation and/or government inquiries or investigations; potential environmental liabilities; effects of climate change and legal, regulatory or market conditions; to such change; credit rating agency actions and changes in the Company's ability to obtain debt financing on commercially reasonable terms, at competitive rates and in sufficient amounts; substantial pension and other postretirement benefit obligations; the adequacy of the Company's insurance coverage; and customer and supplier concentration in the Company's customer financing portfolio.

Additional information concerning these and other factors can be found in the Company's filings with the SEC, including the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made, and the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

### **Additional Information and Where to Find It**

The Company will file with the U.S. Securities and Exchange Commission (SEC) a registration statement which will include a proxy statement of Spirit that also constitutes a prospectus of the Company, and any other documents in connection with the transaction. The definitive proxy statement/prospectus will be sent to the common stock of Spirit. INVESTORS AND SHAREHOLDERS OF SPIRIT AND THE COMPANY ARE URGED TO REVIEW THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION WHEN THEY BECOME AVAILABLE, AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, SPIRIT, THE TRANSACTION AND RELATED MATTERS. The registration statement and proxy statement/prospectus and other documents filed by the Company or Spirit with the SEC, if filed, will be available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, investors and stockholders may obtain free copies of documents that are filed or will be filed with the SEC by the Company, including the registration statement and the proxy statement/prospectus, on the Company's website at [www.boeing.com/investors](http://www.boeing.com/investors), or obtain free copies of documents that are filed or will be filed with the SEC by Spirit, including the proxy statement/prospectus, on Spirit's website at <https://investor.spiritaero.com/corporate-profile/default.aspx>. The information included on, or accessible through, Boeing's or Spirit's website is not incorporated by reference into this

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## Participants in the Solicitation of Proxies

The Company and certain of its directors, executive officers and other employees, and Spirit and its directors and certain of Spirit's executive officers and other employees, may be deemed to be participants in the solicitation of proxies from Spirit's stockholders in connection with the proposed transaction. A description of participants and their indirect interests, by security holdings or otherwise, will be included in the proxy statement/prospectus for the proposed transaction when it is filed with the SEC. Information regarding the Company's directors and executive officers is contained in the "Proxy Summary - Leadership Changes," "Election of Directors (Item 1)," "Corporate Governance," "Compensation Discussion and Analysis," "Compensation of Executive Officers" and "Stock Ownership Information" sections of the definitive proxy statement for the Company's 2024 annual meeting of shareholders, filed with the SEC on April 5, 2024, in Item 10 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on January 31, 2024, in the Company's Current Reports on Form 10-K filed with the SEC on December 11, 2023, March 25, 2024, and May 17, 2024, and in the Company's February 22, 2024 release, available on Boeing's investor relations website at [www.boeing.com/investors](http://www.boeing.com/investors), relating to the appointment of a new Chief Human Resources Officer. Information regarding Spirit's directors and executive officers is contained in the "Proposal 1 - Election of Directors," "Corporate Governance," "Director Compensation," "Stock Ownership Information," "Compensation Discussion and Analysis" sections of Spirit's definitive proxy statement for its 2024 annual meeting of stockholders, filed with the SEC on March 12, 2024, under the heading "Executive Officers of the Registrant" in Item 5.07 of Spirit's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on March 12, 2024, in Item 5.07 of Spirit's Current Report on Form 8-K filed with the SEC on April 29, 2024, and in Spirit's Current Report on Form 8-K filed with the SEC on June 5, 2024. Additional information regarding ownership of the securities by its directors and executive officers and of Spirit's securities by its directors and executive officers is included in such persons' SEC filings on Forms 3 and 4. These documents and the other SEC filings described above may be obtained free of charge as described above under the heading "Additional Information" in the proxy statement. Find It."

## No Offer or Solicitation

This report is not intended to and shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
2.1	<a href="#">Agreement and Plan of Merger, dated June 30, 2024, by and among Spirit AeroSystems Holdings, Inc., The Boeing Company and Sphere Acquisition Corp.*</a>
99.1	<a href="#">Press Release, dated July 1, 2024, issued by The Boeing Company.</a>
99.2	<a href="#">Investor Presentation, dated July 1, 2024, issued by The Boeing Company.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Certain schedules have been omitted pursuant to item 601(a)(5) of Regulation S-K. The registrant will provide a copy of omitted schedule to the SEC upon request.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

Date: July 1, 2024

THE BOEING COMPANY

By: /s/ John C. Demers

Name: John C. Demers

Title: Vice President, Assistant  
Counsel and Corporate S