

Carlton E. Langer
Executive Vice President, Chief Legal Officer
and Corporate Secretary
III Cascade Plaza
Akron, Ohio 44308
330-252-8273



December 22, 2014

Via E-Mail to shareholderproposals@sec.gov

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: FirstMerit Corporation
Request to Omit Shareholder Proposal of the Kansas City Firefighters'
Pension System and Miami Firefighters' Relief and Pension Fund

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), FirstMerit Corporation, an Ohio corporation (the "Company"), hereby gives notice of its intention to omit from the proxy statement and form of proxy for the Company's 2015 Annual Meeting of Shareholders (together, the "2015 Proxy Materials") a shareholder proposal (including its supporting statement, the "Proposal") received from The Firefighters' Pension System of the City of Kansas City, Missouri, Trust as "lead filer" and The Miami Firefighters' Relief and Pension Fund as "co-filer" (the "Proponent"). The text of the Proposal, and related correspondence, is attached as Exhibit A.

The Company believes it may properly omit the Proposal from the 2015 Proxy Materials for the reasons discussed below. The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2015 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff at shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), we have filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2015

Proxy Materials with the Commission. A copy of this letter is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2015 Proxy Materials.

I. The Proponent's Proposal

The resolution included in the Proposal reads as follows:

RESOLVED: Shareholders of FirstMerit Corporation (the "Company") ask the board of directors (the "Board") to adopt, and present for shareholder approval, a "proxy access" bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the "Nominator") that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company's proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the number of directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must:

- a) have beneficially owned 3% or more of the FirstMerit Corporation outstanding common stock continuously for at least three years before the nomination is submitted;*
- b) give FirstMerit Corporation written notice within the time period identified in Company bylaws of the information required by the bylaws and any rules of the Securities and Exchange Commission about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the "Disclosure"); and*
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with FirstMerit shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (c) [sic] to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at FirstMerit Corporation.*

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and any applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

The supporting statement included in the Proposal is set forth in Exhibit A.

II. Reason for Omission

The Company believes that the Proposal may properly be excluded from the 2015 Proxy Materials pursuant to Rule 14a-8(i)(9) because the Proposal directly conflicts with a proposal to be submitted by the Company in the 2015 Proxy Materials.

The Company's governing documents currently do not give shareholders any right to "proxy access", *i.e.*, the right to require the Company to include shareholder-nominated directors in the Company's proxy materials. The Company intends to include in the 2015 Proxy Materials, and to present at the 2015 Annual Meeting, a proposal to adopt proxy access for director nominations. More specifically, the Company's board of directors (the "Board") has determined that it will include a proposal (the "Company Proposal") in the 2015 Proxy Materials for shareholder approval of an amendment to the Company's Amended and Restated Code of Regulations to permit any shareholder (or a group of no more than ten shareholders) having continuously held a net long position of at least 5% of the outstanding shares of the Company's common stock for three years to nominate candidates for election to the Board and require the Company to list such nominees, together with the Board's nominees, in the Company's proxy materials. Under the Company Proposal, such a shareholder or group of shareholders would be permitted to nominate a number of nominees not equaling or exceeding 20% of the total number of directors of the Company. The specific text of the Company Proposal will be included in the 2015 Proxy Materials.

Pursuant to Rule 14a-8(i)(9), a company may properly exclude a proposal from its proxy materials "[i]f the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." The Commission has indicated that a company's proposal need not be "identical in scope or focus for the exclusion to be available." *See* Exchange Act Release No. 40018 (May 21, 1998).

The Proponent's Proposal seeks to have the Company's governing documents amended to give shareholders or groups of shareholders (not limited in number) that have beneficially owned at least 3% of the Company's outstanding common stock for at least three years before submitting a nomination the right to nominate persons for election to the Board and require the Company to include in its proxy materials the name and further relevant information regarding such nominees. The Proponent's Proposal provides that number of shareholder-nominated candidates appearing in proxy materials shall not exceed 25% of the directors then serving.

Both the Proponent's Proposal and the Company Proposal address the ability of shareholders to access the Company's proxy materials in respect of the nomination of candidates for election to the Board, but do so in a conflicting manner with regard to the ownership threshold, maximum number of a group of nominating shareholders and limitations to the maximum number of nominees. Specifically, the Company Proposal would require shareholders desiring to cause the Company to include their nominee or nominees in its proxy materials to have continuously held a net long position of at least 5% of the outstanding shares of the Company's common stock for three years, while the Proponent's Proposal would have a 3% ownership threshold for three years. In addition, the Company Proposal would limit a group of shareholders eligible to nominate a candidate for election to the Board to a maximum of ten

members, while the Proponent's Proposal does not provide for a limit to the shareholder group number. Finally, the Company Proposal would permit an eligible shareholder or group of shareholders to nominate a number of nominees not equaling or exceeding 20% of the total number of directors of the Company, while the Proponent's Proposal provides that number of shareholder-nominated candidates appearing in proxy materials shall not exceed 25% of the directors then serving.

The Staff recently granted no-action relief under Rule 14a-8(i)(9), in *Whole Foods Market, Inc.* (Dec. 1, 2014), in a similar case of a shareholder-sponsored proxy access proposal that conflicted with a company-sponsored proxy access proposal as to ownership threshold, maximum number of group of nominating shareholders, and maximum number of nominees. Whole Foods Market ("Whole Foods") asserted that its proposal and the shareholder's proposal directly conflicted, and, as a result, it was appropriate for Whole Foods to exclude the shareholder's proposal pursuant to Exchange Act Rule 14a-8(i)(9), and the Staff concurred.

In addition, the Staff has consistently granted no-action relief under Rule 14a-8(i)(9) in situations that we believe are similar, for example where a shareholder-sponsored special meeting proposal contained an ownership threshold that differed from a company-sponsored special meeting proposal, on the basis that submitting both proposals to a shareholder vote would present alternative and conflicting decisions for shareholders. See, *United Natural Foods, Inc.* (Sept. 10, 2014). United Natural Foods had received a shareholder proposal asking the board to implement a 15% ownership threshold for the power of shareholders to call a special meeting. United Natural Foods advised the Staff that it intended to submit to shareholders a proposal with a 25% net long position ownership threshold and a one-year ownership requirement, and the Staff concurred that the shareholder-sponsored proposal was excludable under Rule 14a-8(i)(9).

The Staff has issued many additional no-action letters similarly concurring in the exclusion of a special meeting proposal where the special meeting threshold and other key terms in a company-sponsored proposal differed from those in a shareholder-sponsored proposal. See, e.g., *Stericycle Inc.* (Mar. 7, 2014); *Aetna Inc.* (Mar. 14, 2014); *Dover Corp.* (Dec. 5, 2013); *AmerisourceBergen Corp.* (Nov. 8, 2013); *Walt Disney Co.* (Nov. 6, 2013); *The Western Union Co.* (Feb. 14, 2013); *United Continental Holdings, Inc.* (Feb. 14, 2013); *Advance Auto Parts, Inc.* (Feb. 8, 2013); *American Tower Corp.* (Jan. 30, 2013); *Dominion Resources, Inc.* (Jan. 11, 2013); *Norfolk Southern Corp.* (Jan. 11, 2013); *Baxter International, Inc.* (Jan. 11, 2013); *O'Reilly Automotive, Inc.* (Jan. 11, 2013); *Alcoa Inc.* (Dec. 21, 2012); *The Coca Cola Co.* (Dec. 21, 2012); *Biogen Idec, Inc.* (Mar. 13, 2012); *McDonald's Corp.* (Feb. 1, 2012); *Flowserve Corp.* (Jan. 31, 2012).

Similar to the no-action letters cited above, the Company Proposal and the Proponent's Proposal address the same topic, namely the ability of the Company's shareholders to access the Company's proxy materials in respect of nominations for the election of directors, but they directly conflict with each other in respect of key terms regarding ownership threshold, maximum number of a group of nominating shareholders and limitations on the maximum number of nominees. Accordingly, inclusion of both proposals in the 2015 Proxy Materials would present alternative and conflicting decisions for the Company's shareholders. Submitting both proposals to shareholders at the 2015 Annual Meeting would create the potential for

Securities and Exchange Commission

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inconsistent and ambiguous results if both proposals were approved. Accordingly, based on the foregoing, the Company believes that the Proposal may be excluded from the 2015 Proxy Materials under Rule 14a-8(i)(9) of the Exchange Act.

* * *

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me (phone: 330-252-8273; email: Carlton.Langer@FirstMerit.com). Thank you for your attention to this matter.

Very truly yours,



Carlton E. Langer

Attachments

cc: Kansas City Firefighters' Pension System,
Attn: Richard G. Boersma, Secretary

Miami Firefighters' Relief & Pension Fund,
Attn: Alejandro R. Fernandez, Chairman

EXHIBIT A

CITY OF FOUNTAINS
HEART OF THE NATION



KANSAS CITY
MISSOURI

Human Resources Department

The Firefighters' Pension System

10th Floor, City Hall
414 East 12th Street
Kansas City, Missouri 64106

(816) 513-1928
Fax: (816) 513-1280

October 31, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Firefighters' Pension System of the City of Kansas City, Missouri, Trust

Dear Mr. Langer:

In my capacity as Secretary of the Board of The Firefighters' Pension System of the City of Kansas City, Missouri, Trust (the "Fund"), I write to give notice that pursuant to the 2014 proxy statement of FirstMerit Corporation (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2015 annual meeting of shareholders (the "Annual Meeting") as lead filer with The Miami Firefighters' Relief and Pension Fund as a co-filer. The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Fund's custodian documenting the Fund's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent under separate cover. The Fund also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting.

I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally.

Sincerely,

Richard G. Boersma
Secretary

Attachment

RESOLVED: Shareholders of FirstMerit Corporation ("Company") ask the board of directors (the "Board") to adopt, and present for shareholder approval, a "proxy access" bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the "Nominator") that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company's proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the number of directors then serving. This bylaw, which shall supplement existing rights under the Company's bylaws, should provide that a Nominator must:

- a) have beneficially owned 3% or more of FirstMerit Corporation outstanding common stock continuously for at least three years before the nomination is submitted;
- b) give FirstMerit Corporation written notice within the time period identified in Company bylaws of the information required by the bylaws and any rules of the Securities and Exchange Commission about (i) the nominee, including consent to being named in the proxy materials and to serving as a director if elected; and (ii) the Nominator, including proof it owns the required shares (the "Disclosure"); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with FirstMerit shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at FirstMerit Corporation.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and any applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

Supporting Statement

We believe long-term shareholders should have a meaningful voice in electing directors. In 2014, 58% of shareholders rejected the Company executive compensation plan.

Proxy advisor Institutional Shareholder Services reported at the time of the Company's annual meeting that FirstMerit Corporation underperformed its peer group while paying the CEO Paul G. Greig 4.28 times the median pay of CEOs at peer group companies.

We believe shareholders should be able to select their directors from a pool of nominees submitted by the company and qualified shareholders.

We urge shareholders to vote FOR this proposal.



Northern Trust

November 3, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Firefighters' Pension System of the City of Kansas City, Missouri, Trust

Dear Mr. Langer:

As custodian of The Firefighters' Pension System of the City of Kansas City, Missouri, Trust, we are writing to report that as of the close of business October 31, 2014 the Fund held 8,000.00 shares of FirstMerit ("Company") stock in our account at The Northern Trust Company and registered in its nominee name of Cede & Co. The Fund has held in excess of \$2,000 worth of shares in your Company continuously since November 1, 2013.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 312-557-4049.

Sincerely,

Claudiu Besoaga
Account Manager
The Northern Trust Company



Northern Trust

November 12, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Firefighters' Pension System of the City of Kansas City, Missouri, Trust

Dear Mr. Langer:

As custodian of The Firefighters' Pension System of the City of Kansas City, Missouri, Trust, we are writing to report that as of the close of business October 31, 2014 the Fund held 8,000.00 shares of FirstMerit ("Company") stock in our account at The Northern Trust Company and registered in its nominee name of Cede & Co. The System has held in excess of \$2,000 worth of shares in your Company continuously since October 30, 2013.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 312 557 6262 or ML106@NTRS.com.

Sincerely,

Matt Lipuma
Account Manager

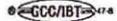


MIAMI FIREFIGHTERS' RELIEF & PENSION FUND

2980 N.W. South River Drive, Miami, Florida 33125-1146

(305) 633-3442 Fax (305) 633-3935

office@miami175.org



November 4, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Miami Firefighters' Relief and Pension Fund

Dear Mr. Langer:

In my capacity as Chairman of the Board of the Miami Firefighters' Relief and Pension Fund (the "Fund"), I write to give notice that pursuant to the 2014 proxy statement of FirstMerit (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2015 annual meeting of shareholders (the "Annual Meeting") as a co-filer with The Firefighters' Pension System of the City of Kansas City, Missouri, Trust as the lead filer. The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Fund's custodian documenting the Fund's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent under separate cover. The Fund also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting.

I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally.

Sincerely,

Alejandro R. Fernandez
Chairman

RESOLVED: Shareholders of FirstMerit Corporation ("Company") ask the board of directors (the "Board") to adopt, and present for shareholder approval, a "proxy access" bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the "Nominator") that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company's proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the number of directors then serving. This bylaw, which shall supplement existing rights under the Company's bylaws, should provide that a Nominator must:

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- b) give FirstMerit Corporation written notice within the time period identified in Company bylaws of the information required by the bylaws and any rules of the Securities and Exchange Commission about (i) the nominee, including consent to being named in the proxy materials and to serving as a director if elected; and (ii) the Nominator, including proof it owns the required shares (the "Disclosure"); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with FirstMerit shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at FirstMerit Corporation.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and any applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

Supporting Statement

We believe long-term shareholders should have a meaningful voice in electing directors. In 2014, 58% of shareholders rejected the Company executive compensation plan.

Proxy advisor Institutional Shareholder Services reported at the time of the Company's annual meeting that FirstMerit Corporation underperformed its peer group while paying the CEO Paul G. Greig 4.28 times the median pay of CEOs at peer group companies.

We believe shareholders should be able to select their directors from a pool of nominees submitted by the company and qualified shareholders.

We urge shareholders to vote FOR this proposal.



STATE STREET.

November 5, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Miami Firefighters' Relief and Pension Fund

Dear Mr. Langer:

As custodian of the Miami Firefighters' Relief and Pension Fund, we are writing to report that as of the close of business November 4, 2014 the Fund held 2,236.000 shares of FirstMerit Corporation ("Company") stock in our account at State Street Bank & Trust Co. and registered in its nominee name of ISLAND MILE & CO. The Fund has held in excess of \$2,000 worth of shares in your Company continuously since November 5, 2013.

If there are any other questions or concerns regarding this matter, please feel free to contact me at (816) 871-1958.

Sincerely,

Kristopher N. Auer
Officer
State Street Bank & Trust Co.



STATE STREET.

November 14, 2014

BY OVERNIGHT DELIVERY AND EMAIL: CARLTON.LANGER@FIRSTMERIT.COM

Carlton E. Langer
Executive Vice President, Chief Legal Officer and Corporate Secretary
FirstMerit Corporation
III Cascade Plaza
Akron, OH 44308

Re: The Miami Firefighters' Relief and Pension Fund

Dear Mr. Langer:

As custodian of the Miami Firefighters' Relief and Pension Fund, we are writing to report that as of the close of business November 4, 2014 the Fund held 2,236.00 shares of FirstMerit Corporation. ("Company") stock in our account at State Street Bank & Trust Co. and registered in its nominee name of ISLAND MILE & CO. The Fund has held in excess of \$2,000 worth of shares in your Company continuously since November 4, 2013.

If there are any other questions or concerns regarding this matter, please feel free to contact me at 816-871-1958.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kristopher N. Auer', written in a cursive style.

Kristopher N. Auer
Officer
State Street Bank & Trust Co.