

DOUGLAS K. SCHNELL
Internet: dschnell@wsgr.com
Direct dial: (650) 849-3275

Client File No.: 22733.053

January 18, 2024

BY ONLINE SUBMISSION FORM

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Re: Shareholder Proposal of Elizabeth C Funk Trust, with Laird Norton Family Foundation as Co-Filer, Submitted to Align Technology, Inc.

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended, we are writing on behalf of our client, Align Technology, Inc., a Delaware corporation (the “Company”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (together, the “Proposal”) submitted by As You Sow (the “Representative”), on behalf of Elizabeth C Funk Trust (the “Proponent”) and Laird Norton Family Foundation (the “Co-Filer”), from the proxy materials (the “2024 Proxy Materials”) to be distributed by the Company in connection with its 2024 Annual Meeting of Shareholders (the “2024 Annual Meeting”).

In accordance with Section C of Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is emailing this letter to the Staff. Simultaneously, pursuant to Rule 14a-8(j), the Company is sending a copy of this letter to the Representative as notice of the Company’s intention to exclude the Proposal from the 2024 Proxy Materials. The Company will promptly forward to the Representative any response from the Staff to this no-action request that the Staff transmits by email or fax only to the Company. Also pursuant to Rule 14a-8(j), this letter is being filed no later than 80 calendar days before the Company files the 2024 Proxy Materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that they elect to submit to the Staff or the Commission. Accordingly, the Company is taking this opportunity to remind the Representative that if it submits correspondence to the Staff or the Commission with respect to

the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

1. The Proposal

The text of the resolution contained in the Proposal is set forth below:

RESOLVED: Shareholders request that Align Technology, Inc. (Align) report to shareholders on the effectiveness of the Company's diversity, equity, and inclusion efforts. The report should be done at reasonable expense, exclude proprietary information, and provide transparency on outcomes, using quantitative metrics for workforce diversity, hiring, promotion, and retention of employees, including data by gender, race, and ethnicity.

A copy of the Proposal, and the related correspondence from the Proponent and the Co-Filer, is attached as Exhibit A.

2. Bases for Exclusion

The Company requests that the Staff concur in its view that it may exclude the Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because each of the Proponent and the Co-Filer failed to provide, within 14 days of receipt of the Company's request, the requisite proof of continuous stock ownership in response to the Company's proper request for such information.

3. Background

On December 6, 2023, the Company received the Proposal from the Representative, along with letters from the Proponent and the Co-Filer that, among other things, authorized the Representative to act on behalf of the Proponent and the Co-Filer, respectively, with respect to the Proposal. The Representative did not include with such letters any documentary evidence of record or beneficial ownership by the Proponent or the Co-Filer of the Company's stock. The Company reviewed its stock records, which did not indicate that either the Proponent or the Co-Filer was a record owner of the Company's stock.

As required by Rule 14a-8(f), on December 14, 2023, within 14 calendar days of the date that the Company received the Proposal, the Company notified the Representative by email of the procedural deficiencies associated with the submission of the Proposal (such notification, the "Deficiency Notice"). The Deficiency Notice, which is attached as Exhibit B, identified the procedural deficiencies in the submission related to the lack of verification of ownership of the required number of shares of the Company's stock. The Deficiency Notice included a copy of Rule 14a-8, Staff Legal Bulletin No. 14F (October 18, 2011) ("SLB 14F") and Staff Legal Bulletin No. 14G (October 16, 2012).

On December 28, 2023, the Representative, on behalf of the Proponent and the Co-Filer, provided the Company with the email attached as Exhibit C (the “December 28 Email”). As explained below, this email does not remedy the deficiencies identified in the Deficiency Notice.

Pursuant to Rule 14a-8(f)(1), a response correcting the deficiencies identified in the Deficiency Notice was required to be postmarked or transmitted electronically to the Company by December 28, 2023, which is 14 calendar days from the date that the Proponent received the Deficiency Notice.

On January 18, 2024—a full 21 days after the clear deadline referenced in the Deficiency Notice—the Proponent attempted to provide the Company with a purported ownership verification letter. This letter is attached as Exhibit D.

4. Analysis

The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent and Co-Filer each failed to establish ownership eligibility to submit the Proposal despite proper notice from the Company.

Rule 14a-8(b)(1) provides, in part, that to be eligible to submit a proposal for an annual meeting that is scheduled to be held on or after January 1, 2022, a shareholder proponent must have continuously held:

- At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years preceding and including the submission date;
- At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years preceding and including the submission date; or
- At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year preceding and including the submission date.

Each of these ownership requirements were specifically described by the Company in the Deficiency Notice. Staff Legal Bulletin No. 14 specifies that when the shareholder is not the registered holder, the shareholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the shareholder may do by one of the two ways provided in Rule 14a-8(b)(2). Section C.1.c, Staff Legal Bulletin No. 14 (Jul. 13, 2001) (“SLB 14”). Further, the Staff has clarified that these proof of ownership letters must come from the “record” holder of the company’s stock, and that only Depository Trust Company (“DTC”) participants are viewed as record holders of securities that are deposited at DTC. *See* Section B., SLB 14F.

Rule 14a-8(f)(1) provides that a company may exclude a shareholder proposal if the proponent fails to satisfy the procedural requirements set forth in Rule 14a-8(b), including the beneficial ownership requirements of Rule 14a-8(b), so long as the company timely notifies the

proponent of the deficiency and the proponent fails to correct the deficiency within a 14-calendar day period. The Company satisfied its obligation under Rule 14a-8 by timely transmitting the Deficiency Notice to the Representative. None of the Representative, the Proponent or the Co-Filer has, as of the date of this request, provided the requisite documentation to establish ownership eligibility to submit the Proposal. Well more than 14 calendar days have passed since the Representative received the Deficiency Notice.

On December 28, 2023, the Representative, on behalf of the Proponent and the Co-Filer, provided the Company with the December 28 Email. In this email, the Representative (1) admitted that the Proponent was not able to provide the required ownership verification letter; and (2) provided a letter *from, and signed by, the Co-Filer* (who is not a DTC participant) that can only be described as an attempt by the Co-Filer to “self-certify” its ownership of the Company’s stock.¹ The Company respectfully submits that the admission in (1) resolves, in the Company’s favor, any question about the Proponent’s eligibility to submit the Proposal. With respect to (2), there is absolutely no basis, in either Rule 14a-8 or the Staff’s guidance, that such “self-certification” is permissible. In this regard, the Company is mindful of Rule 14a-8(b)(2)(ii)(A), which provides, in relevant part, that to verify ownership, a proponent should “submit to the company *a written statement from the ‘record’ holder*” (emphasis added). Similar guidance is found in SLB 14F, which provides that proponents should arrange “to have *their broker or bank provide* the required verification of ownership” (emphasis added). Section C, SLB 14F. Both Rule 14a-8 and SLB 14F were provided with the Deficiency Notice. As the Staff is well aware, the shareholder “is responsible for proving his or her eligibility to submit a proposal to the company.” Section C.1.c, SLB 14.

As mentioned above, on January 18, 2024—a full 21 days *after* the clear deadline referenced in the Deficiency Notice—the Proponent attempted to provide the Company with a purported ownership verification letter.

The Staff has consistently concurred with exclusion of shareholder proposals where proponents have failed to include with the proposal proof of beneficial ownership of the requisite amount of company stock for the required period and have subsequently failed, following a timely and proper request by a company, to provide evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1). For example, in Home Depot, Inc. (avail. Mar. 9, 2023), the Staff concurred with the exclusion of a shareholder proposal where the proponent submitted a proposal without any accompanying proof of ownership and did not provide adequate ownership verification after receiving the company’s timely deficiency notice. *See also* Yum! Brands, Inc. (avail. Mar. 31, 2023) (concurring with the exclusion of a shareholder proposal where the proponent submitted a proposal without any accompanying proof of ownership and did not provide proof of ownership after receiving the company’s deficiency notice, notwithstanding deficiencies in the company’s deficiency notice); Getty Images Holdings, Inc. (avail. May 2, 2023) (concurring with the exclusion of a shareholder proposal where the

¹ SEI Corporation, which is described in the “self-certification” letter as a DTC participant, is not actually a DTC participant according to DTC’s most recent participant list.

proponent submitted a proposal without any accompanying proof of ownership, among other deficiencies, and did not adequately address the problems after receiving the company's timely deficiency notice); Walgreens Boots Alliance, Inc. (avail. Nov. 8, 2022) (concurring with the exclusion of a shareholder proposal where the proponent supplied proof of ownership 16 days after receiving the company's timely deficiency notice); FedEx Corp. (avail. June 5, 2019) (concurring with exclusion of a shareholder proposal where proof of ownership was provided 15 days after receiving the company's timely deficiency notice); AT&T Inc. (avail. Jan. 29, 2019) (concurring with exclusion of a shareholder proposal where proof of ownership was provided 17 days after receiving the company's timely deficiency notice); Time Warner Inc. (avail. Mar. 13, 2018) (concurring with the exclusion of a shareholder proposal where proof of ownership was provided 18 days after receiving the company's timely deficiency notice); ITC Holdings Corp. (avail. Feb. 9, 2016) (concurring with the exclusion of a shareholder proposal where proof of ownership was provided 35 days after receiving the company's timely deficiency notice); Prudential Financial, Inc. (avail. Dec. 28, 2015) (concurring with the exclusion of a shareholder proposal where the proof of ownership was provided 23 days after receiving the company's timely deficiency notice); and Mondelēz International, Inc. (avail. Feb. 27, 2015) (concurring with the exclusion of a shareholder proposal where proof of ownership was provided 16 days after receiving the company's timely deficiency notice).

5. Conclusion

The Company requests that the Staff concur with its view that, for the reasons stated above, it may exclude the Proposal from the 2024 Proxy Materials.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Douglas K. Schnell

Douglas K. Schnell

Enclosures

cc: Align Technology, Inc.
Julie Coletti
Paul Katawicz
Melissa Sallee

As You Sow
Andrew Behar (shareholderengagement@asyousow.org)

Office of Chief Counsel
January 18, 2024
Page 6

Whistle Stop Capital
Meredith Benton (benton@whistlestop.capital)

Wilson Sonsini Goodrich & Rosati, Professional Corporation
Katharine Martin
Chris Fennell

Exhibit A
(see attached)



AS YOU SOW

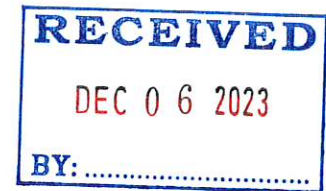
2020 Milvia St. Suite 500
Berkeley, CA 94704

www.asyousow.org
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

VIA FEDEX & EMAIL

December 5, 2023

Julie Coletti
Executive Vice President, Chief Legal
and Regulatory Officer
Align Technology, Inc.
410 N. Scottsdale Rd. Suite 1300,
Tempe, AZ 85288
[REDACTED]



Dear Ms. Coletti,

As You Sow® is filing a shareholder proposal on behalf of Elizabeth C Funk Trust ("Proponent"), a shareholder of Align Technology Inc. for inclusion in Align Technology's 2024 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. The Proponent is available for a meeting with the Company regarding this shareholder proposal at the following days/times: December 18, 2023 at 2:00pm Mountain Time or December 19, 2023 at 2:30pm Mountain Time.

The Proponent is designating *As You Sow* as a representative for all issues in this matter. Meredith Benton, Workplace Equity Program Manager at [REDACTED] is the contact person on behalf of *As You Sow*. **Please also send all correspondence regarding this proposal to shareholderengagement@asyousow.org.**

A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns.

Sincerely,

Andrew Behar
CEO, *As You Sow*

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: investorinfo@aligntech.com

RESOLVED: Shareholders request that Align Technology Inc. (Align) report to shareholders on the effectiveness of the Company's diversity, equity, and inclusion efforts. The report should be done at reasonable expense, exclude proprietary information, and provide transparency on outcomes, using quantitative metrics for workforce diversity, hiring, promotion, and retention of employees, including data by gender, race, and ethnicity.

SUPPORTING STATEMENT: Quantitative data is sought so that investors can assess and compare the effectiveness of companies' diversity, equity, and inclusion programs.

It is advised that this content be provided through Align's existing sustainability reporting infrastructure. An independent report specific to this topic is not requested.

WHEREAS: More than half of the S&P 500 and over one-third of the Russell 1000 have released, or have committed to release, their consolidated EEO-1 forms, a best practice in diversity data reporting. Companies that release, or have committed to release, more inclusion data than Align include: Baxter International, Biogen, CVS Health, Gilead Sciences, Pfizer, and UnitedHealth Group.

As *You Sow* and Whistle Stop Capital released research in November 2023 that reviewed the EEO-1 reports of 1,641 companies against financial performance metrics from 2016-2021.¹ Within the healthcare sector, statistically significant positive correlations were found between increased manager diversity and mean free cash flow per share, income after tax, mean long-term growth, and ten-year compound annual growth rate.

As of the date of the filing of this proposal, Align had not yet released its consolidated EEO-1 form, nor had it shared sufficient hiring, retention, or promotion data to allow investors to determine the effectiveness of its diversity and inclusion programs.

As detailed below, inclusion indicators are also important in assessing Align's workplace equity efforts and if the Company will be able to successfully build, utilize, and maintain a diverse management team.

Hiring: Studies conducted by economists at the University of Chicago and UC Berkeley found that "discriminating companies tend to be less profitable," stating "it is costly for firms to discriminate against productive workers."²

Promotion: Without equitable promotional practices, companies will be unable to build the necessary employee pipelines for diverse management. Women and employees of color experience "a broken rung" in their careers; for every 100 men who are promoted, only 87 women are. Whereas women of color comprise 18 percent of the entry-level workforce and only 6 percent of executives.³

Retention: Retention rates indicate if employees believe a company represents their best opportunity. Morgan Stanley has found that employee retention above industry average can indicate a competitive advantage and higher levels of future profitability.⁴

¹ <https://www.asyousow.org/report-page/2023-positive-relationships-linking-workforce-diversity-and-financial-performance>

² <https://www.nytimes.com/2021/07/29/business/economy/hiring-racial-discrimination.html>

³ <https://www.mckinsey.com/featured-insights/diversity-and-inclusion/women-in-the-workplace>

⁴ https://www.morganstanley.com/im/publication/insights/articles/article_culturequantframework_us.pdf, p. 2

11/18/2023

Andrew Behar
CEO
As You Sow
2020 Milvia St, Suite #500
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

The undersigned ("Stockholder") authorizes As You Sow to file a shareholder resolution on Stockholder's behalf with the named Company for inclusion in the Company's 2024 proxy statement, in accordance with Rule 14a-8 under the Securities and Exchange Act of 1934, as amended. The resolution at issue relates to the below described subject.

Stockholder: Elizabeth C Funk Trust (S)
Company: Align Technology Inc
Subject: Disclosure of key diversity and inclusion metrics

The Stockholder has continuously owned an amount of Company stock, with voting rights, for the requisite duration of time that enables the Stockholder to file a shareholder resolution for inclusion in the Company's proxy statement. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2024.

The Stockholder gives As You Sow the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing the Stockholder in engagements with the Company, entering into any agreement with the Company, designating another entity as lead filer and representative of the shareholder resolution, presenting the proposal at the Company's annual general meeting, and all other forms of representation necessary in moving the resolution. The Stockholder understands that the Stockholder's name and contact information will be disclosed in the proposal. The Stockholder acknowledges that their name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution. The Stockholder supports this proposal.

The Stockholder is available to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal within the regular business hours of Company's principal executive offices. The Stockholder authorizes its representative, As You Sow, to provide specific dates and times of availability.

The Stockholder can be contacted at the following email address to schedule a dialogue:

[REDACTED]

Any correspondence regarding meeting dates must **also be sent to the Stockholder's representative: shareholderengagement@asyousow.org**

The Stockholder also authorizes As You Sow to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:

Elizabeth Funk

1FD7AD6FFC2D49E...

Name: Elizabeth Funk

Title: Member



AS YOU SOW

2020 Milvia St. Suite 500
Berkeley, CA 94704

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RECEIVED

DEC 06 2023

BY:

VIA FEDEX & EMAIL

December 5, 2023

Julie Coletti
Executive Vice President, Chief Legal
and Regulatory Officer
Align Technology, Inc.
410 N. Scottsdale Rd. Suite 1300,
Tempe, AZ 85288
[REDACTED]

Dear Ms. Coletti,

As You Sow® is co-filing a shareholder proposal on behalf of the following Align Technology Inc shareholder for action at the next annual meeting of Align Technology:

- Laird Norton Family Foundation

Shareholder is a co-filer of the enclosed proposal with Elizabeth C Funk Trust, who is the Proponent of the proposal. As You Sow has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2024 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Co-filer will either: (a) be available on the dates and times offered by the Proponent for an initial meeting, or (b) authorize As You Sow to engage with the Company on their behalf, within the meaning of Rule 14a-8(b)(iii)(B).

As You Sow is authorized to act on Laird Norton Family Foundation's behalf with regard to withdrawal of the proposal. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

A letter authorizing As You Sow to act on co-filer's behalf is enclosed.

We are hopeful that the issue raised in this proposal can be resolved. To schedule a dialogue, please contact Meredith Benton, Workplace Equity Program Manager at [REDACTED]. Please send all correspondence with a copy to shareholderengagement@asyousow.org.

Sincerely,

Andrew Behar
CEO, As You Sow

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: investorinfo@aligntech.com

RESOLVED: Shareholders request that Align Technology Inc. (Align) report to shareholders on the effectiveness of the Company's diversity, equity, and inclusion efforts. The report should be done at reasonable expense, exclude proprietary information, and provide transparency on outcomes, using quantitative metrics for workforce diversity, hiring, promotion, and retention of employees, including data by gender, race, and ethnicity.

SUPPORTING STATEMENT: Quantitative data is sought so that investors can assess and compare the effectiveness of companies' diversity, equity, and inclusion programs.

It is advised that this content be provided through Align's existing sustainability reporting infrastructure. An independent report specific to this topic is not requested.

WHEREAS: More than half of the S&P 500 and over one-third of the Russell 1000 have released, or have committed to release, their consolidated EEO-1 forms, a best practice in diversity data reporting. Companies that release, or have committed to release, more inclusion data than Align include: Baxter International, Biogen, CVS Health, Gilead Sciences, Pfizer, and UnitedHealth Group.

As *You Sow* and Whistle Stop Capital released research in November 2023 that reviewed the EEO-1 reports of 1,641 companies against financial performance metrics from 2016-2021.¹ Within the healthcare sector, statistically significant positive correlations were found between increased manager diversity and mean free cash flow per share, income after tax, mean long-term growth, and ten-year compound annual growth rate.

As of the date of the filing of this proposal, Align had not yet released its consolidated EEO-1 form, nor had it shared sufficient hiring, retention, or promotion data to allow investors to determine the effectiveness of its diversity and inclusion programs.

As detailed below, inclusion indicators are also important in assessing Align's workplace equity efforts and if the Company will be able to successfully build, utilize, and maintain a diverse management team.

Hiring: Studies conducted by economists at the University of Chicago and UC Berkeley found that "discriminating companies tend to be less profitable," stating "it is costly for firms to discriminate against productive workers."²

Promotion: Without equitable promotional practices, companies will be unable to build the necessary employee pipelines for diverse management. Women and employees of color experience "a broken rung" in their careers; for every 100 men who are promoted, only 87 women are. Whereas women of color comprise 18 percent of the entry-level workforce and only 6 percent of executives.³

Retention: Retention rates indicate if employees believe a company represents their best opportunity. Morgan Stanley has found that employee retention above industry average can indicate a competitive advantage and higher levels of future profitability.⁴

¹ <https://www.asyousow.org/report-page/2023-positive-relationships-linking-workforce-diversity-and-financial-performance>

² <https://www.nytimes.com/2021/07/29/business/economy/hiring-racial-discrimination.html>

³ <https://www.mckinsey.com/featured-insights/diversity-and-inclusion/women-in-the-workplace>

⁴ https://www.morganstanley.com/im/publication/insights/articles/article_culturequantframework_us.pdf, p. 2

November 28, 2023

Andrew Behar
CEO
2020 Milvia St, Suite #500
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

The undersigned ("Stockholder") authorizes As You Sow to co-file a shareholder resolution on the Stockholder's behalf with the named Company for inclusion in the Company's 2024 proxy statement, in accordance with Rule 14a-8 under the Securities and Exchange Act of 1934, as amended. The resolution at issue relates to the below described subject.

Stockholder: Laird Norton Family Foundation

Company: Align Technology Inc

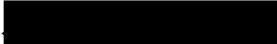
Subject: Disclosure of key diversity and inclusion metrics.

The Stockholder has continuously owned an amount of Company stock, with voting rights, for the requisite duration of time that enables the Stockholder to file a shareholder resolution for inclusion in the Company's proxy statement. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2024.

The Stockholder gives As You Sow the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing the Stockholder in engagements with the Company, entering into any agreement with the Company, designating another entity as lead filer and representative of the shareholder resolution, presenting the proposal at the Company's annual general meeting, and all other forms of representation necessary in moving the resolution. The Stockholder understands that the Stockholder's name and contact information will be disclosed in the proposal. The Stockholder acknowledges that their name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution. The Stockholder supports this proposal.

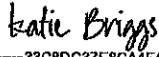
The Stockholder is available to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal, within the regular business hours of Company's principal executive offices. The Stockholder authorizes its representative, As You Sow, to provide specific dates and times of availability.

The Stockholder can be contacted at the following email address to schedule a dialogue:

 Any correspondence regarding meeting dates must also be sent to the Stockholder's representative: shareholderengagement@asyousow.org.

The Stockholder also authorizes As You Sow to send a letter of support of the resolution on the Stockholder's behalf.

Sincerely,

DocuSigned by:

33C8DC37E8CA4EA

Name: Katie Briggs

Title: Managing Director

Exhibit B
(see attached)

From: Harleigh Jones [REDACTED]
Sent: Thursday, December 14, 2023 9:24 AM
To: shareholderengagement@asyousow.org
Cc: Julie Coletti; Paul Katawicz; Melissa Sallee
Subject: Shareholder Proposal to Align Technology, Inc.
Attachments: As you SOW Rule 14a-8 14-day Ltr.pdf

Dear Mr. Behar:

Please see attached correspondence from Julie Coletti in response to your communication dated December 5, 2023.

Thank you,

align

Harleigh Jones

Executive Assistant to Julie Coletti,
EVP, Chief Legal & Regulatory Officer

Align Technology, Inc.
410 N Scottsdale Rd Suite 1300
Tempe, AZ 85288
[REDACTED]

Invisalign | iTero | exocad

December 14, 2023

BY EMAIL (shareholderengagement@asyousow.org)

As You Sow

2020 Milvia St., Suite 500

Berkeley, CA 94704

Re: Shareholder Proposal

Dear Mr. Behar:

I am writing concerning the shareholder proposal (the "Proposal") submitted to Align Technology, Inc. ("Align") by you (the "Proponent"). The Proposal was submitted pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, for inclusion in Align's proxy materials for its 2024 Annual Meeting of Shareholders (the "2024 Annual Meeting"). Align received the Proposal on December 6, 2023 (the "Submission Date").

As set forth below, the Proposal contains certain deficiencies that, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), Align is required to bring to the Proponent's attention.

1. Ownership of Align Shares

Rule 14a-8(b) provides that, as of *and including* the Submission Date, a proponent must have continuously held:

- At least \$2,000 in market value of Align's securities entitled to vote on the proposal for at least three years;
- At least \$15,000 in market value of Align's securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of Align's securities entitled to vote on the proposal for at least one year.

Rule 14a-8(b) requires a proponent to prove its eligibility by submitting either:

- A written statement from the "record" holder of the proponent's shares (usually a broker or a bank) verifying that, *as of the Submission Date*, the proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of Align's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. As addressed by the SEC staff in Staff Legal Bulletin 14G, if the proponent's shares are held by a bank, broker or other securities intermediary that is a Depository Trust Company ("DTC") participant or an affiliate thereof, then proof of ownership from either that DTC participant or its affiliate will satisfy this requirement. Alternatively, if the proponent's shares are held by a bank, broker or

other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, then proof of ownership must be provided by both (1) the bank, broker or other securities intermediary; and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary. The proponent can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available at <https://www.dtcc.com/client-center/dtc-directories>. The proponent should be able to determine who the DTC participant is by asking the proponent's bank, broker or other securities intermediary.

- If the proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that it continuously held at least \$2,000, \$15,000, or \$25,000 in market value of Align's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively, a copy of the schedule or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the proponent continuously held the requisite number of Align shares for the requisite period.

Align did not receive any proof of ownership in connection with the Proposal as of the Submission Date. To remedy this defect, the Proponent would have to submit sufficient proof of ownership of the requisite number of Align shares during the applicable period preceding *and including* the Submission Date.

2. No Aggregation with Other Shareholders

Rule 14a-8(b) does not permit a proponent to aggregate the proponent's holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal. To remedy this defect, the Proponent must confirm that it is not aggregating its holdings with those of another shareholder or group.

* * *

For reference, copies of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14G are enclosed.

For the Proposal to be eligible for inclusion in Align's proxy materials for the 2024 Annual Meeting, the SEC's rules require that the Proponent's response to this letter, correcting all procedural deficiencies identified in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date that the Proponent receives this letter. Please address any response to me at the address set forth on the first page of this letter. The Proponent is responsible for confirming Align's receipt of any correspondence that the Proponent submits in response to this letter.

Align reserves the right to submit a no-action request to exclude the Proposal on other grounds even if the Proponent remedies all procedural defects in the submission of the Proposal.

As regards your offer to meet, thank you. Allow us additional time to consider your offer and request and we will be in touch.

If you have any questions with respect to the foregoing, please contact me.

Very truly yours

/s/ Julie Coletti

Julie Coletti
EVP, Chief Legal & Regulatory Officer
Align Technology, Inc.

Enclosures as stated

Exhibit C
(see attached)

From: Shareholder Engagement <shareholderengagement@asyousow.org>
Sent: Thursday, December 28, 2023 3:55 PM
To: Harleigh Jones
Cc: Julie Coletti; Paul Katawicz; Melissa Sallee
Subject: Re: Shareholder Proposal to Align Technology, Inc.
Attachments: 24.ALGN.1 Align Technology - Proof of Ownership_Laird Norton Family Foundation.pdf

Some people who received this message don't often get email from shareholderengagement@asyousow.org. [Learn why this is important](#)

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Harleigh,

Confirming receipt of this deficiency letter. Please see attached the following proof of ownership:
Co-Filer Laird Norton Family Foundation 20 shares

The proof of ownership for the Lead Filer, Elizabeth C Funk Trust (S), was requested on December 8, 2023, however, the shareholder's custodian has ignored the request, and despite multiple attempts they continue to not comply. Please allow us a grace period as we continue to follow-up with the custodian regarding this proof of ownership.

It would be much appreciated if you could confirm receipt of this email and its attachment.

Thank you and wishing you a happy new year,
Rachel

Rachel Lowy (she/her/hers)
Shareholder Relations Sr. Coordinator
As You Sow®
Main Post Office, P.O. Box 751 | Berkeley, CA 94701
[REDACTED]

From: Harleigh Jones [REDACTED]
Sent: Thursday, December 14, 2023 9:24 AM
To: Shareholder Engagement <shareholderengagement@asyousow.org>
Cc: Julie Coletti [REDACTED]; Paul Katawicz [REDACTED]; Melissa Sallee [REDACTED]
Subject: Shareholder Proposal to Align Technology, Inc.

You don't often get email from hjones@aligntech.com. [Learn why this is important](#)

Dear Mr. Behar:

Please see attached correspondence from Julie Coletti in response to your communication dated December 5, 2023.

Thank you,



Harleigh Jones

Executive Assistant to Julie Coletti,
EVP, Chief Legal & Regulatory Officer

Align Technology, Inc.
410 N Scottsdale Rd Suite 1300
Tempe, AZ 85288

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December 7, 2023

Laird Norton Family Foundation

SEI Corporation, a DTC participant, acts as the custodian for Laird Norton Family Foundation. As of the date of this letter, Laird Norton Family Foundation held, and has held continuously for at least **37** months, **20** shares of Align Technology Inc (ALGN), with a value of over **\$2,000**.

Best Regards,

Sarah Myhre
Sarah Myhre (Dec 7, 2023 08:14 PST)

Sarah Myhre
Manager, Operations
Laird Norton Wealth Management

Exhibit D
(see attached)

From: Shareholder Engagement <shareholderengagement@asyousow.org>
Sent: Thursday, January 18, 2024 10:34 AM
To: Harleigh Jones
Cc: Julie Coletti; Paul Katawicz; Melissa Sallee
Subject: Re: Shareholder Proposal to Align Technology, Inc.
Attachments: 24.ALGN.1 Align Technology - Proof of Ownership_Elizabeth C Funk Trust.pdf

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CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hello Harleigh,

Thank you for your patience as we continue to work through the custodial issues for proofs of ownership.

Please see attached the following proof of ownership:

Lead Filer Elizabeth C Funk Trust (S) 20 shares

It would be greatly appreciated if you could confirm receipt of this and my pervious email, and that all deficiencies have been satisfied.

Thank you and warm regards,
Rachel

Rachel Lowy (she/her/hers)

Shareholder Relations Sr. Coordinator

As You Sow®

Main Post Office, P.O. Box 751 | Berkeley, CA 94701

[REDACTED]

rlowy@asyousow.org | www.asyousow.org



AS YOU SOW

~Empowering Shareholders to Change Corporations for Good~

From: Shareholder Engagement <shareholderengagement@asyousow.org>

Sent: Thursday, December 28, 2023 3:55 PM

To: Harleigh Jones [REDACTED]

Cc: Julie Coletti [REDACTED]; Paul Katawicz [REDACTED]; Melissa Sallee [REDACTED]

Subject: Re: Shareholder Proposal to Align Technology, Inc.

Dear Harleigh,

Confirming receipt of this deficiency letter. Please see attached the following proof of ownership:

Co-Filer Laird Norton Family Foundation 20 shares

The proof of ownership for the Lead Filer, Elizabeth C Funk Trust (S), was requested on December 8, 2023, however, the shareholder's custodian has ignored the request, and despite multiple attempts they continue to not comply. Please allow us a grace period as we continue to follow-up with the custodian regarding this proof of ownership.

It would be much appreciated if you could confirm receipt of this email and its attachment.

Thank you and wishing you a happy new year,
Rachel

Rachel Lowy (she/her/hers)

Shareholder Relations Sr. Coordinator

As You Sow®

Main Post Office, P.O. Box 751 | Berkeley, CA 94701
[REDACTED]

From: Harleigh Jones [REDACTED]

Sent: Thursday, December 14, 2023 9:24 AM

To: Shareholder Engagement <shareholderengagement@asyousow.org>

Cc: Julie Coletti [REDACTED] Paul Katawicz [REDACTED]; Melissa Sallee

Subject: Shareholder Proposal to Align Technology, Inc.

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Dear Mr. Behar:

Please see attached correspondence from Julie Coletti in response to your communication dated December 5, 2023.

Thank you,

align

Harleigh Jones

Executive Assistant to Julie Coletti,
EVP, Chief Legal & Regulatory Officer

Align Technology, Inc.
410 N Scottsdale Rd Suite 1300
Tempe, AZ 85288
[REDACTED]

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January 09, 2024

Elizabeth C Funk Trust
[REDACTED]

Account ending in: [REDACTED]

Reference #: [REDACTED]

Questions: Please call your advisor directly
or contact Schwab Alliance™ at
1-800-515-2157

As requested, we're confirming a stock holding in your account.

To Whom It May Concern,

As requested, we're writing to confirm that the above account holds in trust 20 shares of ALGN ALIGN TECHNOLOGY INC common stock. These shares have been held in the account continuously for at least one year since March 20, 2020.

These shares are held at Depository Trust Company under Charles Schwab & Co., Inc., which serves as custodian for the account.

Thank you for choosing Schwab. If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").