

Corporate Governance

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March 3, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Via email to: shareholderproposals@sec.gov

This is to request that the current QUALCOMM proxy ballot be invalidated. The proxy ballot (see attached pdf) describes my proxy access proposal as “A Stockholder Proposal, if Properly presented at the Annual Meeting.”

SEC Rule 14a-4(a)(3) requires the form of proxy “Shall identify clearly and impartially each separate matter intended to be acted upon.” QUALCOMM’s description cannot reasonably be considered as a clear and impartial description of the matter to be acted upon.

The description of my proposal obfuscates the matter to be vote on. It is a veiled attempt to get retail and small institutional shareholders, who don’t want to be bothered reading the text of proposal in the proxy materials, to simply leave their vote item blank. If that happens, their vote will be counted as voted in accordance with the board’s recommended -- “against.”

An accurate description of the topic to be voted is critically important. Proposals on proxy access have been winning majority votes at a most companies where they are voted. Trying to hide or disguise proposals runs counter to the intent of Rule 14a-4(a)(3). I hereby request the SEC invalidate QUALCOMM’s proxy.

I am familiar with the argument that Voter Information Forms (VIFs) do not have to meet the requirements of the SEC’s regulations because they are not “legal proxies.” I sincerely hope this is a misinterpretation of law. If it is not, the SEC should immediately initiate a rulemaking to clarify the rule to ensure it protects the bulk of shareholders.

According to Broadridge,

Currently, we estimate that about 98% of all shares of U.S. public companies are held by institutions or retail brokerage accounts in “street name,” leaving just 2% registered through transfer agents. Over

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approximately the next two decades, we can project that registered shares will fall below 1% as registered shareholders pass away, sell, or move their accounts to brokerage platforms. (*Registered Shareholders: How to Manage the Millennial Challenge* at <http://go.broadridge.com/Registered-Shareholders-How-to-Manage-the-Millennial-Challenge>)

If 98% of shares are voted through VIFs and the SEC finds that Rule 14a-4(a)(3) protections do not apply to VIFs, then what is the point of the regulation? If the only shareholders protected are those holding the 2% of shares held through registered transfer agents, there is little reason to have the rule. Shareowners getting VIFs should have the same rights as registered owners.

Sincerely,


James McRitchie

cc: David Zuckerman, [REDACTED]
John Chevedden, [REDACTED]



QUALCOMM INCORPORATED

2016 Annual Meeting

TUESDAY, MARCH 8, 2016

Active - Not Voted

Vote by March 7, 2016 11:59 p.m. EST

Control #



Proposal(s)

1A. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: BARBARA T. ALEXANDER

BOARD RECOMMENDATION: FOR

FOR

WITHHOLD

ABSTAIN

1B. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: RAYMOND V. DITTAMORE

BOARD RECOMMENDATION: FOR

FOR

WITHHOLD

ABSTAIN

1C. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: JEFFREY W. HENDERSON

BOARD RECOMMENDATION: FOR

FOR

WITHHOLD

ABSTAIN

1D. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: THOMAS W. HORTON	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1E. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: PAUL E. JACOBS	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1F. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: HARISH MANWANI	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1G. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: MARK D. MCLAUGHLIN	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1H. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: STEVE MOLLENKOPF	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1I. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: CLARK T. RANDT, JR.	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1J. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: FRANCISCO ROS	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1K. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: JONATHAN J. RUBINSTEIN	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

1L. ELECTION OF DIRECTOR TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED: ANTHONY J. VINCIQUERRA	BOARD RECOMMENDATION: FOR
	FOR
	WITHHOLD
	ABSTAIN

2. TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2016.	BOARD RECOMMENDATION: FOR
	FOR
	AGAINST
	ABSTAIN

3. TO APPROVE THE 2016 LONG-TERM INCENTIVE PLAN.	BOARD RECOMMENDATION: FOR
	FOR
	AGAINST
	ABSTAIN

4. TO APPROVE OUR EXECUTIVE
COMPENSATION.

BOARD RECOMMENDATION: FOR

FOR

AGAINST

ABSTAIN

5. A STOCKHOLDER PROPOSAL, IF PROPERLY
PRESENTED AT THE ANNUAL MEETING.

BOARD RECOMMENDATION: AGAINST

FOR

AGAINST

ABSTAIN