



State of Rhode Island and Providence Plantations
Office of the General Treasurer
State House – Room 102
Providence, Rhode Island 02903

Seth Magaziner
General Treasurer

February 28, 2018

Brent J. Fields, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

via e-mail: rule-comments@sec.gov

Re: Opposition to Rulemaking Petition regarding resubmission of Shareholder Proposals File No. 4-675

Dear Mr. Secretary:

I am writing to express my opposition to the petition submitted by the U.S. Chamber of Commerce requesting that the Securities and Exchange Commission (“SEC”) amend Rule 14a-8 under the Securities Exchange Act of 1934 regarding resubmission of Shareholder Proposals (the “Petition”).

As Rhode Island General Treasurer, I am responsible for managing over \$8 billion of State pension assets on behalf of the 60,000 members of Employees’ Retirement System, and the people of Rhode Island. During my tenure I have worked to strengthen the state’s shareholder voting policy to better advocate for the pension. As policy, my office votes on shareholder resolutions.

My office has filed and co-filed shareholder proposals that ask companies to implement a specific policy or action to protect long-term shareholder value, address risks, and enhance corporate governance. The shareholder proposal process, as currently structured and administered under SEC Rule 14a-8, serves this purpose effectively. It provides an orderly and cost-effective means for investors to communicate with companies on risks and concerns that are of material interest.

The rulemaking petition would seriously undermine this process and curtail shareholder rights, by significantly increasing the filing threshold. This action would exclude many smaller investors from filing shareholder proposals, raises serious fairness and efficacy concerns.

I encourage you to consider the August 21, 2017, letter drafted by the Council of Institutional Investors (CII), which describes in detail several of the “positive advancements in U.S. corporate governance practices that would not have occurred without a robust shareowner process in place.” These include, but are not limited to, proposals regarding independent board directors, requests for proxy access, and better disclosures of risks in corporate reporting.

The rulemaking petition ignores these advancements in corporate governance and corporate disclosure that have resulted from shareholders ability to submit proposals under the current rule.

For these reasons, I firmly believe it is not necessary to open rulemaking to amend Rule14a-8 and encourage you to reject the petition.

If you would like to discuss this matter further, please contact my Deputy Treasurer for Policy, Kelly Rogers, by phone [REDACTED] or by email at [REDACTED].

Sincerely,



Seth Magaziner