



March 5, 2018

Mr. Brent Fields
Secretary
US Securities and Exchange Commission
100 F St., NE
Washington, DC 20549

Re: File Number 4-675: Rule 14a-8 regarding shareholder resolution resubmissions

Dear Mr. Fields:

Green America is a national membership organization dedicated to building an economy that supports broad-based prosperity, corporate transparency, and social and environmental responsibility. We represent 200,00 investors, consumers, and businesses that share these goals. We are writing to strongly oppose the request by the Corporate Governance Coalition for Investor Value, endorsed by the US Chamber of Commerce and the Business Roundtable, to amend Rule 14a-8 of the Securities Exchange Act of 1934 to change the terms under which shareholder resolutions may be resubmitted.

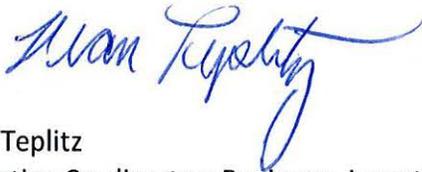
We believe the rules that have successfully served the shareholder resolution process for decades continue to be effective and fair and are not in need of revision. Shareholder dialogues with corporate management and the submission of resolutions when warranted play an important corporate oversight role. The shareholder resolution process helps ensure the long-term value of US businesses by identifying potential risk and liability early on thereby supporting investor needs and the well-being of communities, consumers, workers, and the environment. Over the years, concerned shareholders have focused the attention of corporate management on crucial issues including risks associated with climate change, human rights, worker safety, corporate governance, and a wide range of other corporate responsibility and sustainability concerns.

At present, resolution resubmission thresholds of 3%, 6%, and 10% work well. Doubling or tripling these levels as requested, to 6%, 15%, and 30%, will only result in the loss of investor voice on key issues. The claim that continuing to put forward resolutions that receive under thirty percent is burdensome to companies is unproven. In fact, as of 2010, shareholders have resubmitted resolutions that earn less than 20% support for at least two years just 35 times and

at only 26 corporations. Clearly there is no systemic problem or burden facing US companies on this issue.

Shareholders, as part-owners of the companies in which they invest, deserve an effective voice on the social, environmental, and corporate governance issues about which they care. Shareholder resolutions have improved corporate conduct and financial performance over the years and remain a useful tool for creating an economy that better serves us all. Green America urges the SEC to maintain the current shareholder resolutions resubmission thresholds.

Sincerely yours,

A handwritten signature in blue ink that reads "Fran Teplitz". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Fran Teplitz
Executive Co-director: Business, Investing & Policy