October 28, 2021

Ms. Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Ms. Countryman:

The undersigned law firms respectfully request an extension of the comment period from 30 to 60 days for the proposal entitled “Listing Standards for Recovery of Erroneously Awarded Compensation.” In its most recent notice that reopens the comment period, the Securities and Exchange Commission (SEC) has requested comments with respect to ten additional items, which are complex and wide-ranging. In addition, the notice explicitly requests that commenters provide “quantified estimates,” “detailed analysis” and “supporting data.”

Interested parties will likely find it difficult to be responsive in a 30-day period that falls within the 4th quarter for calendar-year companies, one of the busiest quarters of the year for public companies. Furthermore, given that several of the additional items where comments are sought are based on expanding the triggering events of the type of restatement that would mandate a compensation recovery beyond an accounting restatement to correct a material error, which is a new proposal that could significantly broaden the scope of the rule, we believe that giving interested parties sufficient time to better articulate the consequences of this is warranted.

For the benefit of investors, issuers, other market participants, the SEC and the capital markets generally, we respectfully request that you extend the comment period from 30 to 60 days for the aforementioned proposal.

We appreciate the opportunity to consider the reopening of comments provided by the SEC.

Respectfully,
Ballard Spahr LLP  
Blank Rome LLP  
Cleary Gottlieb Steen & Hamilton LLP  
Cooley LLP  
Cozen O'Connor  
Cravath, Swaine & Moore LLP  
Davis Polk & Wardwell LLP  
Debevoise & Plimpton LLP  
Dechert LLP  
Dilworth Paxson LLP  
Duane Morris LLP  
Faegre Drinker Biddle & Reath LLP  
Fenwick & West LLP  
Finn Dixon & Herling LLP  
Freshfields Bruckhaus Deringer LLP  
Gibson, Dunn & Crutcher LLP  
Hogan Lovells  
Holland & Knight LLP  
King & Spalding LLP  
Kirkland & Ellis LLP  

Latham & Watkins LLP  
Loeb & Loeb LLP  
Morgan, Lewis & Bockius LLP  
Morrison Cohen LLP  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
Pillsbury Winthrop Shaw Pittman LLP  
Proskauer Rose LLP  
Ropes & Gray LLP  
Schulte Roth & Zabel LLP  
Shearman & Sterling LLP  
Sidley Austin LLP  
Simpson Thacher & Bartlett LLP  
Sullivan & Cromwell LLP  
Vinson & Elkins LLP  
Wachtell, Lipton, Rosen & Katz  
Weil, Gotshal & Manges LLP  
White & Case LLP  
Willkie Farr & Gallagher LLP  
Wilmer Cutler Pickering Hale and Dorr LLP  
Wilson Sonsini Goodrich & Rosati