

November 25, 2019

The Honorable Jay Clayton, Chairman
Vanessa A. Countryman, Secretary
US Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Requesting Extension of Comment Period on File Nos. S7-22-19 & S7-23-19

Dear Chairman Clayton and Ms. Countryman,

We are writing to request that the Commission extend the comment period for proposals entitled “Amendments to Exemptions from the Proxy Voting Rules for Proxy Voting Advice” and “Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8” from 60 to 120 days, and preferably until the end of April 2020.

These rulemaking proposals will have profound effects on the rights of shareholders to meet their own fiduciary, risk management and stewardship responsibilities, and may have economic impacts for investors and issuers which are not fully explored in the rule-making proposal.

We support the comments from the Council of Institutional Investors requesting an extension of the comment period in its November 15th letter¹, notably

The two concurrent proposed rules individually, and collectively, if adopted, would result in the most significant changes to the voting rights of shareowners in decades. The proposals are complex, a combined 320 pages in length, and include 345 individual questions for commentators. The proposals explicitly and repeatedly request that commentators provide supporting “data.” To the extent possible, we intend to be responsive to this request in comment letters.

The proposed concurrent 60-day comment period for the proposals will include at least three public holidays depending upon when the proposals are published in the federal register. Thus, the proposed concurrent comment period is effectively much shorter than 60 days for proposals.

Further, these impacts cannot be considered in isolation, but will be further affected by other recent decisions and actions by Staff related to shareholder proposals, including

¹ https://www.cii.org/files/issues_and_advocacy/correspondence/2019/11_15_19_SEC_request_for_comment_period_extension_final.pdf

the announcement that long-standing interpretations of issues like “micro-management” (Staff Legal Bulletin 14K, October 16, 2019) are abandoned and the September 6, 2019 announcement that written decisions on No-Action letter requests may not be issued.

We intend to submit detailed comments on the proposed rules but believe that the significance of these changes truly requires adequate analysis and consultation.

There is no evidence to support the need for an arbitrarily rushed process in either instance.

In light of the above, it would be reasonable to extend the deadline for commentary – preferably to the end of April, 2020 – to allow shareholders and issuers to better understand and analyze the financial, legal, risk and stewardship implications of the proposed changes to the shareholder resolution and proxy advisory processes in light of the full range of recent changes to the rules governing relations between issuers and their share owners.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin Thomas". The signature is stylized and cursive.

Kevin Thomas
CEO, SHARE