

MEMORANDUM

To: File No. S7-22-19

From: Elizabeth Blase and Christina Thomas, Counsels to Commissioner Elad L. Roisman

Re: Meeting with the Council for Investor Rights and Corporate Accountability (“CIRCA”)

On December 12, 2019, Commissioner Elad L. Roisman, Christina Thomas, and Elizabeth Blase met with the following representatives of CIRCA:

- Brian Gunderson with Elliott Management;
- Roy Katzovicz with Saddle Point;
- Charlie Penner with JANA Partners, LLC;
- Chuck Nathan with Finsbury; and
- Rob Collins with S3 Public Affairs.

Among the topics discussed were the Commission’s proposed amendments to the exemptions from the proxy rules, under the Securities Exchange Act of 1934, for proxy voting advice.