

MEMORANDUM

TO: File Nos. S7-22-19 and S7-23-19

FROM: Katherine Kelly

RE: Meeting with CIRCA

DATE: December 26, 2019

On December 11, 2019, Commissioner Allison Herren Lee and Katherine Kelly met with representatives from the Council for Investor Rights and Corporate Accountability (CIRCA), including Brian Gunderson, Roy Katzovicz, and Rob Collins. Among the topics discussed were the SEC's proxy voting proposals: Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice and Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.