

Jan. 28, 2020

The Honorable Jay Clayton
Chairman
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Vanessa A. Countryman
Secretary, Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Via Electronic Submission

Re: Comments on Proposed Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice (File No.: S7-22-19) and Proposed Amendments to Procedural Requirements and Resubmission Thresholds Under Exchange Act Rule 14a-8 (File No: S7-23-19)

Dear Chairman Clayton and Secretary Countryman:

As a shareholder, I submit the following comments in response to the Securities and Exchange Commission's proposed rulemakings published in the federal register on December 4, 2019 (84 FR 66518 and 84 FR 66458).

I believe shareholder resolutions are a critically important and, I believe, democratically-required path for giving individuals influence in the running of the companies whose shares they own. Shareholders ought to be able to work to make companies better citizens, and insure that their reputations thrive, which may increase profitability. I have seen shareholder resolutions that have improved companies' policies on governance, the environment, climate change, and gender equality, accomplishments that overrule the nuisance of potential spurious resolutions.

Second, I see no reason why shareholders shouldn't be able to avail themselves of proxy advisory firms, and to act in congress to increase their influence.

I ask the SEC to withdraw the two proposed rules.

Sincerely,

Carol Rissman
Bedford, Massachusetts