

MEMORANDUM

TO: File Numbers: S7-22-19 and S7-23-19

FROM: Abraham Lowenstein
Office of Commissioner Robert J. Jackson, Jr.
U.S. Securities and Exchange Commission

DATE: March 9, 2020

RE: Discussion with Yaron Nili

On December 17, 2019, Commissioner Jackson and his counsel Edwin Hu met with Yaron Nili of the University of Wisconsin Law School. Among the topics discussed were the Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8 and the Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice.