

**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 James McRitchie

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On November 27, 2019, Commissioner Jackson and his counsel Edwin Hu met with James McRitchie of CorpGov.Net. 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.