

## MEMORANDUM

**To:** File No. S7-22-19 and S7-23-19

**From:** Sebastian Gomez, Senior Advisor to Chairman Jay Clayton

**Re:** Telephone Conference with Anne Sheehan and Allison Bennington

**Date:** March 10, 2020

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On March 10, 2020, Chairman Jay Clayton, Sean Memon (Chief of Staff to Chairman Clayton), Bryan Wood (Deputy Chief of Staff to Chairman Clayton) and Sebastian Gomez (Senior Advisor to Chairman Clayton) had a telephone conference with:

- Anne Sheehan
- Allison Bennington

The meeting participants discussed, among other things, the SEC's proposed amendments to: (1) exemptions from the proxy rules for proxy voting advice, and (2) procedural requirements and resubmission thresholds under Exchange Act Rule 14a-8.