

MEMORANDUM

To: File No. S7-22-19

From: Elizabeth Blase and Christina Thomas, Counsels to Commissioner Elad L. Roisman

Re: Meeting with Elliott Management (“Elliott”)

On March 24, 2020, Commissioner Elad L. Roisman, Christina Thomas, and Elizabeth Blase met with the following representatives of Elliott:

- Rich Zabel, General Counsel;
- Jesse Cohn, Head of Activism;
- Brian Gunderson, Head of Public Policy;
- Christine O’Brien, Head of Investment Stewardship; and
- Scott Grinsell, Assistant General Counsel.

Among the topics discussed were the Commission’s proposed amendments to the exemptions from the proxy rules, under the Securities Exchange Act of 1934, for proxy voting advice.