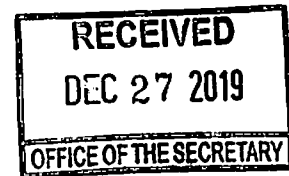


December 14, 2019

Hon. Jay Clayton
Chairman
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549



RE: File Number S7-23-19

Dear Mr. Clayton:

I am contacting you today to express my concern that the SEC has proposed a rulemaking that limits my right to file shareholder proposals and interferes with my ability to delegate the filing of shareholder proposals.

I understand that the SEC has proposed to increase the filing threshold substantially from its current level of \$2,000 for the first two years of ownership. It is not until the third year that I would have the right to file shareholder proposals for many of my holdings. My stake in each of my portfolio companies may seem insignificant compared to large institutional investors, but each holding has an impact on my ability to educate my children and successfully retire. This proposal amounts to discrimination against smaller investors like me.

This proposed rulemaking also limits my ability to delegate all aspects of the shareholder proposal process. I delegate stock selection, trading, proxy voting, and filing shareholder proposals to a professional because they are far more qualified than I am — and yet am required to be present during conversations regarding a shareholder proposal that deals with complex issues?

I should not have to 1) be involved in conversations concerning shareholder proposals when I clearly delegate this function or 2) make a choice between maintaining a diversified portfolio and maintaining the right to file a shareholder proposal.

I urge you to consider the adverse impacts of this proposed change on investors like me.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew C. Howard". The signature is fluid and cursive, with a large initial "A" and a stylized "H".

Andrew Howard