

Jan 31, 2020

The Honorable Jay Clayton
Chairman
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Vanessa A. Countryman
Secretary, Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Via Electronic Submission

Re: Comments on Proposed Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice (File No.: S7-22-19) and Proposed Amendments to Procedural Requirements and Resubmission Thresholds Under Exchange Act Rule 14a-8 (File No: S7-23-19)

Dear Chairman Clayton and Secretary Countryman:

Shareholder Will Colegrove submits the following comments in response to the Securities and Exchange Commission's proposed rulemakings published in the federal register on December 4, 2019 (84 FR 66518 and 84 FR 66458). Companies have a fiscal and social obligation to consider ESG issues as material to their business prospects. Limiting shareholders' ability to file resolutions is antithetical to the transparency and corporate responsibility that all public companies should embrace. As a proponent of increased stakeholder accountability, the SEC should be making it easier for shareholders to raise these issues, not less.

Will Colegrove
Chicago, Illinois