

## MEMORANDUM

TO: File No. S7-23-19 – Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8

FROM: Katherine Kelly, Counsel to Commissioner Lee

RE: Meeting with Shareholder Rights Group

DATE: August 12, 2020

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On March 18, 2020, Commissioner Lee and Katherine Kelly met telephonically with representatives from the Shareholder Rights Group:

- Sanford Lewis, Shareholder Rights Group
- Ken Bertsch, Council of Institutional Investors
- Lisa Woll and Bryan McGannon, USSIF
- Brandon Rees, AFL-CIO
- Michael Garland, NYCERS
- Josh Zinner, Interfaith Center on Corporate Responsibility
- Tim Smith, Boston Trust Walden
- Jeff Mahoney, CII
- Jonas Kron, Trillium Asset Management.

Among the topics discussed was the SEC's proposal regarding Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.