

Thomas J. Groden  
South Bend, IN

December 7, 2016

Brent J. Fields, Secretary  
Securities and Exchange Commission  
100 F Street NE  
Washington, DC 20549-1090

**RE: Proposed Rule – Universal Proxy (File Number S7-24-16)**

Dear Mr. Fields:

I write in support of the proposed rule requiring the use of universal proxies that would allow shareholders to vote for the director nominees they wish in contested elections. Currently, shareholders who cannot make it to a company's annual shareholder meeting can vote for directors through the proxy process. However, those who vote through the proxy process do not enjoy the same options as those who attend the meeting in person, as management's nominees and dissident nominees are ordinarily listed on separate proxy ballots, of which only one can be submitted. Therefore, shareholders voting by proxy are unable to vote for their preferred combination of candidates if these candidates are not all on the same side (management or dissident).

Shareholders able to attend the meeting, however, are free to vote for each director separately, even if some are the choice of management and others are not. This results in a clear dichotomy between the voting power of shareholders who attend annual meetings and those who do not. While annual meetings are free to attend for shareholders, the associated travel costs prohibit many shareholders from attending. These shareholders should still have the same voting rights as those who can make it. If they do not, voting rights are essentially dependent on a particular shareholder's disposable income and job flexibility.

I urge the SEC to adopt the proposed rule, which would require the use of universal proxy cards including the names of all director candidates. This would go a long way in closing the gap between the voting power of shareholders able to attend meetings and those unable to do so. Additionally, this would shift the balance of power away from corporate boards and towards the shareholders themselves.

Sincerely,

Thomas J. Groden