



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 15, 2016

Edward C. Wetmore
Amphenol Corporation
ewetmore@amphenol.com

Re: Amphenol Corporation
Incoming letter dated April 14, 2016

Dear Mr. Wetmore:

This is in response to your letter dated April 14, 2016 concerning the shareholder proposal submitted to Amphenol by Jonathan Kalodimos. We also have received a letter from the proponent dated April 15, 2016. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Jonathan Kalodimos

FISMA & OMB Memorandum M-07-16

April 15, 2016

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Amphenol Corporation
Incoming letter dated April 14, 2016

The proposal relates to share repurchases.

There appears to be some basis for your view that Amphenol may exclude the proposal under rule 14a-8(e)(2) because Amphenol received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if Amphenol omits the proposal from its proxy materials in reliance on rule 14a-8(e)(2).

We note that Amphenol did not file its statement of objections to including the proposal in its proxy materials at least 80 calendar days before the date on which it will file definitive proxy materials as required by rule 14a-8(j)(1). Noting the circumstances of the delay, we waive the 80-day requirement.

Sincerely,

Evan S. Jacobson
Special Counsel

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matter under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholders proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Amphenol Corporation Stockholder Proposal from Jonathan Kalodimos

Ladies and Gentlemen:

This correspondence is in response to the letter sent by Edward C. Wetmore on behalf of Amphenol Corporation. (the "Company") on April 14, 2016 requesting that your office of the Securities and Exchange Commission (the "Commission") confirm that it will not recommend any enforcement action if the Company omits the shareholder proposal (the "Proposal") submitted by Jonathan Kalodimos, PhD (the "Proponent") from its 2016 proxy solicitation materials for its 2016 annual meeting.

The Company believes that the Proposal may be properly omitted from its proxy solicitation materials for its 2016 annual meeting under Rule 14a-8(e), because it was not received at the Company's principal executive offices before the submission deadline of December 22, 2015.

The Proposal is as follows:

"Resolved: Shareholders of Amphenol Corporation ask the board of directors to adopt and issue a general payout policy that gives preference to share repurchases (relative to cash dividends) as a method to return capital to shareholders. If a general payout policy currently exists, we ask that it be amended appropriately."

Response

On April 11, 2016 the Proponent became concerned that the Company intended to improperly exclude the Proposal on its definitive proxy statement. The Proponent became concerned because on April 8, 2016 the Company posted to EDGAR¹ its preliminary proxy statement that did not include the Proposal. Since securities law does not require the Company to contact the Proponent prior to drafting the Company's opposition statement, the Proponent had no reason to suspect that the Company intended to improperly exclude the Proposal prior to the Company posting its preliminary proxy statement.²

On October 23, 2015 the Proponent used the United States Postal Service (USPS) to mail 16 shareholder proposals. These 16 proposals were sent as one batch, with the same USPS employee handling the transaction, and paid for in the same transaction. The receipt from that transaction is attached via four photographs as the receipt is too long to be legible in one

¹<https://www.sec.gov/Archives/edgar/data/820313/000104746916012039/0001047469-16-012039-index.htm>

²As described below, the Proponent submitted shareholder proposals to multiple companies. Many of the companies did not contact the Proponent prior to drafting a statement of opposition and thus the Proponent had no reason to suspect that the Company intended to improperly exclude the Proposal.

photograph. The proposals were sent in a manner that could be tracked by the Proponent to ensure that the proposals were delivered. The companies, tracking numbers, and dates that the Proponent assert the proposals were delivered are presented in the table below.

Company	Tracking Number	Date proposal received
Amphenol Corporation		10/26/2015
Crane Co.		10/30/2015
CR Bard		10/26/2015
General Dynamics Corporation		10/27/2015
ITT Corporation		10/26/2015
Johnson & Johnson		10/26/2015
The Kroger Co.		10/26/2015
PPG Industries		10/26/2015
Praxair, Inc.	***FISMA & OMB Memorandum M-07-16***	10/26/2015
Reynolds American		10/26/2015
Raytheon Company		10/26/2015
Stanley Black & Decker		10/26/2015
Barnes Group Inc.		10/26/2015
Minerals Technologies Inc.		10/27/2015
Tiffany & Co.		10/26/2015
International Flavors & Fragrances Inc.		10/27/2015

The dates the proposals were received were determined by the diligent monitoring of the USPS's tracking website by the Proponent.³ While the receipt from USPS does not show the exact address the Proposal was mailed to, the Proponent addressed the Proposal to:

Amphenol Corporation

Corporate Secretary
358 Hall Avenue
Wallingford, CT 06492

as instructed in the 2015 proxy statement. In the creation of the receipt by USPS, the USPS entered the address to which the Proposal was being mailed. In the creation of the receipt USPS attached the *nine* digit zip code, even though the Proponent only included the *five* digit zip code. The additional four digits "-3574" were generated by USPS. When the address the Company instructed shareholders to send proposals to is input into the USPS zip code finder website⁴ the

³https://tools.usps.com/go/TrackConfirmAction_input

⁴<https://tools.usps.com/go/ZipLookupResultsAction!input.action?resultMode=1&companyName=&address1=358+Hall+Avenue&address2=&city=Wallingford&state=CT&urbanCode=&postalCode=&zip=06492>

complete nine digit zip code is 06492-3574. The additional four digits of the zip code may or may not definitively identify the Company (this is under investigation by the Proponent), but either way this is another piece of documentation consistent with the Proposal being sent to the Company, and subsequently received by the Company.

With the sole exception of the Company, all the proposals that were sent in one batch on October 23, 2016 were received by the companies; and are included, or will be included⁵, on the 2016 proxy statements of the respective companies, or were withdrawn because of a mutually agreeable resolution. It strains credulity that only the Proposal sent to Amphenol Corporation was not delivered. While the Company asserts that it has “conducted a diligent search of its files, records and mail room, but was unable to find any evidence of having received the Proposal” (page 2, paragraph 3) this is an unsubstantiated assertion. If the Company is impeaching the credibility of the Proponent – who was recently investigated by the Office of Personnel Management and cleared for a Public Trust Position (Application #16179837) – who has documentation consistent with the Proposal being received by the Company, then it stands to reason that the Company’s assertion are just as impeachable and should not be taken at face value without substantiating documentation.

Further, from conversations with the Company on April 12, 2016 (referenced on page 2) and on April 14, 2016 the Company conveyed to the Proponent that the Company receives United Parcel Service of America, Inc. (UPS) and FedEx parcels at the Company’s offices, but the Company itself is responsible for picking up USPS parcels directly from USPS at the local USPS branch. The reason this matters is that once the Company’s local USPS branch receives the Company’s mail and places it in the Company’s “box,” the mailed item should be deemed received by the Company even though it is not at the Company’s physical address. This matters because the Proponent has issued a public records request under the Freedom of Information Act⁶ (FOIA) that requests records relating to the tracking of the Proposal. The Proponent is confident that once the public records request under the FOIA is processed by USPS, it will show that the Proposal was received by the local branch of the USPS that the Company has its mail held and thus the Proposal should be deemed “received” by the Company.

This leads to a more vexing issue. Public records requests take time under the FOIA. When the request is fulfilled, the Proponent is confident that it will provide definitive documentation that the Proposal was received by the Company, as previously discussed. The reason this is vexing is because if the Division of Corporation Finance concurs with the Company and commits to not recommending an enforcement action if the Company excludes the Proposal, then once the Proponent produces definitive documentation that the Company received the Proposal via the Proponent’s public records request under the FOIA – and thus provides documentation that the Company has violated securities law by improperly excluding the Proposal – then the Company may have some basis to defend itself in any future proceedings from what the Proponent asserts is a blatant violation of securities law. While the Proponent is sympathetic to the Company’s failure in internal policies relating to internal mail delivery, the Proponent asks the Division of Corporation Finance to *not* concur with the Company’s request in order to preserve

⁵As of this date, The Kroger Co. and Raytheon Company have not yet posted their DEF 14A to EDGAR but the Proponent has received The Kroger Co.’s and Raytheon Company’s opposition statements and fully expect the proposals to be included.

⁶Case Number 2016-FPRO-00478

the Division of Corporation Finance's ability to recommend enforcement once the Proponent receives the information requested under the FOIA. The Proponent believes it would be inconsistent with the U.S. Securities and Exchange's mission of protecting investors from corporate abuse to *unconditionally* concur with the Company's no action request when definitive documentation of a violation of securities law (should the Company decide to improperly exclude the Proposal) is likely to be produced by a Federal entity in the near future.

The Company's no action request asserts that there are inaccuracies in the Proponent's timeline of events. These purported inaccuracies were the result of the following series of events. The letter from TD Ameritrade providing documentation of share ownership on October 23, 2015 was indeed dated October 29, 2015, three days after the Proponent asserts the Company received the Proposal. This letter documenting ownership was sent to the Company on April 12, 2016 in order to conform to the strict requirements of Rule 14a-8. The original letter documenting ownership received by the Company on October 26, 2015 is supplied in the Appendix. In the original letter documenting ownership the Proponent made the common error of not asking TD Ameritrade to use the specific language laid out by the Securities and Exchange Commission. Because the Proponent sent out multiple proposals, the Proponent became aware of this issue when multiple companies notified the Proponent that there was a technical deficiency in the ownership verification letter. The Proponent remedied those errors within the allotted amount of time set forth by securities law, by asking TD Ameritrade to draft new letters on October 29, 2015 confirming ownership on October 23, 2015 (the date of submission) to all companies the Proponent sent proposals to. This included the Proposal sent to the Company, despite the Company not requesting a new letter verifying ownership. On April 12, 2016 when the Company asked the Proponent to send the Proposal that was originally received by the Company on October 26, 2016, the Proponent sent the letter of ownership that used the proper language, which was dated October 29, 2015, and thus the Proponent's intent was to ensure the complete Proposal package, inclusive of ownership documentation, was in compliance with Rule 14a-8.

In conclusion, while the failure of the Company's internal mail policy is unfortunate, I urge the Division of Corporation Finance to preserve its ability to recommend an enforcement action so that once definitive documentation that the Proposal was received by the Company is established through the Proponent's public records request under the FOIA, the Division of Corporation Finance can recommend enforcement should the Company decide to exclude the Proposal in contradiction to securities law.

Appendix

CORVALLIS MPO
CORVALLIS, Oregon
973334631
4067870530-0097
10/23/2015 (541)752-4358 08:32:30 AM

Product Description	Sale Unit Qty	Receipt Price	Final Price
00 -- WALLINGFORD CT 06492-3574 Zone-8 Priority Mail 2-Day Flat Rate Env 2.10 oz. Expected Delivery: Mon 10/26/15 Includes up to \$50 insurance			\$5.75

USPS Tracking #:

FISMA & OMB Memorandum M-07-16
=====

Issue Postage: \$5.75

00 -- WALLINGFORD CT 06492 \$5.75
Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #:

FISMA & OMB Memorandum M-07-16
=====

Issue Postage: \$5.75

00 -- NEW PROVIDENCE NJ \$5.75
07974-1139 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #:

FISMA & OMB Memorandum M-07-16
=====

Issue Postage: \$5.75

00 -- FALLS CHURCH VA \$5.75
22042-4541 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #:

FISMA & OMB Memorandum M-07-16
=====

Issue Postage: \$5.75

00 -- WEST HARRISON NY \$5.75
10604-3516 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #:

FISMA & OMB Memorandum M-07-16
=====

Issue Postage: \$5.75

00 -- NEW BRUNSWICK NJ 08933 \$5.75
Zone-8
Priority Mail 2-Day

Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 WEST HARRISON NY \$5.75
10604-3516 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 NEW BRUNSWICK NJ 08933 \$5.75
Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 CINCINNATI OH \$5.75
45202-1141 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 PITTSBURGH PA \$5.75
15272-0001 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 DANBURY CT 06810-5103 \$5.75
Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 WINSTON SALEM NC \$5.75
27102-2990 Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
09 WALTHAM MA 02451-1449 \$5.75
Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: [REDACTED]

FISMA & OMB Memorandum M-07-16

Issue Postage: \$5.75
NEW YORK NY 10019-2929 \$5.75
Zone-8
Priority Mail 2-Day
Flat Rate Env
2.10 oz.
Expected Delivery: Mon 10/26/15
Includes up to \$50 insurance

USPS Tracking #: *****FISMA & OMB Memorandum M-07-16*****

Issue Postage: \$5.75

Total: \$92.00

Paid by: *****FISMA & OMB Memorandum M-07-16*****
VISA
Account #:
Approval #: 068420
Transaction #: 493
23903400737

For tracking or inquiries go to
USPS.com or call 1-800-222-1811.

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or call 1-800-410-7420.
YOUR OPINION COUNTS

Customer Copy



10/20/2015

Jonathan Kalodimos

FISMA & OMB Memorandum M-07-16

Re: Your TD Ameritrade Account Ending in ******FISMA & OMB Memorandum M-07-16*****

Dear Jonathan Kalodimos,

Thank you for allowing me to assist you today. This letter is to confirm that as of the date of this letter, Jonathan Kalodimos has held continuously for at least one year, 50 shares of Amphenol Corporation common stock in his account ending in ******FISMA & OMB Memorandum M-07-16***** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Brandon Schifferdecker
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

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April 14, 2016

World Headquarters
358 Hall Avenue
P.O. Box 5030
Wallingford, CT 06492
Telephone (203) 265-8900

VIA ELECTRONIC MAIL

Office of the Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: **Amphenol Corporation Stockholder Proposal from Jonathan Kalodimos**

Ladies and Gentlemen:

Amphenol Corporation, a Delaware corporation (the “*Company*”), hereby files with the staff of the Division of Corporation Finance (the “*Staff*”) the Company’s reasons for excluding from its proxy statement for the Company’s 2016 annual meeting of stockholders (the “*Proxy Materials*”) a stockholder proposal (attached hereto as Exhibit A, the “*Proposal*”) and related supporting statement submitted by Mr. Jonathan Kalodimos (the “*Proponent*”).

The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “*Commission*”) if the Company excludes the Proposal pursuant to Rule 14a-8(e), because it was not received at the Company’s principal executive offices until April 12, 2016, which is 112 days after the Company’s December 22, 2015 deadline for submitting stockholder proposals. The Company intends to file its definitive proxy statement with the Commission on or about April 20, 2016. This letter is being sent to the Staff fewer than 80 calendar days before such date and accordingly, as described below, the Company requests that the Staff waive the 80-day requirement with respect to this letter.

By copy of this letter, we are advising the Proponent of the Company’s intention to exclude the Proposal. In accordance with Rule 14a-8(j) and Staff Legal Bulletin No. 14D, we are submitting by electronic mail (i) this letter, which sets forth our reasons for excluding the Proposal; and (ii) the Proponent’s correspondence submitting the Proposal. Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company has not provided to the Proponent the 14-day notice and opportunity to cure under Rule 14a-8(a)(f)(1). Rule 14a-8(f)(1) provides that a company is not required to provide a stockholder with notice of a deficiency in his proposal “if the deficiency cannot be remedied, such as if [the stockholder] fails to submit a proposal by the company’s properly determined deadline.”

I. The Proposal.

The Proposal provides:

Shareholders of Amphenol Corporation ask the board of directors to adopt and issue a general payout policy that gives preference to share repurchases (relative to cash dividends) as a method to return capital to shareholders. If a general payout policy currently exists, we ask that it be amended appropriately.

A copy of the Proposal, together with the supporting statement, is attached hereto as Exhibit A.

II. Factual Background.

The deadline to submit stockholder proposals to be included in the Company's Proxy Materials was December 22, 2015. This deadline and the address of the Company's principal executive offices were disclosed in the Company's proxy statement for the 2015 annual meeting of stockholders (the "*2015 Proxy Statement*").

On April 12, 2016, the Company received a telephone call from the Proponent, asking why the Proposal was not included in the Company's preliminary proxy statement filed with the Commission on April 8, 2016. This was the first communication the Company received from the Proponent with respect to the Proposal.

Promptly following receipt of the Proponent's telephone call, the Company conducted a diligent search of its files, records and mail room, but was unable to find any evidence of having received the Proposal. Accordingly, in a subsequent telephone call on April 12, 2016, the Company advised the Proponent that it had not received the Proposal.

The Proponent emailed the Proposal to the Company following the call on April 12, 2016, 112 days after the December 22, 2015 deadline. The Proponent's email included an undated Proposal as well as the Proponent's proof of share ownership, dated October 29, 2015. The Proponent alleges that both the Proposal and the proof of ownership dated October 29, 2015 were mailed to the Company through the U.S. Postal Service ("*USPS*") on October 23, 2015 and delivered to the Company on October 26, 2015. A copy of the Proponent's email (including accompanying attachments), dated April 12, 2016, is attached hereto as Exhibit B. Notwithstanding repeated requests to do so, the Proponent did not provide any evidence that the Proposal was received prior to the December 22, 2015 deadline set forth in the 2015 Proxy Statement.

On April 12, 2016, the Company responded to the Proponent via email and requested that the Proponent provide proof that the Proposal had been delivered to the Company's principal executive offices on October 26, 2015. A copy of the Company's response email is attached hereto as Exhibit C. Shortly thereafter, the Company received an email from the Proponent attaching a scan of a USPS receipt, dated October 23, 2015, which the Proponent claims related to the mailing of the Proposal to the Company, although the address of the Company's principal

executive offices does not actually appear on the receipt. The Proponent wrote in that email, “[t]he tracking number of the USPS envelope was ^{§FISMA & OMB Memorandum M-07-16} and the USPS website confirmed that it was delivered on 10/26/2015 . . . After USPS confirmed it was delivered I had no reason to suspect that it was not received.” The email did not include any proof that the Proposal was *received* by the Company prior to the December 22, 2015 deadline set forth in the 2015 Proxy Statement. The receipt provided by the Proponent indicated an expected delivery date of Monday, October 26, 2015. A copy of the Proponent’s email, including the receipt, is attached hereto as Exhibit D.

The Company attempted to track the package through direct contact with its local Post Office and the USPS website using the tracking number provided by the Proponent. However the local Post Office was unable to provide any information regarding the package and the USPS website returned a result of “Not Found,” stating that “The Postal Service could not locate the tracking information for your request. Please verify your tracking number and try again later.” A copy of the tracking page from the USPS website is attached hereto as Exhibit E.

III. Basis for Exclusion.

A. *Rule 14a-8(e) background.*

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal at its principal executive offices before the deadline for submitting stockholder proposals to the Company.

Rule 14a-8(e)(2) provides that a stockholder proposal submitted with respect to a company’s regularly-scheduled annual meeting “must be received at the company’s principal executive offices not less than 120 calendar days before the date of the company’s proxy statement released to stockholders in connection with the previous year’s annual meeting.” In accordance with Rule 14a-5(e), the Company disclosed in the 2015 Proxy Statement such deadline for the receipt of stockholder proposals for its 2016 annual meeting of stockholders, as well as the address for submitting those proposals. Specifically, the 2015 Proxy Statement states:

Any stockholder desiring to include a proposal in the Company's 2016 Proxy Statement, in accordance with Rule 14a-8 of the Exchange Act, must submit such proposal to the Company. Proposals must be sent so that they are received by the Secretary of the Company at Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492 no later than the close of business on December 22, 2015 and must satisfy the applicable rules of the SEC.

Under Rule 14a-8(e) (2), a meeting is regularly scheduled if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company’s 2015 annual meeting of stockholders was held on May 20, 2015. The Company’s 2016 annual meeting of stockholders is scheduled to be held on May 25, 2016, which is within 30 days of the 2015 meeting. Accordingly, the deadline of December 22, 2015 set forth in the Company’s 2015

Proxy Statement for a regularly scheduled annual meeting applies to stockholder proposals for the 2016 annual meeting of stockholders.

B. *The Proponent is unable to demonstrate that the Proposal was submitted to the Company's principal executive offices prior to the Company's properly determined deadline.*

Rule 14a-8(e) (1) of the Exchange Act provides that, “[i]n order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.” Staff Legal Bulletin No. 14 (July 13, 2001) further provides that stockholders should submit a proposal “by a means that allows the shareholder to demonstrate the date the proposal was *received* at the company’s principal executive offices” (emphasis added). Although the Proponent claims the Proposal was submitted to the Company on October 23, 2015, the Company has no record of receiving the Proposal via facsimile, email, mail or otherwise. Further, despite being informed that the Company had not received the Proposal prior to April 12, 2016, the Proponent has not provided any evidence that the Proposal was timely received at the Company’s principal executive offices on October 26, 2015, as the Proponent claims, or any other date prior to the December 22, 2015 deadline.

In prior no-action letters requested under similar circumstances, the Staff has consistently permitted exclusion where proponents have not been able to produce evidence that the company actually received the proposal prior to the deadline. *See, e.g., Hess Corp.* (avail. Mar. 19, 2012); *PetSmart Inc.* (avail. Apr. 27, 2010); *Lear Corp.* (avail. Mar. 11, 2009); *DTE Energy Co.* (avail. Mar. 24, 2008); *Alcoa Inc.* (avail. Feb. 25, 2008); *Unocal Corp.* (avail. Mar. 18, 1996); and *Eastman Kodak Co.* (avail. Feb. 19, 1992). In each of these letters, the proponent claimed to have submitted a stockholder proposal prior to the company’s deadline for proposal submissions, but the proposal was not received at the company’s principal executive offices prior to the deadline. The Company’s situation is analogous to that of the companies in the precedent cited above in that the Proposal was allegedly sent by means which did not automatically provide conclusive proof of receipt at the Company’s principal executive offices, and the Proponent cannot provide documentation or otherwise prove that the Company actually received the Proposal prior to the December 22, 2015 deadline.

C. *The Staff has strictly construed the Rule 14a-8 deadline.*

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline for receipt of stockholder proposal, permitting companies to exclude from proxy materials those stockholder proposals received at companies’ principal executive offices after the submission deadline. *See, e.g., Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (concurring with the exclusion of a proposal received five days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *General Electric Company* (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline); *Equity LifeStyle Properties, Inc.* (avail. Feb. 10, 2012) (concurring with the exclusion of a proposal received seven days after the submission deadline); *American Express* (avail. Jan. 10, 2012) (concurring with the exclusion of a proposal received 25 days after the submission

deadline); *The Gap, Inc.* (avail. Mar. 18, 2011) (concurring with the exclusion of a proposal received 56 days after the submission deadline); *RTI Biologics, Inc.* (avail. Feb. 15, 2011) (proposal received 77 days after the submission deadline); *Jack in the Box Inc.* (avail. Nov. 12, 2010) (concurring with the exclusion of a proposal received 35 days after the submission deadline); *Cisco Systems, Inc.* (avail. Oct. 18, 2010) (concurring with the exclusion of a proposal received over four months after the submission deadline); *Merck & Co., Inc.* (avail. May 4, 2010) (concurring with the exclusion of a proposal received over three months after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Mar. 26, 2010) (concurring with the exclusion of a proposal received one day after the submission deadline); *Bank of America Corp.* (avail. Mar. 1, 2010) (concurring with the exclusion of a proposal received over two months after the submission deadline); *Johnson & Johnson* (avail. Jan. 13, 2010) (concurring with the exclusion of a proposal received one day after the submission deadline); *Alcoa Inc.* (avail. Feb. 25, 2008) (concurring with the exclusion of a proposal received 57 days after the submission deadline).

Consistent with the precedent cited above, the Company first received the Proposal from the Proponent on April 12, 2016, which is 112 days after the submission deadline. Accordingly, the Company requests that the Staff concur that the Proposal may properly be excluded from the Proxy Materials because it was not properly submitted to the Company's principal executive offices within the timeframe required under Rule 14a-8(e).

D. *There are inconsistencies in the facts alleged by the Proponent.*

As discussed above, the Company believes that the Proposal may be properly excluded pursuant to Rule 14a-8(e) because the Proponent is unable to provide any proof that it was properly submitted to the Company's principal executive offices prior to the December 22, 2015 deadline for receipt of stockholder proposals. Further, there are inconsistencies in the facts alleged by the Proponent regarding the Proposal's submission, and the Proponent provides no explanation for his failure to contact the Company prior to April 12, 2016.

As reflected in Exhibit B, the Proponent alleges that the Proposal, together with the Proponent's proof of share ownership, was mailed to the Company on October 23, 2015. However, a review of the proof of share ownership included in Exhibit B reveals that the proof of ownership was dated October 29, 2015, six days after the Proponent claims to have mailed such proof to the Company. Accordingly, it is clear that the Proponent's timeline of events is inaccurate.

Further, the Proponent provides no explanation for why he did not contact the Company regarding the Proposal prior to April 12, 2016. There were numerous flags that should have alerted the Proponent to the fact that the Company had not received the Proposal prior to the Company filing its preliminary proxy statement on April 8, 2016.

- The Company never indicated in any manner to the Proponent that the Proposal had been received prior to April 12, 2016.
- The Company never contacted the Proponent to discuss the Proposal.

- The Company did not, until today, submit a request for no-action relief from the Staff to allow exclusion of the Proposal, although during this same proxy season, six other companies which received substantially similar proposals from the Proponent sought no-action relief from the Staff. *See, e.g., Barnes Group Inc.* (avail. Jan. 13, 2016); *Minerals Technologies Inc.* (avail. Jan. 13, 2016); *ITT Corp.* (avail. Jan. 12, 2016); *PPG Industries, Inc.* (avail. Jan. 12, 2016); *Praxair, Inc.* (avail. Jan. 12, 2016); *Reynolds American Inc.* (avail. Jan. 12, 2016)
- The Company never provided the Proponent with a copy of an opposition statement, as it would have been required to do 30 calendar days before it filed its form of proxy.

Additionally, during this same timeframe, the Proponent was negotiating with International Flavors & Fragrances Inc., which negotiations resulted in that company's adoption of a Capital Allocation Policy (included in Exhibit B attached hereto) substantially implementing the Proposal. Given the Proponent's engagement with seven other public companies this proxy season regarding substantially similar proposals, it is unclear why the Proponent did not contact the Company regarding the Proposal prior to April 12, 2016, despite the numerous flags that should have alerted him to the fact that the Company had not received the Proposal.

IV. Request for Waiver under Rule 14a-8(j)(1).

The Company further requests that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company "intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission." However, Rule 14a-8(j)(1) allows the Staff, in its discretion, to permit a company to make its submission later than 80 days before the filing of its definitive proxy statement if the company demonstrates good cause for missing the deadline.

As discussed above, the Company did not become aware of, or receive, the Proposal until April 12, 2016, which is only 8 days prior to the date that the Company intends to file its Proxy Materials and only 6 days prior to the date on which the Company intends to print its Proxy Materials. The Company respectfully submits that this late submission by the Proponent of the Proposal constitutes good cause for late submission of this letter.

The Staff has noted that the most common basis for a company's showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed. *See* Staff Legal Bulletin No. 14B (Sept. 15, 2004). Additionally, the Staff has waived the deadline established in Rule 14a-8(j) under similar circumstances. *See, e.g., Hess Corp.* (avail. Mar. 19, 2012); *Andrea Electronics Corp.* (avail. July 5, 2011); *RTI Biologics, Inc.* (avail. Feb. 15, 2011); *GlobalOptions Group Inc.* (avail. Nov. 9, 2010); *Becton, Dickinson and Co.* (avail. Nov. 1, 2010); *Cisco Systems, Inc.* (avail. Oct. 18, 2010); *Merck & Co., Inc.* (avail. May 4, 2010); *PetSmart, Inc.* (avail. Apr. 27, 2010); *Bank of America Corp.* (avail. Mar. 1, 2010); *Cardinal Health, Inc.* (avail. Dec. 16, 2009); *QuadraMed Corp.* (avail. Apr. 23, 2009); *DTE Energy Co.* (avail. Mar. 24, 2008); *Alcoa Inc.* (avail. Feb. 25, 2008); *Britton & Koontz Capital Corp.* (avail. Mar. 14, 2006); *Xerox Corp.* (avail. May 2, 2005);

and *General Electric* (avail. Feb. 10, 2005). Accordingly we believe that the Company has good cause for its inability to meet the 80-day deadline, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

V. Conclusion.

Based upon the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from the Company's Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was not properly submitted to the Company's principal executive offices within the timeframe required under Rule 14a-8(e).

* * *

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response he may choose to make to the Staff, pursuant to Rule 14a-8(k).

Sincerely,



Edward C. Wetmore
Vice President, Secretary and
General Counsel

Enclosures

cc: Jonathan Kalodimos

Exhibit A

Resolved: Shareholders of Amphenol Corporation ask the board of directors to adopt and issue a general payout policy that gives preference to share repurchases (relative to cash dividends) as a method to return capital to shareholders. If a general payout policy currently exists, we ask that it be amended appropriately.

Supporting statement: Share repurchases as a method to return capital to shareholders have distinct advantages relative to dividends. Share repurchases should be preferred for the following reasons:

- 1) Financial flexibility. Four professors from Duke University and Cornell University studied executives' decisions to pay dividends or make repurchases by surveying hundreds of executives of public companies. They found that "maintaining the dividend level is on par with investment decisions, while repurchases are made out of the residual cash flow after investment spending."¹ Further, in follow up interviews as part of the study, executives "state[d] that they would pass up some positive net present value (NPV) investment projects before cutting dividends." The creation of long-term value is of paramount importance; I believe that repurchases have the distinct advantage that they do not create an incentive to forgo long-term value enhancing projects in order to preserve a historic dividend level.
- 2) Tax efficiency. Share repurchases have been described in the Wall Street Journal² as "akin to dividends, but without the tax bite for shareholders." The distribution of a dividend may automatically trigger a tax liability for some shareholders. The repurchase of shares does not necessarily trigger that automatic tax liability and therefore gives a shareholder the flexibility to choose when the tax liability is incurred. Shareholders who desire cash flow can choose to sell shares and pay taxes as appropriate. (This proposal does not constitute tax advice.)
- 3) Market acceptance. Some may believe that slowing the growth rate or reducing the level of dividends would result in a negative stock market reaction. However, a study published in the Journal of Finance finds that the market response to cutting dividends by companies that were also share repurchasers was not statistically distinguishable from zero.³ I believe this study provides evidence that there is market acceptance that repurchases are valid substitutes for dividends.

Some may worry that share repurchases could be used to prop up metrics that factor into the compensation of executives. I believe that any such concern should not interfere with the choice of optimal payout mechanism because compensation packages can be designed such that metrics are adjusted to account for share repurchases.

¹<http://www.sciencedirect.com/science/article/pii/S0304405X05000528>

²<http://www.wsj.com/articles/companies-stock-buybacks-help-buoy-the-market-1410823441>

³<http://www.afajof.org/details/journalArticle/2893861/Dividends-Share-Repurchases-and-the-Substitution-Hypothesis.html>

In summary, I strongly believe that adopting a general payout policy that gives preference to share repurchases would enhance long-term value creation. I urge shareholders to vote FOR this proposal.

Exhibit B

From: Jonathan Kalodimos

FISMA & OMB Memorandum M-07-16

Sent: Tuesday, April 12, 2016 4:12 PM

To: Ed Wetmore; Stephen Dorrough

Subject: Shareholder Proposal

Ed and Steve-

Thank you for taking the time to have a conversation with me. I have attached the following documents:

1. The shareholder proposal that was sent on 10/23/2015 and USPS confirmed was delivered on 10/26/2015;
2. My certification of ownership that was part of the original packet; and
3. The capital allocation policy that was negotiated with International Flavors and Fragrances.

Once again, thanks for taking the time to have a conversation.

-Jon

Resolved: Shareholders of Amphenol Corporation ask the board of directors to adopt and issue a general payout policy that gives preference to share repurchases (relative to cash dividends) as a method to return capital to shareholders. If a general payout policy currently exists, we ask that it be amended appropriately.

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In summary, I strongly believe that adopting a general payout policy that gives preference to share repurchases would enhance long-term value creation. I urge shareholders to vote FOR this proposal.



October 29, 2015

Jonathan Anthony Kalodimos

FISMA & OMB Memorandum M-07-16

Re: Your TD Ameritrade account ending in ~~XXXXXX~~ ***FISMA & OMB Memorandum M-07-16***

Dear Jonathan Anthony Kalodimos,

Thank you for allowing me to assist you today. As you requested, I am writing to provide you an ownership letter.

As of October 23, 2015, Jonathan Kalodimos held, and has held continuously for at least one year, 50 shares of Amphenol Corporation common stock in his account ending in ~~XXXXXX~~ ***FISMA & OMB Memorandum M-07-16*** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Michael Poole
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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INTERNATIONAL FLAVORS & FRAGRANCES INC.

CAPITAL ALLOCATION POLICY

1. **Objectives**

- 1.1. International Flavors & Fragrances Inc. (the “Company”) is committed to improving its operational performance and capital investments in line with its corporate strategy while returning capital to its shareholders.
- 1.2. The purpose of this policy is to set forth in writing the Company’s practices and policies concerning the allocation of its capital resources, including allocations for working capital, investments, capital expenditures, compliance with the Company’s financial policies, debt agreements and return of capital to shareholders.
- 1.3. The Board shall continue to consider the Company’s capital allocation policy on a periodic basis, including with reference to both dividend payments and share repurchases.

2. **Effectiveness.** This policy was adopted on March 9, 2016.

3. **Updates.** The Board of Directors will periodically review and update this policy:

- According to changes in the Company’s business environment, reinvestment needs and opportunities, and capital structure; and
- As-needed, at the occurrence of a material change in any of the factors mentioned above.

4. **Policy Content**

4.1. **Principles.** The Company’s capital allocation strategy aims at creating long term sustained shareholder value through:

- Ensuring operating flexibility throughout the business cycle;
- Reinvesting in the Company’s business via capital expenditures;
- Investing in diversification and growth through the acquisition of companies and entering into partnerships and collaborations that fit strategically and meet internal profitability and return thresholds;
- Maintaining the Company’s investment grade rating; and
- Returning a percentage of the Company’s adjusted net income to shareholders through a combination of dividends and share repurchases.

4.2. **Establishing a Shareholder Return Threshold Objective.** In determining the percentage of the Company’s adjusted net income that the Board anticipates returning to shareholders, the Board will take into consideration liquidity that the Board deems necessary to allocate to each of the following:

- Investments in research and development and related opportunities to maintain its technological leadership;
- Capital expenditures requirements, including investments required to adapt the Company’s global flavors and fragrance facilities to the needs of its customers;

- Debt repayment obligation, as well as any voluntary prepayments to reduce the outstanding debt amount, including for the purpose of maintaining the Company's investment grade rating; and
- Strategic opportunities to increase sales through acquisitions and other collaborations.

4.3. Evaluation of Alternatives for Return of Capital. In addition to the Company's capital allocation principles, the Company will consider a variety of factors when determining the best method to use to return capital (either stock repurchases or dividends) to its shareholders. These factors include the following:

- Financial flexibility, including impact of both methods of returning capital (either stock repurchases or dividends) on the Company's balance sheet and the Company's current and future ability to reinvest in its business and pursue strategic opportunities;
- Potential dilutive impact;
- Tax consequences to the Company and the shareholders;
- Impact on liquidity on both the NYSE and Euronext Paris; and
- Market perception regarding the advantages and disadvantages of each method of returning capital (dividends and stock repurchases), generally and specifically with respect to the particular return of capital being contemplated.

After evaluating all of these factors, and other factors that the Company may deem appropriate, the Board will determine the method, either stock repurchases or dividends, with respect to the specific return of capital being contemplated. If all these factors are deemed to have the same economic impact on the Company and the shareholders, then the Board will utilize its judgment in determining the method for returning capital, giving due consideration to the wishes of the Company's then current shareholder base with respect to which method of returning of capital (share repurchases or dividends) such shareholders would prefer with respect to the particulate return of capital being contemplated.

Exhibit C

Jon

Thank you..... I will talk to CEO and CFO.

In the meantime, will you please send me a copy (or copies) of whatever you have that confirms delivery of your package on 10/26/2015. I would like to solve the mystery of whatever happened to your original package including confirmation that it was delivered to the right address.

Could the USPS have "screwed up"? I guess anything is possible. We have a relatively small HQ staff and a close/very small Legal Department so it is very unusual that nobody recalls seeing anything.....and the practice here at HQ is something along the lines of...When in doubt, give it to Legal.

Thanks

Ed Wetmore

From: Jonathan Kalodimos ***FISMA & OMB Memorandum M-07-16***
Sent: Tuesday, April 12, 2016 4:12 PM
To: Ed Wetmore; Stephen Dorrrough
Subject: Shareholder Proposal

Ed and Steve-

Thank you for taking the time to have a conversation with me. I have attached the following documents:

1. The shareholder proposal that was sent on 10/23/2015 and USPS confirmed was delivered on 10/26/2015;
2. My certification of ownership that was part of the original packet; and
3. The capital allocation policy that was negotiated with International Flavors and Fragrances.

Once again, thanks for taking the time to have a conversation.

-Jon

Exhibit D

From: Jonathan Kalodimos ***FISMA & OMB Memorandum M-07-16***

Sent: Tuesday, April 12, 2016 5:14 PM

To: Ed Wetmore

Cc: Stephen Dorrough

Subject: Re: Shareholder Proposal

Ed-

I sent the proposal to the following address:

Amphenol Corporation

Corporate Secretary

358 Hall Avenue

Wallingford, CT 06492

I got the address from last year's proxy statement which said:

"Any stockholder desiring to include a proposal in the Company's 2016 Proxy Statement, in accordance with Rule 14a-8 of the Exchange Act, must submit such proposal to the Company. Proposals must be sent so that they are received by the Secretary of the Company at Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492 no later than the close of business on December 22, 2015 and must satisfy the applicable rules of the SEC."

The tracking number of the USPS envelope was ***FISMA & OMB Memorandum M-07-16*** and the USPS website confirmed that it was delivered on 10/26/2015. It was shipped in a standard 8 1/2 x 11 priority mail envelope. I have

included a photo of the receipt from the mailing, though the receipt doesn't have the address, just the 9 digit zip code that matches the company's address according to USPS.

<https://tools.usps.com/go/ZipLookupResultsAction!input.action?resultMode=1&companyName=&address1=358+Hall+Avenue&address2=&city=Wallingford&state=CT&urbanCode=&postalCode=&zip=06492>

I mailed a number of proposals on the same day and the other ones were received by the companies. After USPS confirmed it was delivered I had no reason to suspect that it was not received.

-Jon

On Tue, Apr 12, 2016 at 1:43 PM Ed Wetmore <***redacted***@amphenol.com> wrote:

Jon

Thank you..... I will talk to CEO and CFO.

In the meantime, will you please send me a copy (or copies) of whatever you have that confirms delivery of your package on 10/26/2015. I would like to solve the mystery of whatever happened to your original package including confirmation that it was delivered to the right address.

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Once again, thanks for taking the time to have a conversation.

-Jon

CORVALLIS MPO
CORVALLIS, Oregon
973334631
4067870530-0097

10/23/2015 (541)752-4358 08:32:30 AM

Sales Receipt

Product Description	Sale Unit Qty Price	Final Price
------------------------	------------------------	----------------

@@ ~ WALLINGFORD CT		\$5.75
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06492-3574 Zone-8

Priority Mail 2-Day

Flat Rate Env

2.10 oz.

Expected Delivery: Mon 10/26/15

Includes up to \$50 insurance

USPS Tracking #:

Exhibit E

Page 39 redacted for the following reason:

FISMA & OMB Memorandum M-07-16