



DIVISION OF
CORPORATION FINANCE

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

November 7, 2016

Martin P. Dunn
Morrison & Foerster LLP
mdunn@mof.com

Re: Walgreens Boots Alliance, Inc.
Incoming letter dated September 9, 2016

Dear Mr. Dunn:

This is in response to your letter dated September 9, 2016 concerning the shareholder proposal submitted to Walgreens Boots Alliance by the Sisters of St. Francis of Philadelphia et al. We also have received a letter on the proponents' behalf dated October 28, 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: Paul M. Neuhauser
pmneuhauser@aol.com

November 7, 2016

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Walgreens Boots Alliance, Inc.
Incoming letter dated September 9, 2016

The proposal requests that the board issue a report assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in the company's stores.

There appears to be some basis for your view that Walgreens Boots Alliance may exclude the proposal under rule 14a-8(i)(7), as relating to Walgreens Boots Alliance's ordinary business operations. Accordingly, we will not recommend enforcement action to the Commission if Walgreens Boots Alliance omits the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

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 matters 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 proposal 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 and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate 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 adversarial procedure.

It is important to note that the staff'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 shareholder 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 company's management omit the proposal from the company's proxy materials.

PAUL M. NEUHAUSER

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October 28, 2016

Securities & Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Att: Matt McNair, Esq.
Special Counsel
Division of Corporation Finance

Via email to shareholderproposals@sec.gov

Re: Shareholder Proposal submitted to Walgreens Boots Alliance, Inc.

Dear Sir/Madam:

I have been asked by the Sisters of St. Francis of Philadelphia, the Sisters of St. Joseph of Peace, the Sisters of the Humility of Mary, the Sisters of Charity of St. Elizabeth and Trinity Health (hereinafter referred to jointly as the “Proponents”), each of which is the beneficial owner of shares of common stock of Walgreens Boots Alliance, Inc. (hereinafter referred to either as “Walgreens” or the “Company”), and who have jointly submitted a shareholder proposal to Walgreens, to respond to the letter dated September 9, 2016, sent to the Securities & Exchange Commission by the Company, in which Walgreens contends that the Proponents’ shareholder proposal may be excluded from the Company’s year 2017 proxy statement by virtue of Rule 14a-8(i)(7).

I have reviewed the Proponents' shareholder proposal, as well as the aforesaid letter sent by the Company, and based upon the foregoing, as well as upon a review of Rule 14a-8, it is my opinion that the Proponents' shareholder proposal must be included in Walgreens' year 2017 proxy statement and that it is not excludable by virtue of the cited rule.

The Proponents' shareholder proposal requests the Company to prepare a report "assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores".

THE COMPANY

The Company is in the retail pharmaceutical business. According to Walgreens' Form 10-K for the fiscal year ended August 31, 2016, it has three business segments, namely Retail Pharmacy USA, Retail Pharmacy International and Pharmaceutical Wholesale. (Page 3.) The Wholesale segment sells primarily to independent pharmacists and doctors (page 6) and therefore is itself fairly retail. In addition to the sale of prescription drugs, healthcare products and non-prescription drugs, Walgreens sells general merchandise, including tobacco products.

RULE 14a-8(i)(7)

There are some matters as to which there is no disagreement. These include that proposals dealing with the sale of a particular product are "ordinary business" matters and that, because of the lethal nature of the product, both to its purchasers and to those in close contact with the purchasers, proposals relating to tobacco may raise significant policy issues for a registrant, thereby precluding an exclusion based on "ordinary business".

The matter at issue is whether a "sufficient nexus exists between the nature of the proposal and the company". Staff Legal Bulletin No. 14E (October 27, 2009). In the instant case that translates into the question of whether there is a sufficient nexus between sales of tobacco products by a pharmaceutical company and the health and societal evils resulting from tobacco use. We submit that such a

nexus exists and is generally recognized in society. We recognize that the Staff decided to the contrary in *Rite Aid Corp.* (March 15,2015), but believe that the matter should be reconsidered since in that case the proponents argued that the proposal was a general one, not a tobacco proposal, and therefore did not address the merits of whether the nexus actually exists.

At the outset, we note that the Staff in the *Rite Aid* letter (as well as routinely in other letters) states that “generally” proposals dealing with sales of particular products are excludable under Rule 14a-8(i)7). We believe that sales of tobacco products by pharmaceutical companies constitute an exception to that general rule.

Walgreens itself has recognizes that sales of controversial products could harm its reputation and therefore any products that it sells could create financial risk for the Company. Thus, on page 16 (opening sentence of next to last risk factor discussed on that page) of Walgreens’ most recent 10-K, the Company states, in discussing “Risk Factors”:

If negative publicity, even if unwarranted, related to safety or quality . . . or other issues damage our brand image and corporate reputation . . . our businesses may suffer.

The Company also states (page 26) :

We could be adversely affected by changes in consumer spending levels and shopping habits and preferences, *including attitudes towards our retail and product brands.* (Emphasis supplied.)

Thus, Walgreens acknowledges that controversial sales practices could adversely affect its business. We believe that the sale of tobacco products is such a sales practice and that there is a sufficient nexus between such sales by Walgreens and the death of its customers, and (via secondhand smoke) of their family members, as to create a significant policy issue for the Company.

In support of the requisite nexus we draw the Staff’s attention to a number of factors.

1. Government Regulation of Tobacco Sales

In 2009 the Congress enacted the Family Smoking Prevention and Tobacco Control Act (the “Act”) by votes of 79-17 in the Senate (where it had 57 co-sponsors) and 307-97 in the House (where it had 178 co-sponsors). Among the Findings set forth in Section 2 of the Act are:

2) A consensus exists within the scientific and medical communities that tobacco products are inherently dangerous and cause cancer, heart disease, and other serious adverse health effects.

(3) Nicotine is an addictive drug. . . .

(6) Because past efforts to restrict advertising and marketing of tobacco products have failed adequately to curb tobacco use by adolescents, comprehensive restrictions on the sale, promotion, and distribution of such products are needed. . . .

(13) Tobacco use is the foremost preventable cause of premature death in America. It causes over 400,000 deaths in the United States each year, and approximately 8,600,000 Americans have chronic illnesses related to smoking.

The Act amends the Federal Food, Drug and Cosmetics Act by inserting a new Section 906(d) applicable not to those who actually manufacture tobacco products, but rather to the retail sale and distribution of tobacco products:

Restrictions (1) In general

The Secretary may by regulation require restrictions on the sale and distribution of a tobacco product, including restrictions on the access to, and the advertising and promotion of, the tobacco product, if the Secretary determines that such regulation would be appropriate for the protection of the public health. . . .

(3) Limitations

(A) In general

No restrictions under paragraph (1) may—

prohibit the sale of any tobacco product in face-to-face transactions by a specific category of retail outlets. . . .

The Act does not preempt states from adopting their own restrictions on the sale, distribution and advertising of tobacco products. Section 916 provides:

Preservation of state and local authority

(a) In General

(1) Preservation

Except as provided in paragraph (2)(A), nothing in this chapter, or rules promulgated under this chapter, shall be construed to limit the authority of a Federal agency (including the Armed

Forces), a State or political subdivision of a State, or the government of an Indian tribe to enact, adopt, promulgate, and enforce any law, rule, regulation, or other measure with respect to tobacco products that is in addition to, or more stringent than, requirements established under this chapter, including a law, rule, regulation, or other measure relating to or prohibiting the sale, distribution, possession, exposure to, access to, advertising and promotion of, or use of tobacco products by individuals of any age, information reporting to the State, or measures relating to fire safety standards for tobacco products. No provision of this chapter shall limit or otherwise affect any State, tribal, or local taxation of tobacco products.

The Regulations promulgated under the Act are summarized in a document entitled “Guidance for Industry: Tobacco Retailer Training Programs” published by the FDA as follows:

A. Provisions Regarding Sale and Distribution

The regulation imposes, among other things, the following restrictions on sale and distribution of, including youth access to, cigarettes and smokeless tobacco.

Retailers of tobacco products MUST:

1. Not sell cigarettes or smokeless tobacco to persons younger than 18 years of age (21 CFR 1140.14(a)).
2. Verify the age of purchasers of cigarettes or smokeless tobacco who are under the age of 27 by means of photographic identification that contains the bearer’s date of birth (21 CFR 1140.14(b)).
3. Only sell cigarettes or smokeless tobacco in direct, face-to-face transactions, with limited exceptions (21 CFR 1140.14(c), 1140.16(c)).
4. Not sell cigarettes and smokeless tobacco using vending machines or self-service displays unless they are located in a facility where the retailer ensures that persons younger than 18 years of age are not present or permitted to enter at any time (21 CFR 1140.16(c)).
5. Remove or bring into compliance all self-service displays, advertising, labeling and other items located in the retailer’s establishment that do not comply with the requirements under 21 CFR 1140 (21 CFR 1140.14(e)).
6. Not break or otherwise open packages of cigarettes to sell or distribute single cigarettes or sell any package with less than 20 cigarettes (21 CFR 1140.14(d), 21 CFR 1140.16(b)).
7. Not break or otherwise open packages of smokeless tobacco to sell or distribute any quantity of cigarette tobacco or smokeless tobacco that is smaller than the smallest package distributed by the manufacturer for individual use (21 CFR 1140.14(d)).

8. Not distribute free samples of tobacco products, except for samples of smokeless tobacco products in a qualified adult-only facility, as defined by the regulations (21 CFR 1140.16(d)).

In addition states have enacted their own restrictions on the sale of tobacco. See, for example Maine Statutes Title 22, Section 1555-B.1.

Notably, cities such as San Francisco and Boston have prohibited pharmacies from selling cigarettes.

Furthermore, both the Federal and state governments tax tobacco sales at high rates intended to discourage sales. According to the FDA's Campaign for Tobacco-Free Kids (July 14, 2016), the average combined state and Federal taxes on a pack of cigarettes is \$2.66, although in Chicago it is \$6.16 and in New York City it is \$5.85. Without taxes a pack would sell for an average of about \$3.35 rather than \$6.01. It is obvious that sales taxes of up to 188% of the price of the product are intended to directly and adversely impact the retail sales of cigarettes. This governmental policy to damp down cigarette sales at the retail level is in contrast to other special retail taxes, such as on gasoline, where the object is to provide funds for roads, not to decrease sales (See e.g. Federal gas tax and, in the news recently, a 23 cents increase in New Jersey to fund transportation infrastructure.)

In summary, the various levels of government have clearly spoken via various policies in favor of restricting the retail sale of tobacco.

2. Non-Governmental Restrictions on Retail Sales

One of Walgreens' competitors, CVS Caremark announced last year that it would no longer sell cigarettes. According to a CNN report:

"Ending the sale of cigarettes and tobacco products at CVS/pharmacy is the right thing for us to do for our customers and our company to help people on their path to better health," Larry J. Merlo, president and CEO of CVS Caremark, said in a statement. "Put simply, the sale of tobacco products is inconsistent with our purpose."

CVS Caremark is the largest pharmacy in the United States based on total prescription revenue, according to the company. It operates more than 7,600 CVS/pharmacy stores nationwide in addition to more than 800 MinuteClinics, which are medical clinics within the pharmacy locations.

The article states that CVS will lose about two billion in sales per year as a result of that move.

Other stores that have also adopted a policy of not selling cigarettes include Target and Wegmans, each of which have pharmacies.

The undersigned conducted a brief survey of stores located near his summer home in Spruce Head, Maine, in order to see how such stores handled the sale of cigarettes. It was readily apparent that all the stores visited treated the sale of cigarettes very differently from the sale of other goods, even goods that are illegal to sell to minors. One category of stores investigated was General Stores located neighboring small villages (Spruce Head being so small it has no stores). The General Store in Tenants Harbor had wine and beer available on open shelves, but cigarettes were only available behind the counter. The General Store in South Thomaston followed a similar pattern with wine, beer and liquor available on open shelves, but cigarettes restricted to behind the counter. The same pattern prevailed at Rite Aid in Rockland, where wine, beer and liquor were on open shelves out of view from the counter, but cigarettes were available only behind the counter. The identical pattern appeared at Rockland convenience stores located at gas stations, both at a Shell station and at Maritime, a local company with a half dozen outlets, where, in each case, wine and beer were on open shelves and cigarettes only behind the counter. Stores with multiple check lanes had an even stricter policy. At the Rockland Walmart, there was wine and beer available on open shelves far from the surveillance by store employees, but cigarettes available only at one out of eleven checkout lanes (and nowhere near the self-checkout lanes). Finally, the two supermarkets (Hannaford and Shaw's) in Rockland followed the most restrictive regime. Although each had wine, beer and liquor on open shelves far from the view of the checkout employees, there were no cigarettes at any of the multiple checkout lanes. Instead they were kept in a locked cabinet accessible by certain employees only.

In summary, because of the extremely sensitive nature of selling cigarettes at the retail level, stores have either banned their sale completely or adopted severe restrictions on the ready availability of cigarettes.

Thus, companies such as CVS, Target and Wegmans have concluded that selling cigarettes does, indeed, present a significant policy issue for a retail pharmacy. In this connection, we note that CVS has conducted a study on the effect of its ban on cigarette sales. An article in USA Today (www.usatoday.com/story/news/2015/09/02/cvs-stopping-tobacco) states:

The decision to stop tobacco sales at all of its drugstores a year ago caused people to buy 95 million fewer packs of cigarettes in 13 states, CVS Health says in a new study out Thursday. The new study compared total sales of tobacco products at all types of stores in the 13 states where CVS has more than 15% of the market share with sales in states that don't have any CVS stores.

The study, conducted by CVS' Health Research Institute, evaluated cigarette purchases at drug, food, mass merchandise, dollar, convenience and gas station stores in the eight months after CVS stopped selling tobacco products. Over the same period, the average smoker in these states purchased five fewer cigarette packs. The 95 million fewer packs sold, CVS said, was a 1% decrease in the number of packs sold. . . .

The CVS study also showed a 4% increase in nicotine patch purchases in the 13 states in the period immediately following the end of tobacco sales, which the company says shows there also was "a positive effect on attempts to quit smoking". . . .

{according to Troyen Brennan, CVS Health's chief medical officer} "We know that cigarette purchases are often spontaneous. And so we reasoned that removing a convenient location to buy cigarettes could decrease overall tobacco use.

The new data, Brennan says, shows CVS' decision "did indeed have a real public health impact".

3. Medical Opinion on Sales of Cigarettes by Pharmacies

As noted in the seventh Whereas Clause of the proposal, the sale of cigarettes by pharmacies has been condemned by medical opinion, including by the American Pharmacists Association, the American Lung Association, the American Academy of Pediatrics and the American Medical Association.

The Pharmacists Association called, in effect, for various boycotts of pharmacies that sell cigarettes, including denial of their state license to operate. A boycott by pharmacists, as called for by their Association, would undoubtedly adversely affect the revenues of Walgreens' Pharmaceutical Wholesale Division, which is highly dependent on sales to local pharmacies.

4. Media

The sale of cigarettes by pharmacies has attracted considerable attention, as illustrated by the articles cited in the final Whereas Clause.

For example, in *Forbes*, after noting that Walgreens did not intend to follow CVS in banning the sale of cigarettes, the article stated:

It's a stance that over time could strike a dissonant chord with shoppers amid a consumer culture that is rapidly changing, where [health](#) and wellness increasingly takes center stage. [Retail](#) chains are playing a burgeoning role as healthcare providers with the rollout of out in-store clinics; the wellness movement is moving from the margins to the mainstream; and some states are banning the sale of tobacco in retail pharmacies. . . .

A Tone-Deaf Stance?

Although Walgreens says it won't drop tobacco, they might be forced to, said Dirk Defenbaugh, managing director of Interbrand Design Forum for Interbrand, the branding consultancy.

5. Other

Again, as noted in the sixth Whereas Clause of the proposal, even law enforcement personnel have condemned the sale of cigarettes by pharmacies.

6. Summary

Walgreens facilitates the perpetration of the evil created by the tobacco manufacturers. It is the essential middleman between those manufacturers and the deaths that they cause. It facilitates and profits from the evil. Indeed, it is the co-cause of the deaths.

Concern about where and how cigarettes are sold is widespread, especially when the retailer is a pharmacy. This can be seen not only in government restrictions, but also in the alarm being evinced in the media and medical circles, especially within the pharmacy profession.

The incongruity of Walgreens selling cigarettes raises substantial financial and other risks for the Company. The public may well come to view Walgreens as an unworthy hypocrite.

CONCLUSION

It should seem self-evident that the sale by a retail pharmaceutical company of a product that, *when used as intended*, is highly likely to kill not only the retail pharmacy's own customer, but also, via second hand smoke, to kill those closely

associated with the customer, must surely raise a significant policy issue for that retailer.

The Staff has opined in other contexts that registrants other than the "manufacturer" of the controversial product, but who facilitate the "evil" at issue may nevertheless have a sufficient nexus so as to prevent the application of (i)(7). For example, as far back as the time of South African Apartheid the Staff refused to exclude shareholder proposals to American banks asking them not to lend to the South African operations of their customers. The banks themselves had no contact whatsoever with South Africa or Apartheid, but their clients did.

Similarly, in the case of "supply chain" proposals it is seldom that the registrant itself is the operator of the sweat shop. Rather it is the registrant's supplier. Although the registrant may not be the manufacturer of the product, nevertheless the Staff has consistently held that there is sufficient nexus. We fail to understand why there is a nexus when the question is the treatment of sweatshop employees but not when it is a question of providing customers with a product that, when used as intended, will kill them.

We are further puzzled as why there is a nexus to animal cruelty for a retailer who sells animal products, raised by others, (see, e.g. *Denny's Corp.* (March 17, 2009) (cage free eggs); *Wendy's International, Inc.* (February 19, 2008) (cage free eggs); *Chipotle Mexican Grill, Inc.* (February 20, 2008) ("welfare of birds"); *Wal-Mart Stores, Inc.* (March 31, 2010) (less cruel method of slaughtering chickens) but not for a retailer who sells a product which, when used as intended, will likely kill the customer. Surely human life, and especially the life of the customer, is a more significant policy issue for the retailer than possible harm to a chicken.

Since retail pharmacies should be in the business of protecting the health of their customers, not killing them, the Proponents' shareholder proposal raises a significant policy issue for Walgreens.

In conclusion, we request that the Staff inform the Company that the SEC Proxy Rules require denial of the Company's no-action letter request. We would appreciate your telephoning the undersigned at (beginning November 4) 941-349-6164 with respect to any questions in connection with this matter or if the Staff

wishes any further information. Faxes can be received at the same number and mail and email addresses appear on the letterhead.

Very truly yours,

Paul M. Neuhauser

cc: Martin Dunn
All proponents
Josh Zinner

Writer's Direct Contact
+1 (202) 778.1611
MDunn@mofocom

1934 Act/Rule 14a-8

September 9, 2016

VIA E-MAIL (shareholderproposals@sec.gov)

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

Re: Walgreens Boots Alliance, Inc.
Stockholder Proposal of Sisters of St. Francis of Philadelphia, Sisters of St. Joseph of Peace, Sisters of the Humility of Mary, Sisters of Charity of St. Elizabeth, and Trinity Health

Dear Ladies and Gentlemen:

We submit this letter on behalf of our client Walgreens Boots Alliance, Inc., a Delaware corporation (the "**Company**"), which requests confirmation that the staff (the "**Staff**") of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the "**Commission**") will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934 (the "**Exchange Act**"), the Company omits the enclosed stockholder proposal (the "**Proposal**") and supporting statement (the "**Supporting Statement**") submitted by Sisters of St. Francis of Philadelphia, Sisters of St. Joseph of Peace, Sisters of the Humility of Mary, Sisters of Charity of St. Elizabeth, and Trinity Health (the "**Proponents**") from the Company's proxy materials for its 2017 Annual Meeting of Stockholders (the "**2017 Proxy Materials**").

Pursuant to Rule 14a-8(j) under the Exchange Act, we have:

- filed this letter with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2017 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

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Copies of the Proposal and Supporting Statement, the Proponents' cover letters submitting the Proposal, and other correspondence relating to the Proposal are attached hereto as Exhibit A.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to Martin Dunn, on behalf of the Company, via email at mdunn@mof.com or via facsimile at (202) 887-0763, and to the Proponents' lead representative, Sisters of St. Francis of Philadelphia, via email at tmccaney@osfphila.org.

I. SUMMARY OF THE PROPOSAL

On August 2, 2016, the Company received letters from the Proponents containing the Proposal for inclusion in the Company's 2017 Proxy Materials. The Proposal reads as follows:

“RESOLVED: Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.”

II. EXCLUSION OF THE PROPOSAL

A. Basis for Excluding the Proposal

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2017 Proxy Materials in reliance on Rule 14a-8(i)(7), as the Proposal deals with matters relating to the Company's ordinary business operations.

B. The Proposal May Be Omitted in Reliance on Rule 14a-8(i)(7), As It Relates To The Company's Ordinary Business Operations

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's "ordinary business operations." According to the Commission, the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." *Exchange Act Release No. 40018, Amendments to Rules on Shareholder Proposals*, [1998 Transfer Binder] Fed. Sec. L. Rep. (CCH) 86,018, at 80,539 (May 21, 1998) (the "**1998 Release**"). In the 1998 Release, the Commission described the two "central considerations" for the ordinary business exclusion. The first is that certain tasks are "so fundamental to

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management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." The second consideration relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* at 86,017-18 (footnote omitted).

The Staff has further stated that a proposal requesting the publication of a report may be excluded under Rule 14a-8(i)(7) if the subject matter of the report involves a matter of ordinary business. *See Exchange Act Release No. 20091* [48 FR 38218] (Aug. 16, 1983). In addition, the Staff has stated that "[where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business ... it may be excluded under [R]ule 14a-8(i)(7)." *Johnson Controls, Inc.* (Oct. 26, 1999).

1. The Proposal's Underlying Subject Matter Concerns the Sale of Particular Products and Services

The Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Staff has repeatedly recognized that a proposal relating to the sale of a particular product is excludable under Rule 14a-8(i)(7) as a component of "ordinary business." At its core, the Proposal attempts to impose on the Company an obligation to re-examine its decision to sell a particular product. The subject matter of the requested report therefore involves "ordinary business" and is not appropriate for stockholder action at an annual meeting.

The Company is a global leader in pharmacy-led health and wellbeing retail, offering customers goods and services, including prescription drugs and pharmacy-related services, as well as healthcare and retail products including non-prescription drugs, beauty, toiletries and general merchandise. The selection of thousands of different products sold in the Company's 13,100 retail stores in 11 countries is an integral part of the Company's business. Allowing stockholders to dictate the factors that management should consider in making merchandising decisions would inappropriately delegate management's role to stockholders. Decisions regarding product selection inherently involve complex operational and business issues requiring knowledge of such things as the Company's array of product offerings, the availability and prices charged by the Company's suppliers, the shelf space available in the Company's stores, the preferences of the Company's customers, including in specific local markets, and the product offerings of the Company's competitors. Assessing these and the many other factors that influence the Company's merchandising decisions requires the judgment of the Company's management, which, unlike individual stockholders, is well-positioned, and has the necessary skills, knowledge and resources, to make informed decisions on such day-to-day business and operational matters. Particularly for a retailer such as the Company, decisions as to which

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products the Company sells are fundamental to management's ability to run the Company on a daily basis and are matters that are properly in the purview of management.

The Staff has a long history of concurring with the exclusion of proposals that concern the sale of tobacco products by retailers. The Staff has reached this position consistently, regardless of whether the proposal calls for the adoption of a specific policy or practice regarding the sale of tobacco products or, instead, calls for a report with regard to the sale of tobacco products. *See, e.g., Rite Aid Corp.* (Mar. 24, 2015) (concurring in the exclusion of a proposal requesting additional oversight on the sale of certain products, in particular tobacco products, because the proposal concerned the "products and services offered for sale by the company"); *CVS Caremark Corp.* (Feb. 25, 2010) (concurring in the exclusion of a proposal requesting a report to shareholders on how the company is responding to rising public pressures to discourage sales of tobacco products, because the proposal concerned the "sale of tobacco products" and "CVS is not involved in manufacturing tobacco products"); *Rite Aid Corp.* (Mar. 26, 2009) (concurring in the exclusion of a proposal requesting a report to shareholders on how the company is responding to rising regulatory, competitive and public pressures to halt sales of tobacco products, because the proposal concerned the "sale of a particular product"); and *CVS Caremark Corp.* (Mar. 3, 2009) (same).

The Staff's position with regard to proposals relating to the sale of particular products or services is consistent where the product that is the subject of the proposal is not tobacco. *See, e.g., Cabela's Inc.* (Apr. 7, 2016) (concurring in the exclusion of a proposal requesting the implementation of a policy to continue to sell handguns and rifles discharging up to eight shells without reloading, weapons connected to the sports of hunting and marksmanship, and not to sell (other than to police departments and other military and law enforcement agencies of government) firearms capable of discharging more than 8 shells without reloading, noting that "the proposal relates to the products and services offered for sale by the company"); *Wal-Mart Stores, Inc.* (Mar. 20, 2014) (concurring in the exclusion of a proposal requesting additional oversight concerning the sale of certain products, including whether the company should sell "guns equipped with magazines holding more than ten rounds of ammunition ('high capacity magazines')" because the proposal concerned the "products and services offered for sale by the company"); *Wells Fargo & Co.* (Jan. 28, 2013, *recon. denied* Mar. 4, 2013) (concurring in the exclusion of a proposal requesting that the company prepare a report discussing the adequacy of the company's policies in addressing the social and financial impacts of the its direct deposit advance lending service, noting in particular that "the proposal relate[d] to the products and services offered for sale by the company"); *General Mills, Inc.* (July 2, 2010) (concurring in the exclusion of a proposal requesting limits on the use of salt and other sodium compounds in the company's food products, noting in particular that the proposal "relate[d] to the selection of ingredients in [the company's] products" and that "[p]roposals concerning the selection of ingredients in a company's products are generally excludable under rule 14a-8(i)(7)"); *Home*

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Depot, Inc. (Jan. 24, 2008) (concurring in the exclusion of a proposal requesting the company to “end the sale of glue traps” as relating to the sale of a particular product).

From the title of the resolution to the supporting statement, the Proposal clearly and repeatedly focuses on controlling the Company’s selection and sale of particular products, namely tobacco products. The Proposal title emphasizes the risk of “continued sales of tobacco products” in the Company’s stores. The Supporting Statement frequently urges the Company to discontinue sales of tobacco products:

- “JAMA reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.”
- “The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies.”
- “In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.”
- “Leading U.S. medical authorities . . . have all highlighted the inherent conflict of tobacco sales in retail pharmacies.”
- “Leading national retail chains with pharmacies . . . have stopped selling tobacco products”
- “Walgreens’ continued sale of tobacco continues to be questioned in press reports”

Precedent instructs us that when a proposal seeks to interfere with management’s day-to-day decisions regarding the particular products or services to be offered to customers, as the Proposal does, the Staff consistently concurs in the exclusion of the proposal.

As in all the cited precedent, the Proposal’s underlying subject matter deals specifically with the Company’s determinations regarding the sale of particular products and services (*i.e.*, tobacco products). The Company’s business depends on its ability to provide a variety of products that meet customer tastes and preferences, and tobacco is one of the many products the Company offers to meet these customer demands. As discussed above, the Staff has consistently held that proposals relating to the sale of a particular product may be omitted as relating to matters of ordinary business.

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As discussed above, consistent with its precedent concurring with the exclusion of proposals relating to a company's sale of a particular product, the Staff has routinely allowed the exclusion of proposals that request the preparation of a report regarding the sale of a particular product, including tobacco products. In this precedent, the Staff has concurred with the exclusion of proposals that were similar to the Proposal. For example, in *CVS Caremark Corp.* (Feb. 25, 2010), the Staff permitted exclusion of a proposal that would have required the board of directors to prepare a report detailing how the company is responding to pressures to discourage sales of tobacco products. Similarly, in *Rite Aid Corp.* (Mar. 26, 2009), the Staff permitted exclusion of a proposal that would have required the board of directors to prepare a report detailing how the company is responding to pressures to cease sales of tobacco products. The Staff has also permitted the exclusion of proposals that do not seek to impose an outright ban on the sale of tobacco products, but instead request that management terminate sales of tobacco unless the company can demonstrate that it is able to implement FDA regulations restricting youth access to tobacco. See *J.C. Penney Co., Inc.* (Mar. 2, 1998); *CVS Corp.* (Mar. 2, 1998); *Rite Aid Corp.* (Mar. 5, 1997); and *Wal-Mart Stores, Inc.* (Mar. 3, 1997).

As the Proposal addresses the Company's sale of a particular product, it relates to the Company's ordinary business operations. The Company is, therefore, of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

2. The Proposal Deals with Legal Compliance

The Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the action requested includes a discussion of the Company's compliance with law. The Proposal requests that the Company issue a report on the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in the Company's stores. The Supporting Statement also refers to the Company's compliance with legal requirements, noting that a group of 28 U.S. attorneys general wrote a letter to the Company, among other major retailers, to stop selling tobacco products. In addition, the Supporting Statement indicates that "U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies." The Company's tobacco sales are heavily regulated and necessitate substantial efforts to ensure legal compliance. The report sought by the Proposal would, therefore, necessarily address the Company's compliance with laws which, in the Company's view, renders the Proposal excludable, as compliance with applicable laws is essential to a public company's day-to-day management and cannot, as a practical matter, be subject to direct stockholder oversight.

The Staff has regularly concurred that compliance with law is a matter of ordinary business and has permitted companies to omit proposals relating to the fundamental business function of establishing and maintaining legal compliance programs. In *Navient Corp.* (Mar. 26,

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2015), a proposal recommended a report on the company's internal controls over its student loan servicing operations, including a discussion of the actions taken to ensure compliance with applicable federal and state laws. The Staff concurred with the omission of the proposal, stating that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)." In *JPMorgan Chase & Co.* (Mar. 13, 2014), a proposal requested a policy review evaluating opportunities for clarifying and enhancing implementation of board members' and officers' fiduciary, moral and legal obligations to shareholders and other stakeholders. In its request, the company noted that fiduciary obligations, legal obligations, and "standards for directors' and officers' conduct and company oversight"—sought by the proposal—are governed by state law, federal law, and New York Stock Exchange Listing Standards. The Staff concurred with the omission of the proposal, stating that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)." In *AES Corp.* (Jan. 9, 2007), a proposal requested that the company create a board committee to oversee the company's compliance with federal, state and local laws. As the company was in the highly regulated energy industry, the company expressed the view that compliance with law is fundamental to its business and, therefore, it was impractical to subject legal compliance to shareholder oversight. The Staff concurred with the company's omission of the proposal, stating that the proposal related to "ordinary business operations (*i.e.*, general conduct of a legal compliance program)." In *Halliburton Co.* (Mar. 10, 2006), a proposal sought a report from the company evaluating the potential impact of certain violations and investigations on the company's reputation and stock price, as well as the company's plan to prevent further violations. The Staff concurred with the omission of the proposal as it related to the company's ordinary business of conducting a legal compliance program. *See also Raytheon Co.* (Mar. 25, 2013) (in which the Staff stated that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)"); and *Sprint Nextel Corp.* (Mar. 16, 2010) (concurring with the omission of a proposal requesting an explanation as to why the company had not adopted an ethics code that would promote ethical conduct and compliance with securities laws on the basis that the proposal concerned "adherence to ethical business practices and the conduct of legal compliance programs").

As a global retailer, the Company offers thousands of products, including prescription drugs, non-prescription drugs, beauty products and general merchandise—including tobacco products. Accordingly, the Company is subject to extensive and comprehensive regulation under federal and state laws in the United States and the laws of the various jurisdictions outside the United States in which the Company does business. These laws and regulations significantly affect the way that the Company does business, and can restrict the scope of its existing businesses and limit its ability to expand its product offerings, as well as impact the costs of its products and services. Laws and regulations affecting the Company's business globally change frequently, and management must regularly adjust the Company's business activities in accordance with such changes.

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The Company has a separate Legal Department that is integrally related in their work on matters related to legal risk. Compliance teams work closely with senior management to provide independent review and oversight of the Company's operations, with a focus on compliance with applicable global, regional and local laws and regulations. The Legal Department serves a variety of functions, many of which are control related. The Company's lawyers provide legal advice to assist in efforts to ensure compliance with all applicable laws and regulations and the Company's corporate standards for doing business. At the Board of Directors level, the Audit Committee provides oversight of management's responsibilities to assure there is in place an effective system of controls reasonably designed to maintain compliance with laws and regulations. The Company expends substantial resources on legal and regulatory compliance, which is necessary given the breadth and dynamic nature of the global legal and regulatory environment within which the Company conducts its business. Accordingly, compliance with law and regulation is a fundamental management function at the Company that is similar to, or even more expansive than, the circumstances that existed in *The AES Corp.* and other precedent discussed above, and is not an activity that can be practically overseen by stockholders as the Proposal requests.

Accordingly, as the Proposal addresses the Company's ongoing compliance with law, it relates to the Company's ordinary business operations. The Company is, therefore, of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

3. The Proposal Does Not Focus on a Significant Policy Issue

The Commission has stated that "proposals relating to such [ordinary business] matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable" because the proposals would transcend the day-to-day business matter and raise policy matters so significant that it would be appropriate for a shareholder vote. *See* the 1998 Release; *see also* Staff Legal Bulletin 14H (Oct. 22, 2015) (emphasizing that the Staff "intends to continue to apply Rule 14a-8(i)(7) as articulated by the Commission and consistent with the Division's prior application of the exclusion"). However, whether a proposal relates to a significant policy issue depends not only on the underlying subject matter but also on how that subject matter relates to the company. For example, the Staff draws a distinction between manufacturers and retailers of products, taking the position that proposals regarding the selection of products for sale by a retailer relate to a company's ordinary business operations and thus are excludable pursuant to Rule 14a-8(i)(7).

This distinction comports with Staff Legal Bulletin No. 14E (Oct. 27, 2009), where the Staff indicated that a shareholder proposal focusing on a significant policy issue "generally will not be excludable under Rule 14a-8(i)(7) as long as a sufficient nexus exists between the nature

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of the proposal and the company.” Consistent with this position, the Staff on numerous occasions has concurred that a proposal relating to a *manufacturer’s* sale of a controversial product may not be excluded because of the nexus between the manufacturer’s operations and the proposal. However, the Staff has indicated in precedent that such a nexus does not exist between a retailer’s operations and a proposal relating to the *retailer’s* sale of a controversial product. *Compare R.J Reynolds Tobacco Holdings, Inc.* (Mar. 7, 2002) (not permitting exclusion of a proposal requesting the company to provide additional information in the packaging of its tobacco products) and *Philip Morris Cos. Inc.* (Feb. 22, 1990) (not permitting exclusion of a proposal requesting a “Review Committee” to analyze the impact of the company’s tobacco advertising on minors because of the “growing significance of the social and public policy issues attendant to operations involving the manufacture and distribution of tobacco related products”) with *Rite Aid Corp.* (Mar. 24, 2015) (concurring in the exclusion of a proposal requesting additional oversight concerning the sale of certain products, in particular tobacco products, because it concerned the “products and services offered for sale by the company”).

Here, in seeking a report designed to discontinue sales of tobacco products, the subject matter of the Proposal directly relates to the Company’s ordinary business operations as a retailer and *not* as a manufacturer of tobacco products generally. This Proposal, then, is comparable to the proposals in the precedent cited above, where those retailers were permitted to exclude proposals regarding the sale of often controversial products. On that basis, the Proposal remains excludable as relating to the Company’s retail sale of tobacco products, even though, as applied to a manufacturer, a proposal relating to the sale of tobacco products may not be.

In addition, the Proposal’s language regarding “financial risk” does not result in the Proposal raising policy matters so significant that it would be appropriate for a stockholder vote. With respect to proposals related to risk, “the fact that a proposal would require an evaluation of risk will not be dispositive of whether the proposal may be excluded under Rule 14a-8(i)(7).” *SLB 14E*. *SLB 14E* instructs that the Staff will “focus on the subject matter to which the risk pertains” and “in those cases in which a proposal’s underlying subject matter involves an ordinary business matter . . . the proposal generally will be excludable under Rule 14a-8(i)(7). In determining whether the subject matter raises significant policy issues and has a sufficient nexus to the company . . . [the Staff] will apply the same standards that [the Staff] appl[ies] to other types of proposals under Rule 14a-8(i)(7).” Accordingly, pursuant to *SLB 14E*, the Staff looks beyond the Proposal’s reference to “financial risk” and evaluates the Proposal based on its subject matter—sales of tobacco products in the Company’s retail locations.

As a retailer, the Company sells tens of thousands of products through its stores. As in all of the cited precedent, the Proposal’s underlying subject matter deals specifically with the Company’s sale of particular products and services (*i.e.*, tobacco products) and the Company’s

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ongoing compliance with law. The Staff has consistently held that proposals relating to the sale of particular products and proposals relating to a legal compliance program may be omitted as relating to matters of ordinary business. To the extent the Proposal touches upon any significant policy issue, the relationship between the significant policy issue and the Company's sale of tobacco products as a retailer or its compliance with laws is not sufficiently significant to establish a nexus between the Company and the Proposal in order to preclude exclusion of the Proposal. The Company is not involved in the manufacture of tobacco products and therefore, consistent with the foregoing precedent, the Company is of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

III. CONCLUSION

For the reasons discussed above, the Company believes that it may properly omit the Proposal and Supporting Statement from its 2017 Proxy Materials in reliance on Rule 14a-8. As such, we respectfully request that the Staff concur with the Company's view and not recommend enforcement action to the Commission if the Company omits the Proposal and Supporting Statement from its 2017 Proxy Materials. If we can be of further assistance in this matter, please do not hesitate to contact me at (202) 778-1611.

Sincerely,



Martin P. Dunn
of Morrison & Foerster LLP

Attachments

cc: Tom McCaney, Associate Director, Corporate Social Responsibility, Sisters of St. Francis of Philadelphia
Collin G. Smyser, Vice President, Corporate Secretary, Walgreens Boots Alliance, Inc.
Mark L. Dosier, Director, Securities Law, Walgreens Boots Alliance, Inc.

Exhibit A



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

August 1, 2016

Collin Smyser
Corporate Secretary
Walgreens Boots Alliance, Inc.
108 Wilmot Road, Mail Stop #1858
Deerfield, IL 60015

Dear Mr. Smyser:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in Walgreens for many years. As responsible shareholders, we seek to achieve social as well as financial returns on our portfolio. By continuing to sell cigarettes and other tobacco products in its stores, Walgreen Boots Alliance has chosen profits over its customers' health. This is in direct conflict with your stated purpose "to help people across the world lead healthier and happier lives."

The Sisters of St. Francis of Philadelphia are therefore submitting the enclosed shareholder proposal regarding the sale of cigarettes in Walgreens Boots Alliance pharmacy stores. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the 2017 annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules. Please note that the contact person for this resolution/proposal will be: Tom McCaney, Associate Director, Corporate Social Responsibility. Contact information: 610-716-2766 or tmccaney@osfphila.org.

As verification that we are beneficial owners of common stock in Walgreens Boots Alliance, I enclose a letter from Northern Trust Company, our portfolio custodian/Record holder, attesting to the fact. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

Respectfully Yours,

Tom McCaney
Associate Director, Corporate Social Responsibility

Enclosures

Walgreens Boots Alliance
Assess Financial Risks of Continued In-Store Tobacco Sales

RESOLVED: Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

SUPPORTING STATEMENT:

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2015 UN Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)ⁱ which commits member governments to combat the ongoing tobacco epidemic;

JAMAⁱⁱ reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Associationⁱⁱⁱ, The American Medical Association House of Delegates^{iv}, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted^v the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study^{vi}, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

SUMMARY:

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

For these reasons we urge you to vote FOR this proposal.

ⁱ <http://bit.ly/1VOZ90u>

ⁱⁱ <http://bit.ly/1bqDC6v>

ⁱⁱⁱ <http://bit.ly/2a9WKxk>

^{iv} <http://bit.ly/2aheFDL>

^v <http://bit.ly/2a4RVDN>

^{vi} <http://bit.ly/2axbyJx>



50 S LaSalle Street
Chicago IL 60603

August 1, 2016

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold 100 shares of Walgreens Boots Alliance Inc. These shares have been held for more than one year and will be held continuously through the time of your next annual meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Thomas McCaney is a representative of the Sisters of St. Francis of Philadelphia and is authorized to act on their behalf.

Sincerely,

Sanjay K. Singhal
Vice President

Page 16 redacted for the following reason:

FISMA & OMB Memorandum M-07-16



Sisters of Saint Joseph of Peace

1663 Killarney Way P.O. Box 248 Bellevue, WA 98009-0248
425-467-5499 FAX 425-462-9760

August 1, 2016

Collin Smyser
Corporate Secretary
Walgreens Boots Alliance, Inc.
108 Wilmot Road, Mail Stop 1858
Deerfield, IL 60015-5145

Dear Mr. Smyser,

The mission of Walgreens Boots Alliance is to “help people around the world lead healthier and happier lives.” Yet despite the overwhelming evidence of the unhealthy and deadly impacts of tobacco products our Company continues to sell cigarettes, the number one leading cause of preventable deaths globally and the cause of one in five deaths annually in the US. As responsible shareholders we are concerned about the potential reputational, legal and financial risks of the continued sales of tobacco products in our stores.

Therefore the Northwest Women Religious Investment Trust is co-filing the enclosed resolution with the Sisters of St. Francis of Philadelphia for inclusion in the Walgreens Boots Alliance 2017 proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC Rules.

As of August 1, 2016 the Northwest Women Religious Investment Trust held, and has held continuously for at least one year, 50 shares of Walgreens Boots Alliance, Inc. common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares through the annual meeting in 2017.

For matters pertaining to this resolution, please contact Thomas McCaney who represents the Sisters of St. Francis of Philadelphia, the primary filer of this resolution. Please copy me on all communications: Deborah Fleming – Dfleming@CSJP-OLP.org

Sincerely,

Deborah R. Fleming
Chair, Northwest Women Religious Investment Trust

Encl.: Verification of ownership
Resolution

Walgreens Boots Alliance
Assess Financial Risks of Continued In-Store Tobacco Sales

RESOLVED: Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

SUPPORTING STATEMENT:

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)ⁱ which commits member governments to combat the ongoing tobacco epidemic;

JAMAⁱⁱ reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Associationⁱⁱⁱ, The American Medical Association House of Delegates^{iv}, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted^v the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study^{vi}, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

SUMMARY:

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

For these reasons we urge you to vote FOR this proposal.

ⁱ <http://bit.ly/1VOZ90u>

ⁱⁱ <http://bit.ly/1bqDC6v>

ⁱⁱⁱ <http://bit.ly/2a9WKxk>

^{iv} <http://bit.ly/2aheFDL>

^v <http://bit.ly/2a4RVDN>

^{vi} <http://bit.ly/2axbyJx>



August 1, 2016

To Whom It May Concern:

This letter is to verify that the Northwest Women Religious Investment Trust owns fifty (50) shares of Walgreens Boots Alliance common stock. Northwest Women Religious Investment Trust owned the required amount of securities on August 1, 2016 and has continuously owned the securities for at least twelve months prior to August 1, 2016. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by U.S. Bank, N.A. who serves as custodian for the Northwest Women Religious Investment Trust. The shares are registered in our nominee name (Cede & Co.) at U.S. Bank, N.A. at DTC.

Sincerely,

A handwritten signature in blue ink that reads "Sheila Dellavedova".

Sheila Dellavedova, Vice President
U.S. Bank Institutional Trust & Custody

Page 21 redacted for the following reason:

FISMA & OMB Memorandum M-07-16

Sisters of the Humility of Mary

August 5, 2016

Collin Smyser
Corporate Secretary
Walgreens Boot Alliance, Inc.
108 Wilmot Road, Mail Stop #1858
Deerfield, IL 60015

Dear Mr. Smyser

Greetings! The Sisters of the Humility of Mary have been shareholders in Walgreens for many years. As responsible shareholders, we seek to achieve social as well as financial returns on our portfolio. One of the Walgreen ads uses the expression "at the corner of happy and healthy". The Walgreen Company Mission Statement includes the line "A destination where health and happiness come together to help people get well, stay well and live well". We believe the sale of cigarettes and other tobacco products in Walgreen stores is in direct conflict of this mission and certainly not reflective of a "provider and advisor of innovative pharmacy and health and wellness solutions".

We, The Sisters of the Humility of Mary, are a co-filer of the enclosed proposal regarding the sale of tobacco products in Walgreens Boots Alliance pharmacy stores. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the 2017 annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules. We truly hope that the company will be willing to dialogue with the filers about this proposal. Please note that the contact person for this resolution/proposal will be: Tom McCaney, Associate Director, Corporate Social Responsibility. Contact information: 610-716-2766 or tmccaney@osfphila.org.

As verification that we are beneficial owners of common stock in Walgreen Boots Alliance Inc., I enclose a letter from Comerica Bank, our portfolio Custodian/Record holder, attesting to the fact. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

Respectfully Yours,



Sr. Carole Anne Griswold, HM
Treasurer

Enclosures

cc: Tom McCaney, Associate Director, Corporate Social Responsibility
Julie Wokaty, ICCR (InterFaith Center of Corporate Responsibility)



INSTITUTIONAL SERVICES GROUP
411 WEST LAFAYETTE BOULEVARD
MC 3462
DETROIT, MI 48226

August 5, 2016

Ms. Cathy Bender
Director of Finance
Sisters of the Humility of Mary
288 Villa Drive
Villa Maria, PA 16155

Dear Ms. Bender:

This letter will confirm that the Sisters of the Humility of Mary hold (280 shares of) Walgreen Boots Alliance stock. These shares have been held for more than one year prior to the submission of the letter of proposal and at least the minimum number of shares will be held continuously through the time of the next annual meeting.

This security is currently held by Comerica Bank as Custodian for Sisters of the Humility of Mary in our nominee name at The Depository Trust Company Corporation, and this letter is a statement of Comerica Bank as record holder of the above referenced common stock.

Please contact me directly at the number provided below with any questions.

Thank you,

A handwritten signature in blue ink that reads 'Geoffrey G. Rossi'.

Geoffrey G. Rossi
Vice President, Institutional Services Group
Comerica Bank
Custodian for Sisters of the Humility of Mary
(313) 222-7091
grossi@comerica.com

Walgreens Boots Alliance
Assess Financial Risks of Continued In-Store Tobacco Sales

RESOLVED: Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

SUPPORTING STATEMENT:

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)ⁱ which commits member governments to combat the ongoing tobacco epidemic;

JAMAⁱⁱ reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Associationⁱⁱⁱ, The American Medical Association House of Delegates^{iv}, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted^v the inherent conflict of tobacco sales in retail pharmacies.

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In a CVS-commissioned study^{vi}, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBW5>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W;>

SUMMARY:

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

For these reasons we urge you to vote FOR this proposal.

ⁱ <http://bit.ly/1VOZ90u>

ⁱⁱ <http://bit.ly/1bqDC6v>

ⁱⁱⁱ <http://bit.ly/2a9WKxk>

^{iv} <http://bit.ly/2aheFDL>

^v <http://bit.ly/2a4RVDN>

^{vi} <http://bit.ly/2axbyJx>

**Carole Anne Griswold, HM
HM Ministry Center
20015 Detroit Road
Rocky River, OH 44116**

**Collin Smyser
Corporate Secretary
Walgreens Boots Alliance, Inc.
108 Wilmot Road, Mail Stop #1858
Deerfield, IL 60015**

Page 27 redacted for the following reason:

FISMA & OMB Memorandum M-07-16



August 3, 2016

Mr. Collin Smyser
Collin Smyser, Corporate Secretary
Walgreens Boots Alliance
108 Wilmot Road
Mail Stop # 1858
Deerfield, IL 60015

Dear Mr. Smyser,

The Sisters of Charity of Saint Elizabeth are concerned about tobacco use worldwide and the resultant illnesses that follow particularly, for youth. We believe Walgreens Boots Alliance, a major pharmacy chain, should cease selling cigarettes in its shops. Therefore, the Sisters of Charity of Saint Elizabeth request that the Board of Directors prepare a report in reputational risk of selling cigarettes as described in the attached proposal.

I have been authorized by the Sisters of Charity of Saint Elizabeth to notify you of our intention to co-file this resolution with Sisters of St. Francis of Philadelphia for consideration by the stockholders at the annual meeting and I hereby submit it for inclusion in the proxy statement, in accordance with rule 14a-8 of the general rules and regulations of the Securities Act of 1934.

The Sisters of Charity of Saint Elizabeth are the beneficial owners of at least 70 shares of stock. Under separate cover you will receive proof of ownership. We will retain shares through the annual meeting.

If you should, for any reason, desire to oppose the adoption of the proposal by the stockholders, please include in the corporation's proxy material the attached statement of the security holder, submitted in support of this proposal, as required by the aforesaid rules and regulations.

Sincerely,

Sister Barbara Aires, SC
Coordinator of Corporate Responsibility

SBA/an



Walgreens Boots Alliance
Assess Financial Risks of Continued In-Store Tobacco Sales

RESOLVED: Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

SUPPORTING STATEMENT:

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)ⁱ which commits member governments to combat the ongoing tobacco epidemic;

JAMAⁱⁱ reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Associationⁱⁱⁱ, The American Medical Association House of Delegates^{iv}, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted^v the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned studyⁱ, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

SUMMARY:

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

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^{vi} <http://bit.ly/2axbyJx>



STATE STREET
For Everything You Invest In

Date: August 06, 2016

Collin Smyser
Walgreens Boots Alliance, INC
108 Wilmot Road, mail stop #1858
Deerfield, IL 60015

RE : Sisters of Charity of Saint Elizabeth, State Street

FISMA & OMB Memorandum M-07-16

Letter of Verification of Ownership

Dear Collin Smyser

This letter alone serve as proof of beneficial ownership of 70 shares of WALGREENS BOOTS ALLIANCE common stock for the sisters of Saint Elizabeth.

Please be advised as of 8/6/2016, the Sister of Charity of Saint Elizabeth :

- has continuously held requisite number of shares of common stock for at least 1 year, and
- Intend to continue holding the requisite number of shares of common stock through the date of the next Annual Meeting of Shareholders

Tadhg O'Donnell
Officer



P.O. BOX 476
CONVENT STATION
NEW JERSEY
07961-0476

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Mr. Collin Smyser
Collin Smyser, Corporate Secretary
Walgreens Boots Alliance
108 Wilmot Road
Mail Stop # 1858
Deerfield, IL 60015

50015-510925





Catherine M. Rowan
Director, Socially Responsible Investments
766 Brady Avenue, Apt. 635
Bronx, NY 10462
Phone: (718) 822-0820
Fax: (718) 504-4787

E-mail Address: rowan@bestweb.net

August 9, 2016

Collin Smyser
Corporate Secretary
Walgreens Boots Alliance, Inc.
108 Wilmot Road, Mail Stop # 1858
Deerfield, IL 60015

Dear Mr. Smyser,

Trinity Health is the beneficial owner of over \$2,000 worth of Walgreens Boots Alliance, Inc. Trinity Health has held these shares continuously for over twelve months and will continue to do so at least until after the next annual meeting of shareholders. A letter of verification of ownership is enclosed.

Representing Trinity Health, I attended the January 2016 Walgreens Boots Alliance annual meeting, and left the meeting with hope that a change in the company's tobacco policy was possible. I am disappointed that our Company continues to sell tobacco products, at great risk to people's health – as well as to the reputation of Walgreens Boots Alliance as a health and well-being enterprise.

I am authorized to notify you of our intention to present the attached proposal for consideration and action by the stockholders at the next annual meeting. I submit this proposal for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the *Securities and Exchange Act of 1934*.

The enclosed proposal is the same one as being filed by the Sisters of St. Francis of Philadelphia, and the primary contact for the proposal is Mr. Tom McCaney <tmccaney@osfphila.org>

Sincerely,

Catherine Rowan

enc

Walgreens Boots Alliance
Assess Financial Risks of Continued In-Store Tobacco Sales

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^v <http://bit.ly/2a4RVDN>

^{vi} <http://bit.ly/2axbyJx>

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000

August 9, 2016



Northern Trust

TO WHOM IT MAY CONCERN,

Please accept this letter as verification that as of August 9, 2016 Northern Trust as custodian held for the beneficial interest of
Trinity Health 45,421 shares of Walgreens Boots Alliance, Inc.

As of August 9, 2016 Trinity Health has held at least \$2,000 worth of Walgreens Boots Alliance, Inc. continuously for over one year. Trinity Health has informed us it intends to continue to hold the required number of shares through the date of the company's annual meeting in 2017.

This letter is to confirm that the aforementioned shares of stock are registered with Northern Trust, Participant Number 2669, at the Depository Trust Company.

Sincerely,

Ryan Stack
Trust Officer
The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603

□ Rqwan
766 Brady Ave. Apt. 635
Bronx, NY 10462

Collin Smyser
Corporate Secretary
Walgreens Boots Alliance, Inc.
108 Wilmot Road, Mail Stop # 1858
Deerfield, IL 60015

Page 38 redacted for the following reason:

FISMA & OMB Memorandum M-07-16