



DIVISION OF
CORPORATION FINANCE

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

December 21, 2017

Gene D. Levoff
Apple Inc.
glevoff@apple.com

Re: Apple Inc.
Incoming letter dated November 20, 2017

Dear Mr. Levoff:

This letter is in response to your correspondence dated November 20, 2017 concerning the shareholder proposal (the "Proposal") submitted to Apple Inc. (the "Company") by Jing Zhao (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated December 6, 2017. 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: Jing Zhao ***

December 21, 2017

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Apple Inc.
Incoming letter dated November 20, 2017

The Proposal recommends that the Company establish a human rights committee to review, assess, disclose and make recommendations to enhance the Company's policy and practice on human rights.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(7). We are unable to conclude, based on the information presented in your correspondence, including the discussion of the board's analysis on this matter, that this particular proposal is not sufficiently significant to the Company's business operations such that exclusion would be appropriate. As your letter states, "the Board and management firmly believe that human rights are an integral component of the Company's business operations." Further, the board's analysis does not explain why this particular proposal would not raise a significant issue for the Company. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Matt S. McNair
Senior 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.

December 6, 2017

Via email shareholderproposals@sec.gov
U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549-2736

Re: Shareholder Proposal for Inclusion in Apple Inc. 2018 Proxy Statement

Ladies and Gentlemen:

There is no need to rebut the baseless “basis” to exclude my proposal in Apple’s November 20, 2017 letter to the SEC. As indicated in Apple’s request to waive the 80-day filing requirement in Rule 14a-8(j), Apple requests a special status above rule.

My proposal does not relate to matters of the company’s ordinary business. It is basically the same proposal I submitted to other companies, such as Verizon Communications in 2017 (<http://cpri.tripod.com/cpr2017/proxy-vz.pdf> item 6), Hewlett-Packard (http://media.corporate-ir.net/media_files/irol/71/71087/proxy2013/HTML2/default.htm No. 6) and Goldman Sachs (<http://cpri.tripod.com/cpr2013/2013-proxy-statement-pdf.pdf> item 5) in 2013. Apple should not be granted special status above other companies.

On November 30, 2017, I also received Apple’s statement in opposition to my proposal, which indicates that Apple “must follow the law wherever we do business” even where “the law” require Apple violating basic human rights. This is not the company’s ordinary business. Shareholders should have the right to vote on this important policy.

Should you have any questions, please contact me at *** or

Respectfully,

A handwritten signature in black ink that reads "Jing Zhao". The signature is written in a cursive style with a loop at the end of the "Z".

Jing Zhao

Enclosure: Apple's statement

Cc: Gene D. Levoff glevoff@apple.com, Shareholder Proposal
shareholderproposal@apple.com, Dye, Alan L. alan.dye@hoganlovells.com, Gaines,
Weston J. weston.gaines@hoganlovells.com



Rule 14a-8(i)(7)

November 20, 2017

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: Apple Inc.
Shareholder Proposal of Jing Zhao

Dear Ladies and Gentlemen:

Apple Inc., a California corporation (the "**Company**"), hereby requests confirmation that 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(i)(7) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), the Company omits a shareholder proposal (the "**Proposal**") submitted by Jing Zhao (the "**Proponent**") from the Company's proxy materials for its 2018 Annual Meeting of Shareholders (the "**2018 Proxy Materials**"). A copy of the Proposal and related correspondence is attached hereto as Exhibit A.

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008) ("**SLB No. 14D**"), this submission is being delivered by e-mail to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this submission also is being sent to the Proponent. Rule 14a-8(k) and SLB No. 14D provide that a shareholder proponent is required to send the company a copy of any correspondence which the proponent elects to submit to the Commission or the staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin 14F (October 18, 2011), we ask that the staff provide its response to this request to the undersigned via e-mail at the address noted in the last paragraph of this letter.

The Company further requests that the staff waive the 80-day filing requirement set forth in Rule 14a-8(j). Rule 14a-8(j)(1) requires that a company seeking to exclude a proposal from its proxy materials file its reasons for excluding the proposal with the Commission "no later than 80 calendar days before it files its definitive proxy statement and form of proxy with

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Cupertino, CA 95014

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the Commission.” Rule 14a-8(j)(1) allows the staff, however, to “permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.” The Company believes that it has good cause for its failure to meet the 80-day deadline because, after the deadline for filing a notice of intention to exclude the Proposal had passed, the staff published Staff Legal Bulletin No. 14I (November 1, 2017) (“**SLB No. 14I**”), which announced new staff policy regarding the application of Rule 14a-8(i)(7) which the Company believes supports the Company’s exclusion of the Proposal. The Company is submitting this letter promptly after the issuance of SLB No. 14I and respectfully requests that the staff waive the 80-day requirement with respect to this letter.

THE PROPOSAL

On August 22, 2017, the Company received from the Proponent, as an attachment to an e-mail, a letter submitting the Proposal for inclusion in the Company’s 2018 Proxy Materials. The Proposal reads as follows:

Resolved: shareholders recommend that Apple Inc. establish a Human Rights Committee to review, assess, disclose, and make recommendations to enhance Apple’s policy and practice on human rights. The board of directors is recommended, in its discretion and consistent with applicable laws to: (1) adopt Apple Human Rights Principles, (2) designate the members of the committee, including outside independent human rights experts as advisors, (3) provide the committee with sufficient funds for operating expenses, (4) adopt a charter to specify the functions of the committee, (5) empower the committee to solicit public input and to issue periodic reports to shareholders and the public on the committee’s activities, findings and recommendations, and (6) adopt any other measures.

The supporting statement for the Proposal expresses concern about whether the Company’s operations in China sufficiently promote human rights by offering products designed to “help internet users evade censorship” by the Chinese government. As discussed more fully below, the Company believes that it may omit the Proposal and the supporting statement from its 2018 Proxy Materials in reliance on Rule 14a-8(i)(7), because the Proposal relates to the Company’s ordinary business operations.

BASIS FOR EXCLUSION OF THE PROPOSAL

I. **Rule 14a-8(i)(7) — The Proposal Relates to Matters of the Company’s Ordinary Business**

A. *The Exclusion*

Rule 14a-8(i)(7) permits a company to exclude a proposal that “deals with a matter relating to the company’s ordinary business operations.” The purpose of the exception 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." See Securities Exchange Act Release No. 34-40018 (May 21, 1998) (the "**1998 Release**"). In the 1998 Release, the Commission explained that the ordinary business exclusion rests on two central considerations: first, that "[c]ertain tasks are so fundamental to 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"; and second, the degree to which the proposal attempts to "micromanage" a 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."

As explained in the 1998 Release, under the first consideration, a proposal that raises matters that are "so fundamental to 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" may be excluded, unless the proposal raises policy issues that are sufficiently significant to transcend day-to-day business matters. On November 1, 2017, the Staff published SLB No. 14I, which announced a new staff policy regarding the application of Rule 14a-8(i)(7). The staff stated in SLB No. 14I that the applicability of the significant policy exception "depends, in part, on the connection between the significant policy issue and the company's business operations." The staff noted further that whether a policy issue is of sufficient significance to a particular company to warrant exclusion of a proposal that touches upon that issue may involve a "difficult judgment call" which the company's board of directors "is generally in a better position to determine," at least in the first instance. A well-informed board, the staff said, exercising its fiduciary duty to oversee management and the strategic direction of the company, "is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote."

Where the board concludes that the proposal does not raise a policy issue that transcends the company's ordinary business operations, the staff said, the company's letter notifying the staff of the company's intention to exclude the proposal should set forth the board's analysis of "the particular policy issue raised and its significance" and describe the "processes employed by the board to ensure that its conclusions are well-informed and well-reasoned." Consistent with the staff's guidance, the discussion below reflects the analysis of the Company's board of directors (the "**Board**") as well as management's and includes a description of the Board's processes in conducting its analysis.

B. Application of the Exclusion

The Proposal requests that the Company establish a board committee on human rights and assess, enhance, and issue a report on its human rights policies and practices. The supporting statement indicates that the Proposal is particularly concerned with whether the Company's offering of products in China promotes freedom of expression and access to the internet in China.

The Company considers human rights, and the free exercise of those rights by everyone in the world, to be a matter of the utmost importance. The Company devotes substantial time and resources to safeguarding and upholding human rights. While the term “human rights” encompasses a broad range of rights to which all humans are entitled, and does not have a universally accepted definition, the rights set forth in the United Nations’ Universal Declaration on Human Rights are generally considered by the Company and the Board in assessing the impact of the Company’s policies and practices on human rights. Education, for example, is a fundamental human right, and the Company seeks to help assure that a quality education is or becomes accessible to all. In 2016, the Company partnered with its suppliers to train more than 2.4 million workers on their rights as employees. Its ConnectED program has helped create transformative learning environments in 114 underserved U.S. schools, reaching over 4,000 teachers and 50,000 students. The Apple Teacher program delivers free professional development for educators, and Everyone Can Code provides free materials to learn, write, and teach code.

Moreover, the Board and management firmly believe that human rights are an integral component of the Company’s business operations. In fact, management memorializes this practice on its website by noting its belief that “We have a great responsibility to protect the rights of all the people in our supply chain, and to do everything we can to preserve our planet’s fragile environment. That’s why we obsess over every detail of how we build our products.” The Company is committed to providing fair and safe working conditions, creating greater opportunities for workers, and transparently reporting on its efforts at every level of the supply chain. For example, the Company demands that all suppliers doing business with the Company affirmatively agree to adhere to our Supplier Code of Conduct and supporting standards. The Supplier Code of Conduct outlines the Company’s standards for creating safer working conditions, treating workers fairly, and using environmentally responsible practices in our supply chain. The Code goes beyond mere compliance with the law. In 2016, the Company conducted 705 supply chain assessments on labor and human rights, health and safety, and environment, covering over 1.3 million workers in 30 countries. Every year, the requirements that the Company’s suppliers must meet increase and our efforts to raise the bar continue.

The observance of human rights standards factors into every decision made by management in the day-to-day operations of the Company. Management is bound to protect and promote human rights in the ordinary course of business, based on laws applicable to its employment practices, its treatment of its customers, its environmental impact, and its business practices worldwide. These laws, and the Company’s policies for promoting human rights well beyond the minimum required by law, protect the human rights of the Company’s employees, customers, suppliers, and other business partners, as well as the citizens of the communities in which the Company does business. The Company’s compliance with governmental laws and regulations, including laws and regulations concerning human rights, are a core management function, as are the Company’s voluntary human rights programs. The supporting statement quotes news articles discussing the Company’s response to governmental regulation and orders in China. Management, with its specific knowledge of the Company’s operations in China (as well as the other jurisdictions in which the Company does business), is best positioned to assess the specific requirements of such regulations, as well as

to determine the Company's response to those requirements, with input from the Board where appropriate.

Well beyond these legal and regulatory requirements, management has undertaken, as part of the Company's day-to-day business, to promote and protect human rights in all of the countries and communities where its operations have an impact. In doing so, Apple has distinguished itself from its peers by making human rights a key management concern. The Company has a dedicated Vice President for Environment, Policy, and Social Initiatives, who reports directly to the CEO. The Vice President leads the Company's advocacy for government policies that protect individual privacy and civil rights. The Vice President of Environment, Policy and Social Initiatives also drives the Company's work to make high-quality education more available to young people of diverse economic backgrounds, and to make high-technology products more accessible to people with disabilities. The Vice President also leads the Company's work to reduce its impact on climate change by using renewable energy sources and driving energy efficiency in its products and facilities. Appointing senior management to lead these initiatives and report directly to the CEO demonstrates that the issues are key concerns of management and are deeply embedded in the Company's day-to-day operations.

The Board and management are committed to upholding and promoting human rights. The Company's policies, practices and deliberations regarding all aspects of the Company's business incorporate an in-depth review of the impact of the Company's policies, practices and operations (including product offerings in China) on human rights. Therefore, the Proposal's request that the Company create a new board committee to review its human rights policies to determine whether they could be improved is redundant of what the Company and the Board already do. Accordingly, the Proposal does not raise a "significant policy issue" that transcends the Company's ordinary business. Review, improvement and implementation of policies designed to protect and promote human rights are an integral part of ordinary business at Apple. For that reason, in the context of the Company's operations and existing policies and practices, including the Company's longstanding commitment to and active promotion and protection of human rights, the Board has analyzed the Proposal, considered its impact on the business and operations of the Company, and determined that the issues presented by the Proposal do not transcend the Company's ordinary business operations and therefore do not warrant a shareholder vote on the Proposal at the 2018 Annual Meeting of Shareholders.

C. Board Process

The Board is regularly updated on the Company's business operations, including the Company's efforts to make substantial progress on its human rights goals. In reviewing the Proposal, the Board was presented with information prepared by management about the Proposal and its policy implications. The Company's Vice President of Environment, Policy and Social Initiatives met with the Board and reviewed the Company's efforts with respect to its human rights efforts. This discussion included a review of written materials, including the Company's Supplier Responsibility 2017 Progress Report. The Board undertook a thorough review of the Proposal, discussed the Proposal's implications for the Company's business and policies, and came to a consensus that it had received sufficient information from management

to make an informed decision about whether the Proposal raises a significant policy issue that transcends the Company's ordinary business.

The Board recognized that it had already considered the issues raised by the Proposal when setting the strategic direction of the Company and performing its duties as a Board. Additionally, the Board determined that senior executives' focus on reviewing, improving, and implementing policies designed to promote human rights make these matters an integral part of the ordinary business operations of the Company, and the issues presented in the Proposal as a whole fit squarely within the Company's ordinary business mission to safeguard and uphold human rights wherever it does business. The Board also considered the Company's existing policies, practices, and disclosures and concluded that the Proposal, even if submitted to shareholders and approved, would not call for the Company to consider facts, issues or policies that the Company does not regularly consider in the course of its day-to-day operations, and therefore does not transcend the Company's ordinary business. The Board considered the fact that it, along with management, is regularly and actively involved in the consideration, oversight and re-assessment of the Company's human rights policies.

Based on the foregoing, the Board concluded that the Proposal does not transcend the Company's ordinary business or its day-to-day operations. Accordingly, while the Board is pleased that the Proponent's general interest in the Company's human rights strategy is fully aligned with that of the Company, the Board does not believe that the Proposal requires a vote of shareholders at the 2018 Annual Meeting of Shareholders.

CONCLUSION

For the reasons discussed above, the Company believes that it may omit the Proposal from its 2018 Proxy Materials in reliance on Rule 14a-8(i)(7). We respectfully request that the staff concur with the Company's view and confirm that it will not recommend enforcement action to the Commission if the Company excludes the Proposal from its 2018 Proxy Materials.

If you have any questions or need additional information, please feel free to contact me at (408) 974-6931 or by e-mail at glevoff@apple.com.

Sincerely,



Gene D. Levoff
Associate General Counsel,
Corporate Law

Attachments

cc: Jing Zhao
Alan L. Dye, Hogan Lovells US LLP

Exhibit A

Copy of the Proposal and Supporting Statement and Related Correspondence

August 22, 2017

Secretary

Apple Inc.

1 Infinite Loop, MS: 301-4GC

Cupertino, California 95014

(via post mail & email shareholderproposal@apple.com)

Re: Shareholder Proposal to 2018 Shareholders Meeting

Dear Secretary:

Enclosed please find my shareholder proposal for inclusion in our proxy materials for the 2018 annual meeting of shareholders and a letter of my shares ownership. I will continuously hold these shares until the 2018 annual meeting of shareholders.

Should you have any questions, please contact me at *** or

Yours truly,



Jing Zhao

Enclosure: Shareholder proposal

Shares ownership letter

Shareholder Proposal on Human Rights Committee

Resolved: shareholders recommend that Apple Inc. establish a Human Rights Committee to review, assess, disclose, and make recommendations to enhance Apple's policy and practice on human rights. The board of directors is recommended, in its discretion and consistent with applicable laws to: (1) adopt Apple Human Rights Principles, (2) designate the members of the committee, including outside independent human rights experts as advisors, (3) provide the committee with sufficient funds for operating expenses, (4) adopt a charter to specify the functions of the committee, (5) empower the committee to solicit public input and to issue periodic reports to shareholders and the public on the committee's activities, findings and recommendations, and (6) adopt any other measures.

Supporting Statement

There have been too many negative reports on Apple's human rights policy and practice, mostly related to Apple's operation in China for many years. For example, recently, the New York Times reported "Apple Removes Apps From China Store That Help Internet Users Evade Censorship" on July 29, 2017; the Wall Street Journal reported "Get Used to Apple Bowing Down to Chinese Censors" on August 7, 2017. Furthermore, Apple is building its first China-based data center, and "the new agreement goes one step further with a Chinese partner responsible for running its data center, managing the sales of its services in the country and handling legal requests for data from the government." (New York Times, July 12, 2017)

On human rights policy and practice, we have the best case (see my proposal to Google 2010 shareholders meeting) and the worst case (see my proposals to Yahoo 2011 and 2013 shareholders meetings, to Verizon 2017 shareholders meeting and to Yahoo/Altaba 2017 shareholders meeting <http://cpri.tripod.com/cpr2017/altaba-statement.pdf> on the abuses of the so-called "Yahoo Human Rights Fund" against human rights) here in Silicon Valley. Apple should not fail as Yahoo.



Scottrade, Inc.
200 Pringle Ave Ste 100
Walnut Creek, CA 94596

August 22, 2017

Jing Zhao ***

Re: Scottrade Account ***

Dear Mr. Zhao:

I am writing, per your request, to confirm that you have continuously owned at least 20 shares of Apple, Inc. (AAPL) from June 5, 2014 to the current date in your Scottrade account referenced above.

If we can be of any additional assistance, please contact us at 925-256-6425.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Tri Nguyen", written in a cursive style.

Mark Tri Nguyen
Branch Manager