



Wayne Wirtz
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1934 Act/Rule 14a-8

By e-mail: shareholderproposals@sec.gov

November 16, 2018

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

Re: AT&T Inc.
Stockholder Proposal Submitted by John Chevedden

Dear Sir or Madam:

This letter and the accompanying material are submitted on behalf of AT&T Inc. (“AT&T” or the “Company”) pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. AT&T has received a stockholder proposal (the “Proposal”) from John Chevedden (the “Proponent” or “Chevedden”) for inclusion in AT&T’s 2019 proxy materials. This letter, together with the Proposal and the related correspondence, is being submitted to the Staff via e-mail in lieu of mailing paper copies. For the reasons stated below, AT&T intends to omit the Proposal from its 2019 Proxy Materials.

A copy of this letter and the attachments are being sent concurrently via e-mail to the Proponent advising him of AT&T’s intention to omit the proposal from its proxy materials for its 2019 Annual Meeting.

I. The Proposal

On October 25, 2018, AT&T received by email the Proposal and a cover letter from the Proponent, a copy of which is attached hereto as *Exhibit A*. The Proposal, in part, reads as follow:

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

II. Basis for Exclusion: The Proposal May Be Properly Omitted from AT&T's 2019 Proxy Materials Pursuant to Rules 14a-8(b) and (f) Because the Proponent Failed to Timely Provide the Requisite Proof of Ownership.

The Proponent failed to timely provide requisite proof of continuous stock ownership in response to the Company's explicit and proper request for that information pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1). Specifically, on October 26, 2018, the Company requested by email that the Proponent provide verification of the ownership of the requisite amount of AT&T stock for at least one year as of the date of submission of the Proposal. The Proponent did not provide a response until November 12, 2018, by email. This was 17 days after the request from AT&T, which is beyond the 14 day requirement of Rule 14a-8(f).

III. Background

The Proponent submitted the Proposal to the Company by email on October 25, 2018, a copy of which is attached as Exhibit A. The Proponent's submission failed to provide proper verification of the Proponent's ownership of the requisite number of Company shares for at least one year as of the date of submission.¹ In addition, the Company reviewed its stock records, which indicated the Proponent was not a registered holder.

On October 26, 2018, which was within 14 days of the date that the Company received the Proposal, the Company sent the Proponent a letter notifying him of the Proposal's procedural deficiencies as required by Rule 14a-8(f) (the "Deficiency Notice"). In the Deficiency Notice, attached as *Exhibit B*, the Company informed the Proponent of the requirements of Rule 14a-8 and how he could cure the procedural deficiencies. Specifically, the Deficiency Notice stated:

- the ownership requirements of Rule 14a-8(b);
- that, according to the Company's stock records, the Proponent was not a record owner;
- the type of statement or documentation necessary from the record holder to demonstrate the Proponent's beneficial ownership under Rule 14a-8(b), including the requirement for the statement to verify that the Proponent continuously held the requisite number of Company shares for the one-year period preceding and including the date the Proposal was submitted; and
- that the Proponent's response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice.

The Deficiency Notice was delivered to the Proponent by email on October 26, 2018. The Proponent did not respond to the Deficiency Notice until 17 days later on November 12, 2018, at which time the Proponent submitted a letter from Fidelity Investments by email, which email is attached as *Exhibit C*.

¹ In Staff Legal Bulletin No. 14G (Oct. 16, 2012) ("SLB 14G"), the Staff stated that a "proposal's date of submission [is] the date the proposal is postmarked or transmitted electronically."

IV. Analysis

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Establish the Requisite Eligibility to Submit the Proposal.

The Company may properly exclude the Proposal under Rule 14a-8(f)(1) because the Proponent failed to timely substantiate his eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a stockholder] must have continuously held at least \$2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the stockholder] submit[s] the proposal.”

Staff Legal Bulletin No. 14 (“SLB 14”) specifies that when the stockholder is not the registered holder, the stockholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the stockholder may do by one of two ways that are provided in Rule 14a-8(b)(2).² If the Proponent fails to include verification of such ownership with the submission of the Proposal, Rule 14a-8(f) requires the Company to notify the Proponent of such deficiency within 14 days of the Proponent’s submission, which the Company timely did on October 26, 2018. Upon the timely notification by the Company of the deficiency, Rule 14a-8(f) requires the response of the Proponent to be “postmarked, or transmitted electronically, no later than 14 days from the date you received the company’s notification.” The Proponent’s response was not transmitted electronically by email until November 12, 2018, which was three days late.

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to timely provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. As noted above, the Company satisfied its obligation under Rule 14a-8 by electronically transmitting to the Proponent in a timely manner the Deficiency Notice, which specifically set forth the information listed above, consistent with the guidance provided in SLB 14F and SLB 14G, *see Exhibit B*. The records indicate that the Deficiency Notice was delivered to the Proponent on October 26, 2018, *see Exhibit C*. Accordingly, pursuant to Rule 14a-8(f)(1), the deadline for the proponent to submit his response to the Deficiency Notice was November 9, 2018. On November 12, 2018, three days after the deadline, the Proponent submitted his response to the Deficiency Notice, attached as *Exhibit D*.

On numerous occasions, the Staff has concurred in a company’s omission of a stockholder proposal based on a proponent’s failure to timely provide satisfactory evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1). *See, e.g., FedEx Corporation* (Jul. 5, 2016), concurring with the exclusion of a stockholder proposal under 14a-8(f) because responses to deficiency letter were four and seven days late; and *Andrea Electronics Corporation* (Jul. 16, 2014), concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that “the

² See Section C.1.a, Staff Legal Bulletin No. 14 (July 13, 2001).

proponent appears to have failed to supply, within 14 days of receipt of Andrea's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as of the date that he submitted the proposal as required by Rule 14a-8(b)".

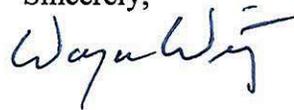
Accordingly, consistent with the precedent cited above, the Proposal is excludable because, despite receiving timely and proper notice pursuant to Rule 14a-8(f)(1), the Proponent has not timely provided proof of ownership that he continuously owned the requisite number of Company shares for the requisite one-year period prior to the date the Proposal was submitted to the Company, as required by Rule 14a-8(b).

* * *

Based upon the foregoing analysis, AT&T requests that the Division concur that the Proposal may be properly omitted from its 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1).

If you have any questions or need additional information, please contact me at (214) 757-3344.

Sincerely,



Enclosures

cc: John Chevedden (via email: ***)

Index to Exhibits

<u>Exhibit</u>	<u>Description</u>
A	Proposal with cover letter, dated October 25, 2018
B	Deficiency Notice, dated October 26, 2018
C	Proponents response to Deficiency Notice, dated November 12, 2018

Exhibit A

WIRTZ, WAYNE A (Legal)

From:
Sent: Thursday, October 25, 2018 7:55 PM
To: WILSON, PAUL M (Legal)
Cc: SIEKMANN, PHYLLIS A (Legal); LUTHY, KATE (Legal); WIRTZ, WAYNE A (Legal)
Subject: Rule 14a-8 Proposal (T)`
Attachments: CCE25102018_6.pdf

Dear Mr. Wilson,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

Sincerely,

John Chevedden

JOHN CHEVEDDEN

Ms. Stacey Maris
Corporate Secretary
AT&T Inc. (T)
208 S. Akard Street
Dallas TX 75202
PH: 210-821-4105
FX: 214-746-2273

Dear Ms. Maris,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

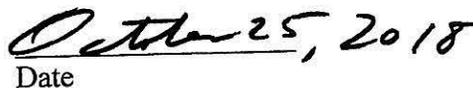
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to

Sincerely,


John Chevedden


Date

cc: Paul Wilson <paul.wilson.7@att.com>
Phyllis A. Siekmann <PS0148@att.com>
Katherine Luthy <Katherine.j.luthy@att.com>
Katherine Luthy <k19791@att.com>
Wayne Wirtz <ww0118@att.com>

[T: Rule 14a-8 Proposal, October 25, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent proxy voting advice. This proposal topic also received 62%-support at an earlier AT&T annual meeting.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election in which 67% of shares cast ballots. In other words a 1%-minority could have the power to prevent 66% of shareholders from taking action. This can be particularly important during periods of management underperformance and/or an economic downturn.

Please vote yes:

Simple Majority Vote – Proposal [4]

[The above line – *Is* for publication.]

John Chevedden,
proposal.

sponsors this

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

Exhibit B

DEWALT, MONI (Legal)

From: LUTHY, KATE (Legal)
Sent: Friday, October 26, 2018 3:01 PM
To: olmsted
Cc: WIRTZ, WAYNE A (Legal); WILSON, PAUL M (Legal)
Subject: RE: Rule 14a-8 Proposal (T)``
Attachments: Chevedden - 20181026.pdf

Mr. Chevedden,

Please see attached.

Sincerely,
Kate Luthy

Kate Luthy | Assistant Vice President – Senior Legal Counsel
208 S. Akard St. | Dallas TX 75202 | katherine.j.luthy@att.com

NOTICE: This e-mail message and all attachments transmitted with it may contain legally privileged and confidential information intended solely for the use of the addressee. If the reader of this message is not the intended recipient, you are hereby notified that any reading, dissemination, distribution, copying, or other use of this message or its attachments is strictly prohibited. If you have received this message in error, please notify the sender immediately by telephone or by email and delete this message and all copies and backups thereof. Thank you.

From: ***
Sent: Thursday, October 25, 2018 7:55 PM
To: WILSON, PAUL M (Legal) <PW2209@att.com>
Cc: SIEKMANN, PHYLLIS A (Legal) <PS0148@att.com>; LUTHY, KATE (Legal) <kl9791@att.com>; WIRTZ, WAYNE A (Legal) <ww0118@att.com>
Subject: Rule 14a-8 Proposal (T)``

Dear Mr. Wilson,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.
Sincerely,
John Chevedden



Kate Luthy
Assistant Vice President –
Senior Legal Counsel

One AT&T Plaza
208 S. Akard Street
Dallas, TX 75202
T: 214.757.4666
F: 214.746.2273
katherine.j.luthy@att.com

October 26, 2018

By E-mail To:

John Chevedden

Dear Mr. Chevedden:

On October 25, 2018, we received a letter from you which was transmitted electronically on October 25, 2018, (the "submission date") submitting a stockholder proposal for inclusion in the proxy materials for AT&T Inc.'s 2019 annual meeting of stockholders.

Under Securities and Exchange Commission Rule 14a-8, in order to be eligible to submit a proposal, a stockholder must have continuously held at least \$2,000 in market value of shares of AT&T Inc. common stock for at least one year by the date the proposal is submitted and must continue to hold the shares through the date of the annual meeting.

You do not appear in our records as a registered stockholder. Therefore, in accordance with Rule 14a-8, you must submit to us a written statement from the record holder of the shares (usually a broker or bank) verifying that the required amount of shares were continuously held for at least the one-year period preceding and including the above submission date.

To be considered a record holder, a broker or bank must be a Depository Trust Company ("DTC") participant. Stockholders can confirm whether a broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. If the broker or bank is not on DTC's participant list, the stockholder will need to obtain proof of ownership from the DTC participant through which the shares are held. The stockholder should be able to find out who this DTC participant is by asking the broker or bank.

If the DTC participant knows the broker or bank's holdings, but does not know the stockholder's holdings, the stockholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of shares were continuously held for at least one year – one from the stockholder's broker or bank confirming the stockholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received this letter. Please note that, even if you satisfy the eligibility

John Chevedden
October 26, 2018
Page 2 of 2

requirements described above, we may still seek to exclude the proposal from our proxy materials on other grounds in accordance with Rule 14a-8. Moreover, if we include the proposal in our proxy materials, it will not be voted on if you or a qualified representative does not attend the annual meeting to present the proposal. The date and location of the meeting will be provided at a later time.

Sincerely,

A handwritten signature in blue ink, appearing to read "Kate J. J. J.", written in a cursive style.

Exhibit C

LUTHY, KATE (Legal)

From: ***
Sent: Monday, November 12, 2018 3:57 PM
To: WILSON, PAUL M (Legal)
Cc: LUTHY, KATE (Legal); WIRTZ, WAYNE A (Legal)
Subject: Rule 14a-8 Proposal (T) blb
Attachments: CCE12112018_4.pdf

Mr. Wilson,
Please see the attached letter.
Sincerely,
John Chevedden

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045



November 12, 2018

John R Chevedden

To Whom It May Concern:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in the following security, since June 1st, 2017:

Security Name	CUSIP	Symbol	Share Quantity
Abbott Laboratories	002824100	ABT	50
AT&T	00206R102	T	100
Timken Co	887389104	TKR	100
AutoNation Inc.	05329W102	AN	250
PPG Industries Inc.	693506107	PPG	100

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Eastern Standard Time (Monday through Friday) and entering my extension 13813 when prompted.

Sincerely,

Stormy Delehanty
Personal Investing Operations

Our File: W077564-09NOV18