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

DIVISION OF
CORPORATION FINANCE

February 22, 2018

Lori B. Marino
ITT Inc.
lori.marino@itt.com

Re: ITT Inc.
Incoming letter dated January 12, 2018

Dear Ms. Marino:

This letter is in response to your correspondence dated January 12, 2018 concerning the shareholder proposal (the "Proposal") submitted to ITT Inc. (the "Company") by John Chevedden (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 January 30, 2018, February 1, 2018, February 5, 2018, February 6, 2018, February 7, 2018, February 8, 2018, February 11, 2018, February 12, 2018, February 13, 2018, February 14, 2018 and February 15, 2018. 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: John Chevedden
***

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

February 22, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: ITT Inc.
Incoming letter dated January 12, 2018

The Proposal asks the board to take the steps necessary (unilaterally if possible) to amend the bylaws and each appropriate governing document to give holders in the aggregate of 10% of the Company's outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law).

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(9). We concur that a reasonable shareholder could not logically vote in favor of both ratifying the Company's existing 35% ownership threshold for calling a special meeting and lowering the threshold to 10%. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(9), provided that the Company's proxy statement discloses, consistent with rule 14a-9:

- that the Company has omitted a shareholder proposal to lower the ownership threshold for calling a special meeting,
- that the Company believes a vote in favor of ratification is tantamount to a vote against a proposal lowering the threshold,
- the impact on the special meeting threshold, if any, if ratification is not received, and
- the Company's expected course of action, if ratification is not received.

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.

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JOHN CHEVEDDEN

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February 15, 2018

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

 # 20 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

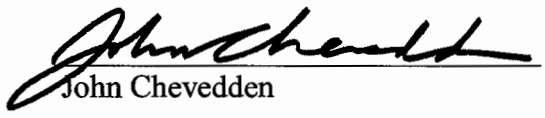
This is in regard to the January 12, 2018 no-action request.

The following Ariel font text is key concluding text from the 2nd page of the attachment:
In SLB No. 14H, the SEC Staff noted that, to minimize concerns about shareholder confusion, any company that includes shareholder and management proposals on the same topic on its ballot can include proxy statement disclosure explaining the differences between the two proposals and how the company would expect to consider the voting results.

Page 3 to 5 of the attachment shows the history of competing proposals with different thresholds. This is applicable to special shareholder meeting proposals with different thresholds.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

GROUNDS FOR EXCLUSION OF SHAREHOLDER PROXY ACCESS PROPOSALS

Under the SEC's proxy rules, a company may exclude a shareholder proposal relating to proxy access from its proxy materials if the proposal fails to meet any of the procedural and substantive requirements of Exchange Act Rule 14a-8. A company may seek no-action relief from the SEC Staff pursuant to which the company can exclude the proposal from its proxy materials. Two substantive grounds that have been relied upon by companies seeking to exclude a shareholder proxy access proposal are that (i) the proposal directly conflicts with a management proposal (Rule 14a-8(i)(9)) or (ii) has already been substantially implemented by the company (Rule 14a-8(i)(10)).[45] However, as discussed below, the SEC Staff issued guidance in the fall of 2015 that has made it more difficult for a company to obtain no-action relief under Rule 14a-8(i)(9) on the grounds that a shareholder proxy access proposal directly conflicts with a management proxy access proposal. Therefore, companies that adopted proxy access argued "substantial implementation" when seeking to exclude proxy access proposals from their 2016 and 2017 proxy statements and were generally successful as discussed below. In responding to no-action requests, the SEC Staff will distinguish between proposals seeking to adopt proxy access with specified parameters versus fix-it proposals requesting that specific revisions be made to an existing proxy access bylaw. See Appendix B for details about the status of requests for no-action relief with respect to the fix-it proposals submitted to date.

Directly Conflicting Proposals

In December 2014, the SEC Staff granted no-action relief to Whole Foods Market, Inc. on the basis that a 3% for 3 years shareholder proxy access proposal directly conflicted with a 9% for 5 years management proposal.[46] When Whole Foods filed its preliminary proxy statement with the SEC after this relief was granted, the ownership threshold in the management proposal was reduced from 9% to 5%.

In the wake of the no-action relief granted to Whole Foods, it was broadly expected that companies would counter shareholder proxy access proposals by putting forward management proxy access proposals with higher minimum ownership thresholds, and obtain no-action relief on the basis that the proposals were conflicting and therefore excludable. However, following the grant of no-action relief to Whole Foods, James

McRitchie, the proponent of the Whole Foods proposal, appealed the grant to the SEC and a letter-writing campaign by incensed institutional investors followed.

In January 2015, former SEC Chair Mary Jo White reversed course. In an unusual development, Chair White directed the SEC Staff to review Rule 14a-8(i)(9) as a basis for exclusion. As discussed in a previous Sidley Update,[47] following Chair White's direction, the SEC Staff announced that it would not express a view on the application of Rule 14a-8(i)(9) for the remainder of the 2015 proxy season with respect to all shareholder proposals—not just those seeking proxy access—and withdrew the no-action relief granted to Whole Foods.[48]

Business Roundtable and other commentators expressed concern that the SEC Staff's approach forced companies faced with a shareholder proxy access proposal that are considering a management proposal to either include the shareholder proposal in the proxy materials, even though it will compete with the similar management proposal and possibly lead to confusion, or omit the shareholder proposal, creating a heightened risk of litigation and negative targeting by certain pension funds and proxy advisory firms. As described below, seven companies included competing shareholder and management proxy access proposals on the ballot in 2015 (followed by five in 2016 and two in 2017). In a speech in June 2015, former SEC Chair White noted that, notwithstanding concerns that shareholders would be confused by two competing proposals, "shareholders were able to sort it all out and express their views."

SEC STAFF GUIDANCE ON EXCLUDABILITY OF DIRECTLY CONFLICTING SHAREHOLDER PROPOSALS

In October 2015, the SEC Staff issued Staff Legal Bulletin No. 14H (CF) (SLB No. 14H)[49] which provided new guidance on the excludability of shareholder proposals that "directly conflict" with management proposals under Rule 14a-8(i)(9). As discussed in a previous Sidley Update,[50] after reviewing the history and intended purpose of Rule 14a-8(i)(9) per former SEC Chair White's request, the SEC Staff announced in SLB No. 14H that it will interpret the rule more narrowly than it has in the past. The SEC Staff will permit a company to exclude a shareholder proposal as directly conflicting with a management proposal only "if a reasonable shareholder could not logically vote in favor of both proposals, *i.e.*, a vote for one proposal is tantamount to a vote against the other proposal."

A non-binding shareholder proposal seeking proxy access on terms different from management's proxy access proposal will generally not be excludable under Rule 14a-8(i)(9). Proposals seeking a similar objective (*e.g.*, proxy access) but on different terms (*i.e.*, a different means of accomplishing the same objective) would not "directly conflict," as a reasonable shareholder could logically vote in favor of both proposals.

SEC Staff Example of Proxy Access Proposals That Do Not Directly Conflict	
Management proposal with a 5% for 3 years ownership threshold and limit on nominees of 10% of the board	Shareholder proposal with a 3% for 3 years ownership threshold and limit on nominees of 20% of the board

The SEC Staff does not believe that a reasonable shareholder would logically vote for two binding shareholder and management proposals that contain two mutually exclusive mandates. In the case of such a "direct conflict," the SEC Staff could, in its no-action response, allow a shareholder proponent to revise its proposal to make it non-binding rather than binding, and therefore potentially not excludable under Rule 14a-8(i)(9).

In light of the guidance, competing proxy access proposals continued to appear on ballots during the 2016 and 2017 proxy seasons. In a situation where both the management and shareholder proposals are approved by shareholders, the board may have to consider the effects of both proposals; the SEC Staff does not consider such a decision to represent the kind of "direct conflict" the rule was designed to address. In SLB No. 14H, the SEC Staff noted that, to minimize concerns about shareholder confusion, any company that includes shareholder and management proposals on the same topic on its ballot can include proxy statement disclosure explaining the differences between the two proposals and how the company would expect to consider the voting results.

Competing Shareholder and Management Proposals

Shareholders voted on competing proposals relating to proxy access at two companies in 2017, including one company (Cummins Inc.) where competing proxy access proposals were also on the ballot in 2016. As shown in the table below, in 2017, ISS recommended votes in favor of all four proposals and, at both companies, the management proposal passed and the shareholder proposal failed.

2017 Competing Proposals							
	Shareholder Proposals			Management Proposals			
Company	Parameters	ISS Rec.	% Support	Parameters	ISS Rec.	% Support	Subsequent Adoptions
Cummins Inc.	Increase aggregation limit from 20 to 50	For	**34.2**	3% • 3 years • 25% cap (≥2) • limit of 20 (Binding) (Non-binding management proposal on same terms approved by 97% in 2016)	For	**98.3**	Adopted on 5/9/17 3% • 3 years • 25% cap (≥2) • limit of 20
Williams-Sonoma, Inc.	3% • 3 years • 25% cap (≥2) • no limit < 50	For	**19.4**	3% • 3 years • 20% cap (≥2) • limit of 20 (Binding)	For	**99.4**	Adopted on 5/31/17 3% • 3 years • 20% cap (≥2) • limit of 20
Average % Support			**26.8**			**98.9**	

Shareholders voted on competing proxy access proposals at five companies in 2016, including two companies (Chipotle Mexican Grill Inc. and SBA Communications Corporation) where competing proposals were also on the ballots for the 2015 annual meeting. As shown in the table below, in 2016 the management proposal passed at three companies and the shareholder proposal passed at two companies. There were no instances where both proposals passed. At three companies, ISS recommended votes in favor of both proxy access proposals indicating that the "proposals are not mutually exclusive" and that "strong support for the shareholder proposal could convey to the board a preference for a proxy access right without a limit on share aggregation, and one that does not contain added restrictions."

2016 Competing Proposals							
	Shareholder Proposals			Management Proposals			
Company	Parameters	ISS Rec.	% Support	Parameters	ISS Rec.	% Support	Subsequent Adoptions
Chipotle Mexican Grill, Inc.	• 3% • 3 years • 25% cap • No limit on size of nominating group	For	**57.4**	5% • 3 years • 20% cap • limit of 20 (Binding)	Against	**23.7**	Adopted on 10/4/16 3% • 3 years • 25% cap (≥2) • limit of 20
Cummins Inc.			**31.6**	3% • 3 years • 25% cap (≥2) • limit of 20 (Advisory)	For	**97.1**	Board approved on 10/11/16 subject to shareholder approval at 2017 annual meeting (*Adopted on 5/9/17 – see table above*)
Kate Spade & Company			**22.6**	3% • 3 years • 20% cap (≥2) • limit of 20 (Binding)	For	**81.8**	Adopted on 5/19/16 3% • 3 years • 20% cap (≥2) • limit of 20
Knight Transportation, Inc.			**22.3**	3% • 3 years • 20% cap (≥2) • limit of 20 (Binding)	For	**93.7**	Adopted on 5/12/16 3% • 3 years • 20% cap (≥2) • limit of 20
SBA Communications Corporation	Amend bylaw to reduce 5% to 3%, increase cap to 25% and eliminate limit of 10	For	**67.6**	Approval of existing bylaw: 5% • 3 years • 20% cap (≥1) • limit of 10	Against	**29.4**	Amended on 1/14/17 3% • 3 years • 25% cap (≥1) • no limit
Average % Support			**40.3**			**65.1**	

At seven companies shareholders voted on two proxy access proposals at the 2015 annual meeting—a shareholder proposal with a 3% ownership threshold and a management proposal with an ownership threshold of 5% (at six companies) or 3% (at one company). ISS recommended in favor of all seven shareholder proposals. ISS recommended against all seven management proposals, including at the one company which proposed a 3% for 3 years threshold but imposed more restrictive terms than the shareholder proposal. Specifically, the management proposal at that company included a cap of 20% of board seats (compared with a 25% cap in the shareholder proposal) and a limit of 20 shareholders in the nominating group (compared with no limit in the shareholder proposal).

As shown in the table below, the management proposal passed at three companies, the shareholder proposal passed at three companies, neither proposal passed at one company and there were no instances where both proposals passed. As noted above, former SEC Chair White stated in June 2015 that, despite the concerns of some commentators, there did not appear to be shareholder confusion with respect to competing proposals.

2015 Competing Proposals							
	Shareholder Proposals			Management Proposals			
Company	Parameters	ISS Rec.	% Support	Parameters	ISS Rec.	% Support	Subsequent Adoptions
The AES Corporation	• 3% • 3 years • 25% cap • No limit on size of nominating group	For All	**66.4**	5% • 3 years • 20% cap • monitoring peers and soliciting shareholder input when fixing limit (Advisory)	Against All	**36.2**	Adopted on 11/25/15 3% • 3 years • 20% cap • limit of 20
Chipotle Mexican Grill, Inc.			**49.9**	5% • 3 years • 20% cap • limit of 20 (Binding)		**34.7**	Adopted on 10/4/16 3% • 3 years • 25% cap (≥2) • limit of 20

Cloud Peak Energy Inc.			**71.1**	5% • 3 years • 10% cap • limit of 1 (Binding)		**25.9**	Adopted on 10/20/15 3% • 3 years • 20% cap (≥1) • limit of 20 *(Subsequently amended)*
Exelon Corporation			**43.6**	5% • 3 years • 20% cap • limit of 20 (Advisory)		**52.6**	Adopted on 4/26/16 3% • 3 years • 20% cap (≥2) • limit of 20
Expeditors International of Washington, Inc.			**35.0**	3% • 3 years • 20% cap • limit of 20 (Advisory)		**70.3**	Adopted on 5/13/16 3% • 3 years • 20% cap • limit of 20
SBA Communications Corporation			**46.3**	5% • 3 years • 20% cap • limit of 10 (Advisory)		**51.7**	Adopted on 7/28/15 5% • 3 years • 20% cap (≥1) • limit of 10 *(Amended on 1/14/17 – see table above)*
Visteon Corporation			**75.7**	5% • 3 years • 20% cap • monitoring peers and soliciting shareholder input when fixing limit (Advisory)		**21.2**	Adopted on 6/10/16 3% • 3 years • 20% cap (or 25% if <10 directors) • limit of 20
Average % Support			**55.4**			**41.8**	

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JOHN CHEVEDDEN

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February 15, 2018

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

 # 19 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

Attached is a page from the Marathon Petroleum Corporation (MPC) 8-K that shows the January 2018 adoption of an amendment for a 25% ownership threshold to call a special shareholder meeting.

Next is a Marathon Petroleum letter in regard to the 2018 proxy publication of a rule 14a-8 proposal calling for a 10% ownership threshold.

This is the exact opposite of the ITT no action request.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 27, 2018, the Board of Directors of Marathon Petroleum Corporation (the "Company") approved and adopted amendments to the Company's Amended and Restated Bylaws (the "Bylaws"), to permit special meetings of the stockholders of the Company to be called by stockholders holding at least 25% of the voting stock of the Company. The stockholders calling a meeting are required to submit a request setting forth in writing, among other things, (i) a description of the specific purpose of the meeting, the matters proposed to be acted on at the meeting and the reasons for conducting such business at the meeting, (ii) the name and address of each such stockholder, (iii) the number of shares of capital stock owned of record or beneficially by each such stockholder, (iv) documentary evidence that the requesting stockholders in the aggregate own at least 25% of the voting stock of the Company, (v) all information relating to each such stockholder that would be required to be disclosed pursuant to applicable securities laws, (vi) the information required by the Bylaws for matters to be properly brought by stockholders before an annual meeting and as to the stockholders requesting the meeting, (vii) a representation that each requesting stockholder, or one or more representatives of each such stockholder, intends to appear in person or by proxy at the special meeting to present the proposal(s) or business to be brought before the special meeting, and (viii) an agreement that any disposition of shares prior to the special meeting shall be deemed a revocation of such special meeting request with respect to such disposed shares.

A special meeting request will not be valid if it (i) does not comply with the Bylaws, the Company's restated certificate of incorporation (the "Certificate of Incorporation"), or applicable law (ii) relates to an item of business that is not a proper subject for stockholder action under the Bylaws, the Certificate of Incorporation or applicable law, (iii) is an item of business that is the same or substantially similar to a matter that was presented at a meeting of stockholders occurring within 90 days preceding the date of the stockholders' request for a special meeting, or to a matter that is included in the Company's notice to be brought before a meeting of stockholders that has been called but not yet held, (iv) is delivered during the period commencing 90 days prior to the first anniversary of the previous year's annual meeting of stockholders and ending on the date of the next annual meeting of stockholders, or (v) was made in violation of applicable securities laws.

This description of the amendments to the Bylaws is qualified in its entirety by reference to the text of the Bylaws filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Bylaws of Marathon Petroleum Corporation dated January 27, 2018

Molly R. Benson
Vice President, Corporate Secretary and
Chief Compliance Officer

Marathon Petroleum Corporation

539 South Main Street
Findlay, OH 45840
Tel: 419.421.3271
Cell: 567.208.7989
Fax: 419.421.8427
mrbenson@marathonpetroleum.com

February 13, 2018

VIA OVERNIGHT COURIER AND EMAIL

Mr. John Chevedden
***

Re: Statement in Opposition to Shareholder Proposal – Special Shareowner Meetings

Dear Mr. Chevedden:

On behalf of Marathon Petroleum Corporation (the "Company"), enclosed please find a draft of the Company's statement in opposition to the shareholder proposal you submitted for inclusion in the proxy materials for the Company's 2018 annual meeting of shareholders.

On January 27, 2018, and as noted within our draft opposition statement, our Board of Directors amended the Company's Bylaws to provide shareholders with the right to call a special meeting.

The enclosed draft statement in opposition is being provided to you in accordance with Rule 14a-8(m) promulgated under the Securities Exchange Act of 1934.

Please feel free to contact me directly if you have any questions.

Very truly yours,

Molly Benson
Vice President, Corporate Secretary and Chief Compliance Officer

MRB:rrg

Enclosure

*** **JOHN CHEVEDDEN**

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February 14, 2018

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

 # 18 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

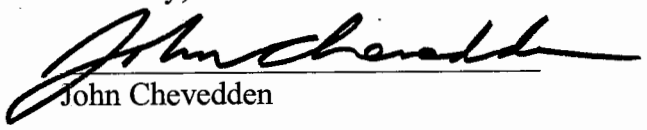
This is in regard to the January 12, 2018 no-action request.

The next page shows the 2016 voting results for companies that had both a rule 14a-8 proposal and a company proposal on the proxy access topic on the same ballot. This illustrates the feasibility of a rule 14a-8 proposal and a company proposal on the same ballot with different thresholds for each.

Source:
The 2016 Proxy Season: Proxy Access Proposals
Posted by Yafit Cohn, Simpson Thacher & Bartlett LLP, on
Friday, August 26, 2016
https://corpgov.law.harvard.edu/2016/08/26/the-2016-proxy-season-proxy-access-proposals/

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

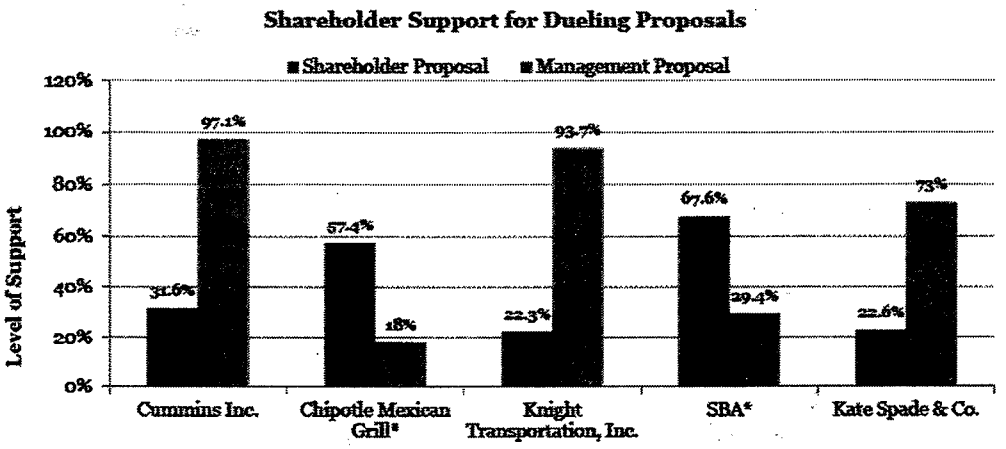


John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

C. Trends Among Companies Submitting Dueling Proposals

Vote results for shareholder proposals that were submitted in conjunction with a competing management proposal were mixed. In two of the five cases of dueling proposals, the shareholder proposal passed, while the management proposal failed. In both of these cases, the management proposal sought proxy access at the five percent shareholding threshold. In the three cases in which the shareholder proposal and the management proposal both sought proxy access for holders of three percent of the company's stock, however, the shareholder proposal failed, while the competing management proposal passed by a significant margin.



[+] enlarge

** In these cases, the management-sponsored proposal sought proxy access at the 5% threshold. In addition, both of these companies submitted dueling proposals last year, and the vote results were significantly closer then. At Chipotle, both proposals failed last year, with the shareholder proposal garnering 49.9% support and the management proposal receiving 34.5% support. At SBA, the management proposal passed last year, receiving 51.7% support, while the shareholder proposal received 46.3% support.*

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JOHN CHEVEDDEN

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February 14, 2018

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

 # 17 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

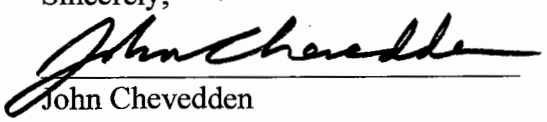
This is in regard to the January 12, 2018 no-action request.

According to the conclusion of the attached text:
"Illustrating the application of its new [Staff Legal Bulletin 14H] guidance, the Division specifically noted that a shareholder and management proposal, each of which seeks the adoption of proxy access but with different eligibility thresholds, are not 'directly conflicting.' "

In a similar manner the company 35% ownership threshold and the rule 14a-8 proposal 10% ownership threshold are not "directly conflicting." Clearly 35% and 10% are different eligibility thresholds.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

The 2016 Proxy Season: Proxy Access Proposals
Posted by Yafit Cohn, Simpson Thacher & Bartlett LLP, on
Friday, August 26, 2016
https://corpgov.law.harvard.edu/2016/08/26/the-2016-proxy-season-proxy-access-proposals/

I. Notable Developments

A. Staff Legal Bulletin 14H

In advance of the 2016 proxy season, the Division of Corporation Finance (the "Division") of the Securities and Exchange Commission ("SEC") issued Staff Legal Bulletin 14H ("SLB 14H"), alleviating the uncertainty that permeated last year's proxy season as a result of the Division's unexpected mid-season announcement that it would not express any views that season with regard to the application of Rule 14a-8(i)(9). Rule 14a-8(i)(9) permits public companies to exclude a shareholder proposal "[i]f the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." SLB 14H clarifies the Division's interpretation of this provision in a manner that differs significantly from that which the SEC applied before the 2015 proxy season.

While no-action responses issued prior to 2015 on the basis of Rule 14a-8(i)(9) focused on the potential for inconsistent and ambiguous results and shareholder confusion, the Division's new approach centers "more specifically on the nature of the conflict between a management and shareholder proposal." In particular, under the Division's new approach, any assessment of whether a proposal is excludable under Rule 14a-8(i)(9) assesses "whether there is a direct conflict between the management and shareholder proposals." As explained by the Division, "a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, i.e., a vote for one proposal is tantamount to a vote against the other proposal." Thus, if the two proposals are "in essence, mutually exclusive," the shareholder proposal is excludable; if, however, a reasonable shareholder could logically vote in favor of both proposals—although possibly preferring one proposal over the other—the shareholder proposal is required to be included in the company's proxy statement.

Illustrating the application of its new guidance, the Division specifically noted that a shareholder and management proposal, each of which seeks the adoption of proxy access but with different eligibility thresholds, are not "directly conflicting."

*** **JOHN CHEVEDDEN**

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February 13, 2018

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

(Corrected)
 # 16 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

In advancing its arguments, the Company has not met the burden of proof required by Rule 14a-8(g). The company misinterprets Staff Legal Bulletin No. 14H (October 22, 2015) ("SLB 14H") and the rationale of Rule 14a-8(i)(9).

The company falsely claims Proposal may be excluded under Rule 14a-8(i)(9) because the company's stockholders could not logically vote for both proposals.

However, this is a complete misreading of SLB 14H and ignores the decision that led the SEC to write the guidance in the first place. While a shareholder could not logically vote for and against a merger or for and against separating chair and CEO positions, a shareholder could very logically vote in favor of both a proposal by the Company for a 25% ownership threshold to call a special meeting and also vote in favor of the Proposal to lower that threshold to 10%. A shareholder could reasonably prefer a 10% threshold but could vote for both, recognizing a 25% threshold is better than no right at all.

Staff issued *Staff Legal Bulletin 14H* to narrow the application of the 14a-8(i)(9) exclusion by clarifying the meaning of "direct conflict." The SLB had followed a proxy season during which there was a surprising clash over the application of the "conflicting proposals" exclusion. The conflict arose originally in the context of a shareholder proposal for proxy access submitted to Whole Foods that would have permitted shareholders holding at least 3% of the company's voting securities to nominate up to 20% of the board.

In its no-action request, Whole Foods advised that it was submitting a management proxy access proposal at the same meeting that included different terms; for example, it would allow any single shareholder owning at least 9% of the company's common to submit nominations to be included in the company's proxy statement. The SEC permitted exclusion and, in view of the success of Whole Foods, a significant number of companies then followed the Whole Foods model. However, after the proponent requested reconsideration, the SEC withdrew its favorable

letter and, following a period of review, the new SLB was issued, in which the staff took the position:

> ...that any assessment of whether a proposal is excludable under this basis should focus on whether there is a direct conflict between the management and shareholder proposals. For this purpose, we believe that a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, i.e., a vote for one proposal is tantamount to a vote against the other proposal...
>
> We will not, however, view a shareholder proposal as directly conflicting with a management proposal if a reasonable shareholder, although possibly preferring one proposal over the other, could logically vote for both. For example, if a company does not allow shareholder nominees to be included in the company's proxy statement, a shareholder proposal that would permit a shareholder or group of shareholders holding at least 3% of the company's outstanding stock for at least 3 years to nominate up to 20% of the directors would not be excludable if a management proposal would allow shareholders holding at least 5% of the company's stock for at least 5 years to nominate for inclusion in the company's proxy statement 10% of the directors. This is because both proposals generally seek a similar objective, to give shareholders the ability to include their nominees for director alongside management's nominees in the proxy statement, and the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals...
>
> In the preceding examples, the board of directors may have to consider the effects of both proposals if both the company and shareholder proposals are approved by shareholders. We do not believe, however, that such a decision represents the kind of "direct conflict" the rule was designed to address.

In the case of *Illumina, Inc.* (March 18, 2016), the proponent did not cite *Staff Legal Bulletin 14H* in his rebuttal. Staff has no obligation to defend a proponent's proposal when the proponent fails to raise pertinent issues. Similarly in *The AES Corporation* (Dec. 19, 2017) there was no proponent rebuttal in the 15-days between the no action request and the Staff letter. According to SLB 14 (July 13, 2001) the role of Staff in the no-action process is as follows:

> Our role begins when we receive a no-action request from a company. In these no-action requests, companies often assert that a proposal is excludable under one or more parts of rule 14a-8. We analyze each of the bases for exclusion that a company asserts, as well as any arguments that the shareholder chooses to set forth, and determine whether we concur in the company's view.

Although the company cites these no-action decisions as precedent, they are poor examples, since neither raised *SLB 14H* and the "direct conflict" examples. As the Council of Institutional Investors stated in their January 31, 2018 letter to William H. Hinman, Director of the Division of Corporation Finance regarding the AES no-action:

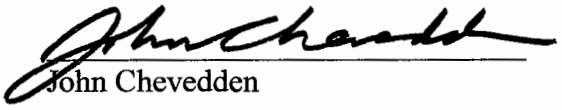
> Contrary to staff's view in the AES letter, AES's shareowners could logically vote for the shareholder proposal and management proposal. In our view, a shareowner vote for both proposals would signal that shareowners favor AES's existing special meeting bylaw generally, but prefer that the "25% of the outstanding shares of common stock" provision be replaced by "10%." If the total votes resulted in both proposals passing, the existing AES bylaw would remain in effect and AES's board and management would presumably

know that shareowners preferred a 10% rather than a 25% voting threshold for special meetings.

In fact, shareholders at five companies in 2016-17 voted on nonbinding shareholder proposals to set 10% or 15% thresholds for special meetings, even as management proposals were up for approval to provide for special meeting rights at 25% thresholds. The management proposals were supported by an average of 83% of shares voted, at the same time that two of the shareholder proposals were approved and three received more than 50% support. We believe that boards of the five companies have no reason for confusion on the message from holders of substantial portions of shares that those holders preferred lower thresholds as indicated in the shareholder proposals.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

*** **JOHN CHEVEDDEN**

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February 13, 2018

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

 # 15 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The rule 14a-8 proposal with the word "amend" is essentially asking shareholders to ratify the existing right of shareholders to call a special shareholder meeting and then, based on the current company footing on this topic, lower the ownership threshold.

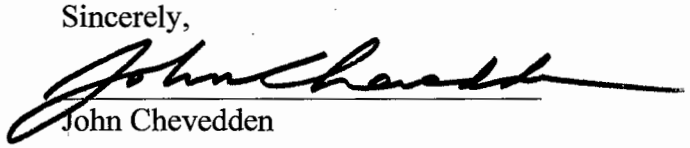
This is the resolved statement in Ariel font:
Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to *amend* our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). In other words this proposal asks for adoption of the most shareholder-friendly version of the shareholder right to call a special meeting as permitted by state law. This proposal does not impact our board's current power to call a special meeting.
(emphasis added)

This resolved statement does not ask that the current shareholder right on this topic be deconstructed and that the company start from scratch to lower the ownership threshold.

A ratification proposal cannot create a conflict with a combined ratification and improvement proposal. A shareholder can logically vote for both proposals.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

*** **JOHN CHEVEDDEN**

***

February 13, 2018

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

 # 14 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The disturbing aspect of the company request is that it appears that management responded to the rule 14a-8 proposal to change the special meeting threshold by deciding to instead ask shareholders to ratify the existing threshold.

Such a move is not what was intended by Rule 14a-8(i)(9), and in fact was previously discussed with Staff as the kind of abuse that would not be allowed. The exclusion of the special meetings bylaw at AES represents an abuse of Rule 14a-8(i)(9) – logically any company could meet a proposal filed by a shareholder with an announcement that they intend to include a proposal that ratifies the status quo.

For instance, in regard to climate change, a company could simply describe their existing efforts and ask for shareholder ratification. Such ratification then gives shareholders a dilemma. If a shareholder is in favor of greater company climate change efforts does the shareholder vote yes and risk sending a message of satisfaction to the company. Or does the shareholder vote no and risk sending a message that the company should cut back on efforts addressing climate change. With ratification there is no way to send a message that a shareholder approves company efforts addressing an issue and, with these efforts as a base, wants the company to improve its efforts.

Additional letters will be submitted this week.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

***

JOHN CHEVEDDEN

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February 12, 2018

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

 # 13 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The following letter was emailed to Mr. Frank T. MacInnis, Chairman, Nominating and Governance Committee, ITT Corporation.

An additional letter will be sent to the Staff on Tuesday by email.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

*** **JOHN CHEVEDDEN** ***

Mr. Frank T. MacInnis
Chair
Nominating and Governance Committee
c/o Ms. Lori B. Marino
Corporate Secretary
ITT Corporation (ITT)
1133 Westchester Ave
White Plains NY 10604
PH: 914-641-2186
FX: 914-696-2990

Dear Mr. MacInnis,

Given the company's sudden interest to seek ratification of an item that previously received 99% shareholder approval, please accordingly include this item again for a shareholder vote in the 2018 proxy:
Item 4. Reapproval of Performance Measures Under the ITT Corporation 2011 Omnibus Incentive Plan.

It is important for the company to be consistent with shareholder voting. Plus Item 4 is more important to be subject to a shareholder vote since it received 3.6 times as many negative votes as the special meeting topic.

Sincerely,

John Chevedden — February 9, 2018
Date

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JOHN CHEVEDDEN

***

February 12, 2018

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

 # 12 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Pop-Up Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company in effect claims that better is the enemy of good when it reads SLB 14H – that it would be impossible for shareholders to be in favor of both good governance and better governance. The company claims that if shareholders support a good company proposal it would be a contradiction for shareholders to be favor of a better shareholder proposal that uses the company proposal as a stepping-stone.

Shareholders can support a good proposal (a minimal right to call a special meeting is good compared to no right at all) and then be in favor of a better right to call a special meeting with a more practical ownership threshold.

It would make no sense for shareholders to throw away everything associated with the current 35% ownership threshold and start all over. Plus if shareholders voted to do away with everything associated with the 35% ownership threshold and then put forth a more practical ownership threshold the company would get no action credit if it simply reinstated the 35% threshold.

The current 35% ownership threshold is a stepping-stone to a more practical ownership threshold.

An additional letter will be sent on Tuesday by email.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

*** **JOHN CHEVEDDEN**

***

February 11, 2018

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

 # 11 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Frivolous Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company provides no reason for it to doubt the previous 99%-vote on this topic.
The company does not advise whether any public company has ever put forth a shareholder ratification of a governance proposal topic that previously received a 99%-vote.

If the company goes through with its frivolous ratification then it should at least ask shareholders if they are in favor of its unusually high 35% ownership threshold or if shareholders request a lower more reasonable ownership threshold.

Dozens of 2017 no action requests in regard to the proxy access topic claimed that one threshold achieved a "consensus among companies." In contrast on the special meeting topic there is no "consensus among companies" in regard to a 35% ownership threshold – which makes the company an outlier. The company wants to make sure that its shareholders can only ratify the company's outlier standard.

The company does not defend its outlier 35% ownership threshold.

And as a separate item shareholders should be able to vote on whether they approve the bureaucratic process that shareholders have to navigate to call a special meeting or whether this should be streamlined to relieve the administrative burden on shareholders.

The shareholder proposal is one topic.

However the company responded to this one topic by potentially bundling 2 topics into its one ratification proposal:
1-The company outlier 35% ownership threshold.
2-The current administrative burden for shareholders to exercise their right to call a special meeting. (Or the company could even add a higher administrative burden for shareholders to exercise the their right to call a special meeting. The company has plans to inform the Staff of

the administrative burden for shareholders that will ultimately be included in the frivolous ratification proposal.)

An additional letter will be sent on Monday by email.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

***

JOHN CHEVEDDEN

***

February 8, 2018

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

 # 10 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Ratification of Item that Received 99% Approval
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

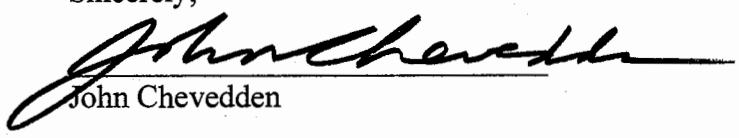
Is the company ratification proposal a signal that companies will be more open to reverse a board's unilateral ability to amend a company's bylaws without a shareholder vote?

A company that asks its shareholder to ratify a 99%-vote should consistently be open to a shareholder vote on a bylaw change. The ITT board now has the unilateral ability to amend the company's bylaws without a shareholder vote.

Also the 2016 company compensation plan has a greater need for ratification than this proposal topic. The 2016 company compensation plan received 3.6 times as many negative votes as the company special meeting proposal. Will the 2016 company compensation plan be likewise subject to shareholder ratification in the 2018 proxy?

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

*** JOHN CHEVEDDEN ***

February 8, 2018

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

 # 9 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

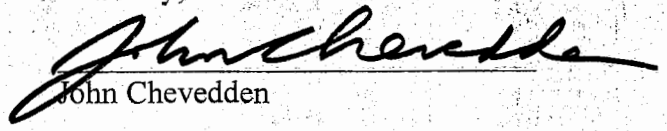
This is in regard to the January 12, 2018 no-action request.

Is the company ratification proposal a signal that companies are more open to the ratification of issues that recently received higher than 90% shareholder approval? For instance the attached 2016 company compensation plan was approved by 92% which is less than the 99% approval that the company is now asking to be ratified.

The 2016 company compensation plan would seem to be more in need of 2018 ratification since its approval was 92% – not 99%.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

Item 3. Advisory Vote to Approve Executive Compensation

In accordance with the requirements of Section 14A of the Exchange Act and the related rules of the SEC, we are including in these proxy materials a separate resolution subject to shareholder vote to approve, in a non-binding vote, the compensation of our NEOs as disclosed later in this Proxy Statement in the Compensation Discussion and Analysis. The following resolution will be submitted for a shareholder vote at the Annual Meeting:

> "RESOLVED, that the shareholders of ITT Corporation (the "Company") approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders pursuant to Item 402 of the Securities and Exchange Commission Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosures."

In considering their vote, shareholders may wish to review with care the information on the Company's compensation policies and decisions regarding the NEOs presented in this Proxy Statement in the Compensation Discussion and Analysis.

In particular, shareholders should note that the Company's Compensation and Personnel Committee bases its executive compensation decisions on the following:

- alignment of executive and shareholder interests by providing incentives linked to earnings per share, free cash flow, operating margin and revenue performance;
- the ability for executives to achieve long-term shareholder value creation without undue business risk;
- creating a clear link between an executive's individual contribution and performance and his or her compensation;
- the extremely competitive nature of the industries in which we operate and our need to attract and retain the most creative and talented industry leaders; and
- comparability to the practices of peers in the industries that we operate in and other comparable companies generally.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our NEOs, as described in this Proxy Statement in accordance with the SEC's compensation disclosure rules.

The Board values the opinions of the Company's shareholders as expressed through their votes and other communications. This vote is advisory in nature and non-binding; however, the Board will review and consider the shareholder vote when determining executive compensation. The current frequency of non-binding advisory votes on executive compensation is an annual vote, and we anticipate that the next vote will be at next year's annual meeting.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote *FOR* the advisory resolution approving the compensation of the Company's Named Executive Officers as described in this Proxy Statement. Unless a contrary choice is specified, proxies solicited by our Board will be voted *FOR* this management proposal.

Item 4. Reapproval of Performance Measures Under the ITT Corporation 2011 Omnibus Incentive Plan

The Board of Directors is asking shareholders to reapprove the material terms of the performance goals under the 2011 Plan so that certain performance-based compensation granted thereunder may continue to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code ("Section 162(m)").

Background and Purpose of the Proposal

Section 162(m) places a limit of $1 million on the amount we may deduct in any one year for compensation paid to our Chief Executive Officer and our other three most highly-compensated executive officers, other than our Chief Financial Officer. This limit does not apply, however, to certain performance-based compensation awards under the 2011 Plan that constitute "performance-based compensation" under Section 162(m). To qualify for this exception, shareholders must approve the material terms of the performance measures used in the plan. Section 162(m) further requires that in order to continue to qualify for this exception, shareholders generally must reapprove the material terms of the performance measures of the plan every five years.

The purpose of this proposal is to preserve the Company's ability to grant awards under the 2011 Plan that qualify as performance-based compensation for purposes of Section 162(m). The material terms of the performance measures under the 2011 Plan are: the persons eligible to receive the performance-based compensation awards under the 2011 Plan, a description of the business criteria upon which performance awards will be based, and the maximum shares or cash value of awards that may be granted to an individual in any one year. These terms that are included in this proposal are the same as those stated in the 2011 Plan. If shareholders do not approve

*** **JOHN CHEVEDDEN** ***

February 7, 2018

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

 # 8 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

On May 13, 2011 the company filed an 8-K that reported 99% shareholder support to "Allow Shareholders to Call Special Meetings." The 8-K said:

"Approval of Amendment to Company's Restated Articles of Incorporation to Allow Shareholders to Call Special Meetings. The proposal for approval of the amendment to the Company's Restated Articles of Incorporation ITT Corporation to allow shareholders to call special meetings was approved by a vote of 153,908,914 shares voting for the proposal, 1,649,025 shares voting against the proposal and 375,271 shares abstaining from the vote on the proposal."
Source:
https://www.sec.gov/Archives/edgar/data/216228/000095012311050225/y91333e8vk.htm

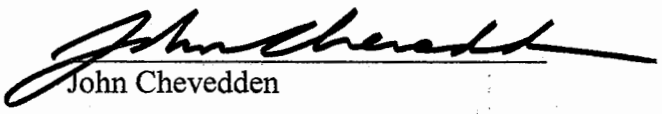
The company 8-K did not report that the above 99% shareholder support was for restrictions for "Shareholders to Call Special Meetings."

Yet according to attached closest available example of the text the company will eventually prepare for its 2018 preliminary proxy – the company can devote the lion's share 90% of its ratification text (418 words vs. 34 words) to restrictions for "Shareholders to Call Special Meetings"

This raises the question of whether shareholders should be able to vote for a right to call a special meeting and, as a separate proposal, the restrictions that the company wants to impose on that right. With the company's stratospheric 35% ownership threshold any accompanying restriction is arguably unnecessary.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2011, ITT Corporation (the "Company") held its annual meeting of shareholders (the "Annual Meeting").

1. At the Annual Meeting, the persons whose names are set forth below were elected as directors, constituting the entire Board of Directors. Relevant voting information for each person follows:

	Votes For	Withheld	Broker Non-Votes
Curtis J. Crawford	136,720,318	4,868,864	14,344,028
Christina A. Gold	131,208,891	10,380,291	14,344,028
Ralph F. Hake	129,525,088	12,064,094	14,344,028
John J. Hamre	139,678,619	1,910,563	14,344,028
Paul J. Kern	135,504,786	6,084,396	14,344,028
Steven R. Loranger	137,893,156	3,696,026	14,344,028
Frank T. MacInnis	129,070,705	12,518,477	14,344,028
Surya N. Mohapatra	131,503,247	10,085,935	14,344,028
Linda S. Sanford	129,239,461	12,349,721	14,344,028
Markos I. Tambakeras	139,801,638	1,787,544	14,344,028

In addition to the election of directors, six other votes were taken at the Annual Meeting:

2. **Ratification of Appointment of the Independent Registered Public Accounting Firm:** The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011 was ratified by a vote of 144,111,910 shares voting for the proposal, 11,527,210 shares voting against the proposal and 294,090 shares abstaining from the proposal.

3. **Approval of ITT Corporation 2011 Omnibus Incentive Plan.** The proposal for approval of the ITT Corporation 2011 Omnibus Incentive Plan was approved by a vote of 129,493,613 shares voting for the proposal, 11,529,605 shares voting against the proposal, 568,964 shares abstaining from the vote on the proposal and 14,344,028 broker-non votes.

4. **Approval of Amendment to Company's Restated Articles of Incorporation to Allow Shareholders to Call Special Meetings.** The proposal for approval of the amendment to the Company's Restated Articles of Incorporation ITT Corporation to allow shareholders to call special meetings was approved by a vote of 153,908,914 shares voting for the proposal, 1,649,025 shares voting against the proposal and 375,271 shares abstaining from the vote on the proposal.

5. **Advisory Vote on Named Executive Officer Compensation.** The proposal for approval, in a non-binding vote, of the compensation of the Company's named executive officers was approved by a vote of 129,317,665 shares voting for the proposal, 8,547,636 shares voting against the proposal, 3,723,881 shares abstaining from the vote on the proposal and 14,344,028 broker-non votes.

6. **Frequency of Advisory Vote on Named Executive Officer Compensation.** The proposal with respect to how frequently a non-binding shareholder vote to approve the compensation of the Company's named executive officers should occur received the following votes: 124,826,831 shares voted for every one year, 1,896,700 shares voted for every two years, 11,318,997 shares

PROPOSAL [__]: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS

Overview

The Board is seeking stockholder ratification of certain provisions of our Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated Bylaws (the "Bylaws") that grant stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of stockholders (the "Special Meeting Provisions").

At the 2012 Annual Meeting of Stockholders, the Board recommended that the Company's stockholders approve and adopt a management proposal relating to the Special Meeting Provisions. This management proposal was overwhelmingly approved by the Company's stockholders at that annual meeting, with over 99% of stockholders present at the meeting (or represented by proxy) and entitled to vote on the proposal voting in favor of it. Following the meeting, the Company filed the Charter and Bylaws (as in effect at the time) including the Special Meeting Provisions as exhibits to the Company's Current Report on Form 8-K on April 27, 2012.

The Board is hereby requesting that the Company's stockholders ratify the Special Meeting Provisions that were adopted by the Company following stockholders' approval in favor of such provisions at the Company's 2012 Annual Meeting of Stockholders (the "2012 Annual Meeting").

Ratification of the Special Meeting Provisions

The Special Meeting Provisions, which are set forth in Article VI, Section E of the Charter and Section 1.3 of the Bylaws, and were described in the Company's proxy statement for the 2012 Annual Meeting, may be summarized as follows:

- One or more stockholders of record that together have continuously held (for their own account or on behalf of others) beneficial ownership of at least 25% of the outstanding common stock of the Company for at least 30 days as of the date such request is delivered have the ability to require the Company to call a special meeting of its stockholders.
- Stock ownership is determined under a "net long position" standard to provide assurance that stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.
- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for stockholder nominations at annual meetings under the Bylaws, in addition to eligibility information specific to the right of stockholders to call special meetings. Further, stockholders seeking to call a special meeting would be required to provide a statement regarding the specific purpose(s) of the meeting and the matters proposed to be acted on at it.

- The date of any special meeting requested must be not more than 90 days after the date on which the request is validly delivered to the Company.

- The special meeting right is subject to certain limitations designed to prevent duplicative and unnecessary meetings. A special meeting request would not be valid if:

  - the proposed meeting relates to an item of business that is the same or substantially similar to any item of business that is to be brought before a meeting of stockholders to be held within 60 days of receiving the request for a special meeting;

  - an otherwise valid request for a special meeting is delivered within a period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the earlier of (x) the date of the next annual meeting and (y) 30 days after the first anniversary of the date of the immediately preceding annual meeting;

  - the proposed meeting relates to an item of business that is the same or substantially similar to an item of business that was presented at any meeting of stockholders held within 120 days prior to the delivery of a special meeting request;

  - the proposed meeting relates to an item of business that is not a proper subject for action by the stockholders under applicable law; or

  - the special meeting request was made in a manner that violates Regulation 14A under the Exchange Act or other applicable law, or otherwise does not comply with the Special Meeting Provisions.

The above summary is subject, in all respects, to the Special Meeting Provisions of our Charter and Bylaws, which are attached to this Proxy Statement as Appendix [__].

Board Consideration of Appropriate Stockholder Special Meeting Rights

The Board evaluated a number of different factors in adopting the existing right of stockholders to call a special meeting, as further described in the Company's proxy statement for the 2012 Annual Meeting. The Board continues to believe that a 25% ownership threshold to request a special meeting strikes a reasonable balance between enhancing stockholder rights and protecting against the risk that a small minority of stockholders, including stockholders with special interests, could call one or more special meetings that could result in unnecessary financial expense and disruption to our business. The Board believes that special meetings should only be called to consider extraordinary events that are of interest to a broad base of stockholders and that cannot be delayed until the next annual meeting. Additionally, preparing for a stockholder meeting requires significant attention of our directors, officers and employees, diverting their attention away from performing their primary function of operating the Company's business in the best interests of our stockholders. Likewise, the Board believes that only stockholders with a true economic and non-transitory interest in the Company should be entitled to utilize the special meeting mechanism.

25% Special Meeting Ownership Threshold Consistent with Market Practice

The 25% ownership threshold is a common threshold for special meeting rights at public companies, among those companies that provide for this right. To put this in perspective, approximately [59]% of S&P 500 companies give shareholders the right to call a special meeting. Of those companies, [67]% have a special meeting ownership threshold that is equal to or higher than that of the Company. In short, the Company's shareholders have a right that is equal to or more expansive than that of [80]% of S&P 500 companies (when including those companies that do not provide such rights at all). Additionally, one of our Company's largest institutional stockholders, BlackRock, has indicated that 25% is an appropriate ownership threshold.

Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the stockholder rights available under its Bylaws and Charter, applicable law, and the Company's demonstrated commitment to stockholder engagement and responsiveness to stockholder concerns. Our corporate governance practices are highlighted on pages [___] of this Proxy Statement.

In addition to the existing right of stockholders to call a special meeting at the 25% ownership threshold, stockholder approval is required for many key corporate actions before action may be taken. Under Delaware law and the NASDAQ Stock Market rules, the Company must submit certain important matters to a stockholder vote.

Additionally, our Bylaws provide stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, stockholders may request the Company to include stockholder proposals in proxy materials to be considered by our full stockholder base. Directors are elected by majority vote on an annual basis, and stockholders have multiple avenues of communication to the Board.

Given the existing right of stockholders to call a special meeting, coupled with the Company's strong corporate governance policies, the Board strongly recommends that stockholders ratify the existing Special Meeting Provisions.

The Board recommends a vote FOR the proposal to ratify the Special Meeting Provisions.

*** JOHN CHEVEDDEN ***

February 7, 2018

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

 # 7 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

Attached is the closest example of the text the company will eventually prepare for its 2018 preliminary proxy after this rule 14a-8 proposal was initially submitted on November 10, 2017. The company proposal text will be secret until the filing of the 2018 preliminary proxy.

The main thrust of the rule 14a-8 proposal is to enhance the shareholder right to call a special meeting.

The main thrust of the company proposal is rules and restrictions in regard to the shareholder right to call a special meeting.

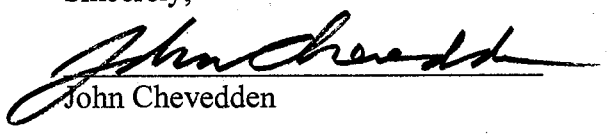
The text in brackets in the attachment includes 34-words addressed to the shareholder right to call a special meeting.

These 34-words are overwhelmed by 418-words on rules and restrictions in regard to the shareholder right to call a special meeting.

This raises the question of whether this no action request is a subtle request for Staff approval of bundling in the company 2018 preliminary proxy.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

PROPOSAL [__]: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS

Overview

The Board is seeking stockholder ratification of certain provisions of our Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated Bylaws (the "Bylaws") that grant stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of stockholders (the "Special Meeting Provisions").

At the 2012 Annual Meeting of Stockholders, the Board recommended that the Company's stockholders approve and adopt a management proposal relating to the Special Meeting Provisions. This management proposal was overwhelmingly approved by the Company's stockholders at that annual meeting, with over 99% of stockholders present at the meeting (or represented by proxy) and entitled to vote on the proposal voting in favor of it. Following the meeting, the Company filed the Charter and Bylaws (as in effect at the time) including the Special Meeting Provisions as exhibits to the Company's Current Report on Form 8-K on April 27, 2012.

The Board is hereby requesting that the Company's stockholders ratify the Special Meeting Provisions that were adopted by the Company following stockholders' approval in favor of such provisions at the Company's 2012 Annual Meeting of Stockholders (the "2012 Annual Meeting").

Ratification of the Special Meeting Provisions

The Special Meeting Provisions, which are set forth in Article VI, Section E of the Charter and Section 1.3 of the Bylaws, and were described in the Company's proxy statement for the 2012 Annual Meeting, may be summarized as follows:

- One or more stockholders of record that together have continuously held (for their own account or on behalf of others) beneficial ownership of at least 25% of the outstanding common stock of the Company for at least 30 days as of the date such request is delivered have the ability to require the Company to call a special meeting of its stockholders.
- Stock ownership is determined under a "net long position" standard to provide assurance that stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.
- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for stockholder nominations at annual meetings under the Bylaws, in addition to eligibility information specific to the right of stockholders to call special meetings. Further, stockholders seeking to call a special meeting would be required to provide a statement regarding the specific purpose(s) of the meeting and the matters proposed to be acted on at it.

- The date of any special meeting requested must be not more than 90 days after the date on which the request is validly delivered to the Company.

- The special meeting right is subject to certain limitations designed to prevent duplicative and unnecessary meetings. A special meeting request would not be valid if:

  - the proposed meeting relates to an item of business that is the same or substantially similar to any item of business that is to be brought before a meeting of stockholders to be held within 60 days of receiving the request for a special meeting;

  - an otherwise valid request for a special meeting is delivered within a period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the earlier of (x) the date of the next annual meeting and (y) 30 days after the first anniversary of the date of the immediately preceding annual meeting;

  - the proposed meeting relates to an item of business that is the same or substantially similar to an item of business that was presented at any meeting of stockholders held within 120 days prior to the delivery of a special meeting request;

  - the proposed meeting relates to an item of business that is not a proper subject for action by the stockholders under applicable law; or

  - the special meeting request was made in a manner that violates Regulation 14A under the Exchange Act or other applicable law, or otherwise does not comply with the Special Meeting Provisions.

The above summary is subject, in all respects, to the Special Meeting Provisions of our Charter and Bylaws, which are attached to this Proxy Statement as Appendix [__].

Board Consideration of Appropriate Stockholder Special Meeting Rights

The Board evaluated a number of different factors in adopting the existing right of stockholders to call a special meeting, as further described in the Company's proxy statement for the 2012 Annual Meeting. The Board continues to believe that a 25% ownership threshold to request a special meeting strikes a reasonable balance between enhancing stockholder rights and protecting against the risk that a small minority of stockholders, including stockholders with special interests, could call one or more special meetings that could result in unnecessary financial expense and disruption to our business. The Board believes that special meetings should only be called to consider extraordinary events that are of interest to a broad base of stockholders and that cannot be delayed until the next annual meeting. Additionally, preparing for a stockholder meeting requires significant attention of our directors, officers and employees, diverting their attention away from performing their primary function of operating the Company's business in the best interests of our stockholders. Likewise, the Board believes that only stockholders with a true economic and non-transitory interest in the Company should be entitled to utilize the special meeting mechanism.

25% Special Meeting Ownership Threshold Consistent with Market Practice

The 25% ownership threshold is a common threshold for special meeting rights at public companies, among those companies that provide for this right. To put this in perspective, approximately [59]% of S&P 500 companies give shareholders the right to call a special meeting. Of those companies, [67]% have a special meeting ownership threshold that is equal to or higher than that of the Company. In short, the Company's shareholders have a right that is equal to or more expansive than that of [80]% of S&P 500 companies (when including those companies that do not provide such rights at all). Additionally, one of our Company's largest institutional stockholders, BlackRock, has indicated that 25% is an appropriate ownership threshold.

Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the stockholder rights available under its Bylaws and Charter, applicable law, and the Company's demonstrated commitment to stockholder engagement and responsiveness to stockholder concerns. Our corporate governance practices are highlighted on pages [___] of this Proxy Statement.

In addition to the existing right of stockholders to call a special meeting at the 25% ownership threshold, stockholder approval is required for many key corporate actions before action may be taken. Under Delaware law and the NASDAQ Stock Market rules, the Company must submit certain important matters to a stockholder vote.

Additionally, our Bylaws provide stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, stockholders may request the Company to include stockholder proposals in proxy materials to be considered by our full stockholder base. Directors are elected by majority vote on an annual basis, and stockholders have multiple avenues of communication to the Board.

Given the existing right of stockholders to call a special meeting, coupled with the Company's strong corporate governance policies, the Board strongly recommends that stockholders ratify the existing Special Meeting Provisions.

The Board recommends a vote FOR the proposal to ratify the Special Meeting Provisions.

*** **JOHN CHEVEDDEN** ***

February 7, 2018

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

 # 6 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

Attached is the closest example of the text the company will eventually prepare for its 2018 proxy after this rule 14a-8 proposal was initially submitted on November 10, 2017.

The main thrust of the rule 14a-8 proposal is to enhance the shareholder right to call a special meeting.

The main thrust of the company proposal is rules and restrictions in regard to the shareholder right to call a special meeting.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,

John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

SHAREHOLDER RIGHT TEXT

PROPOSAL [__]: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS

Overview

The Board is seeking stockholder ratification of certain provisions of our Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated Bylaws (the "Bylaws") that grant stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of stockholders (the "Special Meeting Provisions").

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The Board is hereby requesting that the Company's stockholders ratify the Special Meeting Provisions that were adopted by the Company following stockholders' approval in favor of such provisions at the Company's 2012 Annual Meeting of Stockholders (the "2012 Annual Meeting").

Ratification of the Special Meeting Provisions

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- Stock ownership is determined under a "net long position" standard to provide assurance that stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.

- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for stockholder nominations at annual meetings under the Bylaws, in addition to eligibility information specific to the right of stockholders to call special meetings. Further, stockholders seeking to call a special meeting would be required to provide a statement regarding the specific purpose(s) of the meeting and the matters proposed to be acted on at it.

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  - the proposed meeting relates to an item of business that is not a proper subject for action by the stockholders under applicable law; or

  - the special meeting request was made in a manner that violates Regulation 14A under the Exchange Act or other applicable law, or otherwise does not comply with the Special Meeting Provisions.

The above summary is subject, in all respects, to the Special Meeting Provisions of our Charter and Bylaws, which are attached to this Proxy Statement as Appendix [__].

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Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the stockholder rights available under its Bylaws and Charter, applicable law, and the Company's demonstrated commitment to stockholder engagement and responsiveness to stockholder concerns. Our corporate governance practices are highlighted on pages [___] of this Proxy Statement.

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Additionally, our Bylaws provide stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, stockholders may request the Company to include stockholder proposals in proxy materials to be considered by our full stockholder base. Directors are elected by majority vote on an annual basis, and stockholders have multiple avenues of communication to the Board.

Given the existing right of stockholders to call a special meeting, coupled with the Company's strong corporate governance policies, the Board strongly recommends that stockholders ratify the existing Special Meeting Provisions.

The Board recommends a vote FOR the proposal to ratify the Special Meeting Provisions.

*** JOHN CHEVEDDEN

***

February 6, 2018

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

 # 5 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The following Ariel text is from the 3rd and 4th paragraphs of the 4 paragraph *DavisPolk Briefing: Governance*, January 2, 2018:

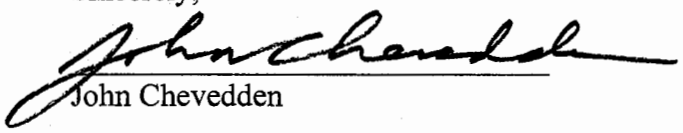
In 2015, after some controversy with proxy access shareholder proposals, the SEC staff issued Staff Legal Bulletin No. 14H (SLB 14H). SLB 14H gives examples of conflicting proposals. For example, proposals would be viewed as conflicting where a company seeks shareholder approval of a merger, and a shareholder proposal asks shareholders to vote against the merger. Similarly, a shareholder proposal that asks for the separation of the company's chairman and CEO would directly conflict with a management proposal seeking approval of a bylaw provision requiring the CEO to be the chair at all times.

SLB 14H also indicated, however, that it would not view two proposals as directly conflicting if a shareholder could vote for both, although he may prefer one proposal over the other. The example provided in the bulletin for this proposition was proxy access, where the shareholder proposal would permit a shareholder or group of shareholders holding at least 3% of the company's outstanding stock for at least 3 years to nominate up to 20% of the directors, while a management proposal would allow shareholders holding at least 5% of the company's stock for at least 5 years to nominate up to 10% of the directors. The reason explained in the SLB 14H that these two proposals are not conflicting is because "both proposals generally seek a [sic] similar objectives... and the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals."

A special shareholder meeting proposal calling for 10% ownership and a special shareholder meeting proposal calling for 35% ownership seek a similar objective and do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

***

JOHN CHEVEDDEN

***

February 6, 2018

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

 # 4 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

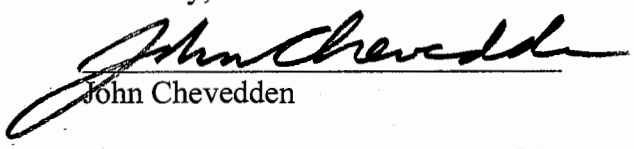
Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The ITT proposal, not yet prepared, would make as much sense as FleetCor Technologies (FLT) adding auditor ratification to the agenda of its February 7, 2018 Special Meeting in order to see if shareholders would still ratify its auditors who recently received a 99%-vote.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 21, 2017, FleetCor Technologies, Inc. held its 2017 Annual Meeting of Stockholders (the "Annual Meeting"). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. A total of 78,804,369 shares were represented at the Annual Meeting. The following matters were submitted to a vote of the stockholders.

I. Elect three Class I Directors nominated by the Board of Directors:

NOMINEES

Michael Buckman
FOR: 74,020,316
WITHHELD: 83,797
Broker Non-votes: 4,700,256

Thomas M. Hagerty
FOR: 56,684,518
WITHHELD: 17,419,595
Broker Non-votes: 4,700,256

Steven T. Stull
FOR: 57,672,403
WITHHELD: 16,431,710
Broker Non-votes: 4,700,256

II. Ratify the selection of Ernst & Young LLP as FleetCor's independent auditor for 2017:

FOR: 78,414,676
AGAINST: 342,381
ABSTAIN: 47,312

99%

III. Advisory vote to approve named executive officer compensation:

FOR: 27,656,134
AGAINST: 46,317,907
ABSTAIN: 130,072
Broker Non-votes: 4,700,256

IV. Frequency of advisory vote on named executive officer compensation:

3 YEARS: 15,649,594
2 YEARS: 14,139
1 YEAR: 58,387,875
ABSTAIN: 52,505

V. Stockholder proposal regarding simple majority vote:

FOR: 51,564,133
AGAINST: 22,426,025
ABSTAIN: 113,955
Broker Non-votes: 4,700,256

FLEETCOR TECHNOLOGIES, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To our stockholders:

The Special Meeting of the Stockholders of FleetCor Technologies, Inc. will be held at our corporate offices at 5445 Triangle Parkway, Peachtree Corners, GA 30092, on February 7, 2018 at 10:00 a.m. for the following purposes:

1. Approve the FleetCor Technologies, Inc. Amended and Restated 2010 Equity Compensation Plan.
2. To transact such other business as may properly come before the Special Meeting.

Only stockholders of record at the close of business on December 28, 2017 are entitled to receive notice of, and to vote at, the Special Meeting.

On December 29, 2017, we will begin mailing our stockholders our proxy materials, including our Proxy Statement.

Proxies for the matters to be voted upon at the Special Meeting are being solicited by order of the Board of Directors.

Peachtree Corners, Georgia
December 29, 2017

IMPORTANT

Whether or not you expect to attend the Special Meeting in person, we urge you to vote your shares at your earliest convenience. This will ensure the presence of a quorum at the meeting. Promptly voting your shares via the Internet, by telephone, or by signing, dating, and returning the enclosed proxy card will save us the expenses and extra work of additional solicitation. We have enclosed an addressed envelope for which no postage is required if mailed in the United States. Submitting your proxy now will not prevent you from voting your shares at the meeting if you desire to do so, as your proxy is revocable at your option.

***

JOHN CHEVEDDEN

***

February 5, 2018

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

 # 3 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

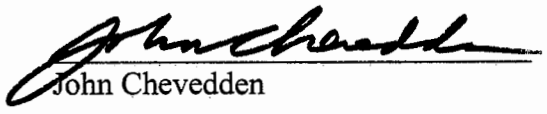
Attached is an example of proxy text similar to text that ITT may include in its 2018 proxy as part of a plan to displace this rule 14a-8 proposal.

The attached text illustrates why a 2018 ITT proposal on this topic is so unnecessary – 99% shareholder approval. This proposal draft does not even suggest that shareholder support is declining on the topic of this proposal.

The ITT proposal is equivalent to a company, that received a 99%-vote for its auditors, to add auditor ratification to the agenda of a shareholder meeting held between 2 annual meetings.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

PROPOSAL [__]: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS

Overview

The Board is seeking stockholder ratification of certain provisions of our Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated Bylaws (the "Bylaws") that grant stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of stockholders (the "Special Meeting Provisions").

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The Board is hereby requesting that the Company's stockholders ratify the Special Meeting Provisions that were adopted by the Company following stockholders' approval in favor of such provisions at the Company's 2012 Annual Meeting of Stockholders (the "2012 Annual Meeting").

Ratification of the Special Meeting Provisions

The Special Meeting Provisions, which are set forth in Article VI, Section E of the Charter and Section 1.3 of the Bylaws, and were described in the Company's proxy statement for the 2012 Annual Meeting, may be summarized as follows:

- One or more stockholders of record that together have continuously held (for their own account or on behalf of others) beneficial ownership of at least 25% of the outstanding common stock of the Company for at least 30 days as of the date such request is delivered have the ability to require the Company to call a special meeting of its stockholders.

- Stock ownership is determined under a "net long position" standard to provide assurance that stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.

- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for stockholder nominations at annual meetings under the Bylaws, in addition to eligibility information specific to the right of stockholders to call special meetings. Further, stockholders seeking to call a special meeting would be required to provide a statement regarding the specific purpose(s) of the meeting and the matters proposed to be acted on at it.

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- The special meeting right is subject to certain limitations designed to prevent duplicative and unnecessary meetings. A special meeting request would not be valid if:

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  - an otherwise valid request for a special meeting is delivered within a period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the earlier of (x) the date of the next annual meeting and (y) 30 days after the first anniversary of the date of the immediately preceding annual meeting;

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  - the proposed meeting relates to an item of business that is not a proper subject for action by the stockholders under applicable law; or

  - the special meeting request was made in a manner that violates Regulation 14A under the Exchange Act or other applicable law, or otherwise does not comply with the Special Meeting Provisions.

The above summary is subject, in all respects, to the Special Meeting Provisions of our Charter and Bylaws, which are attached to this Proxy Statement as Appendix [__].

Board Consideration of Appropriate Stockholder Special Meeting Rights

The Board evaluated a number of different factors in adopting the existing right of stockholders to call a special meeting, as further described in the Company's proxy statement for the 2012 Annual Meeting. The Board continues to believe that a 25% ownership threshold to request a special meeting strikes a reasonable balance between enhancing stockholder rights and protecting against the risk that a small minority of stockholders, including stockholders with special interests, could call one or more special meetings that could result in unnecessary financial expense and disruption to our business. The Board believes that special meetings should only be called to consider extraordinary events that are of interest to a broad base of stockholders and that cannot be delayed until the next annual meeting. Additionally, preparing for a stockholder meeting requires significant attention of our directors, officers and employees, diverting their attention away from performing their primary function of operating the Company's business in the best interests of our stockholders. Likewise, the Board believes that only stockholders with a true economic and non-transitory interest in the Company should be entitled to utilize the special meeting mechanism.

25% Special Meeting Ownership Threshold Consistent with Market Practice

The 25% ownership threshold is a common threshold for special meeting rights at public companies, among those companies that provide for this right. To put this in perspective, approximately [59]% of S&P 500 companies give shareholders the right to call a special meeting. Of those companies, [67]% have a special meeting ownership threshold that is equal to or higher than that of the Company. In short, the Company's shareholders have a right that is equal to or more expansive than that of [80]% of S&P 500 companies (when including those companies that do not provide such rights at all). Additionally, one of our Company's largest institutional stockholders, BlackRock, has indicated that 25% is an appropriate ownership threshold.

Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the stockholder rights available under its Bylaws and Charter, applicable law, and the Company's demonstrated commitment to stockholder engagement and responsiveness to stockholder concerns. Our corporate governance practices are highlighted on pages [___] of this Proxy Statement.

In addition to the existing right of stockholders to call a special meeting at the 25% ownership threshold, stockholder approval is required for many key corporate actions before action may be taken. Under Delaware law and the NASDAQ Stock Market rules, the Company must submit certain important matters to a stockholder vote.

Additionally, our Bylaws provide stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, stockholders may request the Company to include stockholder proposals in proxy materials to be considered by our full stockholder base. Directors are elected by majority vote on an annual basis, and stockholders have multiple avenues of communication to the Board.

Given the existing right of stockholders to call a special meeting, coupled with the Company's strong corporate governance policies, the Board strongly recommends that stockholders ratify the existing Special Meeting Provisions.

The Board recommends a vote FOR the proposal to ratify the Special Meeting Provisions.

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JOHN CHEVEDDEN

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February 1, 2018

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

 # 2 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

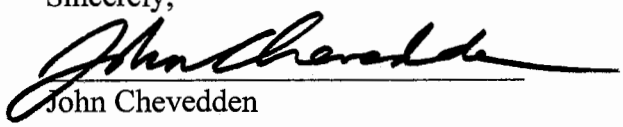
Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The attached Council of Institutional Investors letter is in regard to the same issues in this no action request.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori B. Marino <Lori.Marino@itt.com>

Council of Institutional Investors®
The voice of corporate governance

Via Hand Delivery

January 31, 2018

William H. Hinman
Director
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street NE.
Washington, DC 20549

Re: The AES Corporation No-Action Relief

Dear Mr. Hinman:

I am writing on behalf of the Council of Institutional Investors (CII), a nonprofit, nonpartisan association of public, corporate and union employee benefit funds, other employee benefit plans, state and local entities charged with investing public assets, and foundations and endowments with combined assets under management exceeding $3.5 trillion. Our member funds include major long-term shareowners with a duty to protect the retirement savings of millions of workers and their families. Our associate members include a range of asset managers with more than $25 trillion in assets under management.[1]

The purpose of this letter is to share our views on the Staff's December 19, 2017, no-action determination regarding a shareholder proposal to The AES Corporation (AES) on the threshold required for shareholders to call a special meeting.[2] The proposal that was the subject of the AES no-action request asked the company to amend the "[b]ylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting."[3]

We respectfully disagree with the staff's conclusion that the company should be permitted to omit this proposal on the basis that it conflicts with a management proposal to affirm the current special meeting bylaw that has a 25% threshold. It appears that AES is gaming the system to exclude a vote on a legitimate proposal that receives substantial shareholder support when it is voted on at other companies – to reduce the threshold for calling a special meeting.

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[1] For more information about the Council of Institutional Investors ("CII"), including its members, please visit CII's website at http://www.cii.org/members.
[2] Letter from Matt S. McNair, Senior Special Counsel, Division of Corporation Finance, United States Securities and Exchange Commission, to Brian A. Miller, The AES Corporation (Dec. 19, 2017), https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2017/johncheveddenaes121917-14a8.pdf.
[3] Letter from John Chevedden to Mr. Brian A. Miller, Secretary, AES Corp (Revised Nov. 6, 2017), https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2017/johncheveddenaes121917-14a8.pdf.

In 2016 to 2017, 34 shareholder proposals to U.S. companies requested boards to take action to reduce the threshold for calling special meetings, and the proposals received average support of 41.6% of shares voted for or against, and median support of 42.1%.[4] Two of the proposals were approved by shareholders.

The threshold for calling a special meeting at public companies is highly material to the utility of a special meeting bylaw, as both investors and corporate boards are well aware. As Simpson Thacher & Bartlett (Simpson Thacher) indicated in a 2016 memo, proposals to create a right to call special meetings typically receive higher votes – averaging between 40.0% and 58.3% annually in proposals voted on in 2012-2016. But support for reducing the threshold where there already is a shareholder right to call special meetings is substantial, averaging between 37.9% and 41.9% annually during the same period. In that period, Simpson Thacher tracked 51 shareholder proposals to reduce thresholds.[5] Most often, these proposals request reducing the threshold from 25% to either 10% (as at AES) or 15%.

Particularly for large and mid-size companies, many observers believe a 25% threshold to be unrealistically high. Indeed, in the United Kingdom, by law the threshold for shareholders to call a special meeting is 5% of voting shares.[6] So the AES proposal, to reduce the threshold to 10%, raises a real issue.

We believe it is highly likely that AES developed its ratification proposal after receiving the shareholder proposal, with the purpose of blocking a shareholder vote to reduce the threshold to 10%. The shareholder proposal likely would have received substantial support and may have been approved. AES put its current special meeting bylaw in effect in November 2015, and did not seek shareholder ratification at its 2016 or 2017 annual meetings, but now found it important to do so. If the proposal is refiled for 2019, it will be interesting to see if the company proposes ratification yet again, and whether the SEC would permit exclusion on a vote to reduce the threshold then and, presumably, every year the company chooses to use this ploy. This is exactly the kind of game-playing that prompted the SEC review that led to Staff Legal Bulletin No. 14H (CF) (SLB 14H) as the appropriate guidance for determining the proper scope of Rule 14a-8(i)(9).[7]

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[4] Based on CII analysis of ISS data and SEC filings. Excluding Ford Motor, which has weighted voting rights, the proposal received average support from 42.1% of shares voted for or against. This data excludes a 2017 proposal at ExxonMobil that, under New Jersey law, provides for a shareholder right to call a special meeting with a showing of "good cause" (the proposal was supported by 40.1% of shares voted). Also excluded are votes on proposals at five companies that in the same annual meetings sought to establish shareholder rights to call special meetings, but at higher thresholds than requested in the proposal. These five shareholder proposals were supported by an average of 46.8% of shares voted.

[5] Simpson Thacher, "Memo Series: The 2016 Proxy Season: Special Meeting Proposals." August 8, 2016, at http://www.stblaw.com/docs/default-source/memos/firmmemo_08_08_16_special-meeting-proposal.pdf, pp. 7-8.

[6] The Companies (Shareholders' Rights) Regulations 2009, at http://www.legislation.gov.uk/uksi/2009/1632/made.

[7] Division of Corporation Finance, Securities and Exchange Commission, "Shareholder Proposals," Staff Legal Bulletin 14H (CF) (Oct. 22, 2015), https://www.sec.gov/interps/legal/cfslb14h.htm.

We suggest that there are two problems with the guidance and analysis that resulted in the misguided AES no-action decision. First, SLB 14H indicates that staff "will not...view a shareholder proposal as directly conflicting with a management proposal if a reasonable shareholder, although possibly preferring one proposal over the other, could logically vote for both."[8] Contrary to staff's view in the AES letter, AES's shareowners could logically vote for the shareholder proposal and management proposal. In our view, a shareowner vote for both proposals would signal that shareowners favor AES's existing special meeting bylaw generally, but prefer that the "25% of the outstanding shares of common stock" provision be replaced by "10%." If the total votes resulted in both proposals passing, the existing AES bylaw would remain in effect and AES's board and management would presumably know that shareowners preferred a 10% rather than a 25% voting threshold for special meetings.

In fact, shareholders at five companies in 2016-17 voted on nonbinding shareholder proposals to set 10% or 15% thresholds for special meetings, even as management proposals were up for approval to provide for special meeting rights at 25% thresholds. The management proposals were supported by an average of 83% of shares voted, at the same time that two of the shareholder proposals were approved and three received more than 50% support. We believe that boards of the five companies have no reason for confusion on the message from holders of substantial portions of shares that those holders preferred lower thresholds as indicated in the shareholder proposals.

However, notwithstanding that the shareholder proposal was consistent with SLB 14H, we believe that AES, as well as the earlier Illumina no-action letter[9], point to a flaw in SLB 14H. In SLB 14H, the staff rejected suggestions from some commenters that, in the staff's words, "the exclusion should not apply when a shareholder submits his or her proposal before the company approves its proposal." The staff did not explain its reasoning, only providing a conclusion that the approach "would not necessarily prevent a shareholder from submitting a proposal opposing a management proposal," by implication a proposal that management already intended to submit.

We believe that a company seeking no-action relief on 14a-8(i)(9) should be required to provide evidence that it contemplated proposing the relevant management proposal on a date earlier than receipt of the shareholder proposal. To do otherwise is to invite game-playing by corporate issuers such as AES and Illumina -- and Whole Foods, which was creative in seeking to block a vote on a reasonable proxy access shareholder proposal, the situation that led to adoption of SLB 14H. Game-playing is particularly likely on proposals that company management opposes and that it believes may nevertheless win approval from shareholders – that is, issues on which there is a difference of opinion and for which expression of collective views of shareholders is particularly important.

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[8] Ibid. at 3.

[9] Letter from Evan. S. Jacobson, Special Counsel, Office of Chief Counsel, Division of Corporation Finance, to Ilumina, Inc. (Mar. 18, 2017), https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2016/mcritchievoung031816-14a8.pdf.

As the staff noted in SLB 14H, the 14a-8(i)(9) exclusion was intended "to prevent shareholders from using Rule 14a-8 to circumvent the proxy rules governing solicitations."[10] It is difficult to see how shareholders could use shareholder proposals to circumvent rules on a subject on which the board had no intention of submitting a proposal.

The staff's AES determination effectively forces shareowners into a dilemma in which they only have the management proposal vote opportunity, but no opportunity to express a preference on a different formulation in a related shareowner proposal. Thus, the staff's approach in AES curtails shareowner's ability to suggest different terms for an item currently addressed in a company's bylaws or charter, thereby frustrating "private ordering" that has often proven to be beneficial to all parties.[11] CII views this as a loss for shareowners, companies and the markets.

CII urges the staff to revisit its approach to Rule 14a-8(i)(9) so that it is more consistent with the language and intent of the underlying rule. I would be happy to answer any questions, and would welcome the opportunity to meet to discuss CII's concerns.

Sincerely,

Jeff Mahoney

Jeffrey P. Mahoney
General Counsel

CC: Chairman Jay Clayton
Commissioner Kara M. Stein
Commissioner Michael S. Piwowar
Commissioner Robert J. Jackson, Jr.
Commissioner Hester M. Peirce
Brian A. Miller, Executive Vice President, General Counsel & Corporate Secretary, The AES Corporation (via email)

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[10] SLB 14H at 2.
[11] *See, e.g.*, CII Research and Education Fund, "Proxy Access by Private Ordering" (Feb. 2017) (describing the history and status of proxy access through private ordering), http://www.cii.org/files/publications/misc/02_02_17_proxy_access_private_ordering_final.pdf.

*** JOHN CHEVEDDEN

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January 30, 2018

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

 # 1 Rule 14a-8 Proposal
ITT Corporation (ITT)
Special Shareholder Meeting Improvement
Hijack of Rule 14a-8 Proposal
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 8, 2018 no-action request.

Shareholders can logically vote for both the rule 14a-8 proposal and the company proposal.

Shareholders can vote for the company proposal because they do not want to lose the right to call a special meeting.

Shareholders can also vote for the rule 14a-8 proposal because they want an improved right to call a special meeting.

In October 2015, after some controversy with proxy access shareholder proposals, SLB 14H was issued, which gave examples of conflicting proposals. For example, proposals would be viewed as conflicting where a company first sought shareholder approval of a merger, and a shareholder responded afterwards with a proposal that asked shareholders to vote against the merger.

SLB 14H also indicated that it would not view 2 proposals as directly conflicting if a shareholder could vote for both, although s/he may prefer one proposal over the other. The example provided in the bulletin was proxy access, where the shareholder proposal would permit a shareholder or group of shareholders holding at least 3% of the company's outstanding stock for at least 3-years to nominate up to 20% of the directors, while a management proposal would allow shareholders holding at least 5% of the company's stock for at least 5-years to nominate up to 10% of the directors.

The reason explained in SLB 14H was that these two proposals were not conflicting was because "both proposals generally seek a [sic] similar objectives… and the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals."

In the case of ITT Corporation, a shareholder could reasonably vote in favor of both a 35% ownership threshold to hold a special meeting and a 10% threshold, even though preferring one over the other. Both proposals seek similar objectives and the proposals do not present

shareholders with such a conflict that a reasonable shareholder could not logically vote for both. The 35% ownership threshold serves as a floor to introduce the improvement of a 10% ownership threshold which is far more achievable.

The company request could put proponents at a disadvantage. It is possible that there are zero topics that a proponent could submit to a company that a company could not in turn just ask shareholders for a ratification of the status quo. The company has not suggested that there is some sort of safety valve that would keep this from happening.

It is absolutely absurd for the company to ask shareholders to ratify an issue that they voted in favor of by a 100-to-one margin in 2011 – 99% approval.

The 2011 proposal on this same topic received about 20 million more positive votes than each company director.

The company cites Illumina, Inc. (March 18, 2016). This case involved a company proposal which received a dismal vote of 22%-support. It is a new low that a 22% supporting vote is offered as evidence to bolster a company position.

If Costco had followed the Illumina example, Costco shareholders would have been deprived of giving 86% support to a rule 14a-8 simple majority voting proposal today, January 30, 2018.

The company cited no intent in the origins of the current rule 14a-8 proposal rules that would favor a practice of displacing rule 14a-8 proposals by company proposals that would get 22% support.

A 22%-vote is considered so dismal by some that at least one company said (in a 2018 no action request) that a 23% shareholder vote for a 2017 rule 14a-8 proposal topic should be grounds for the same proposal topic to not be published in its 2018 proxy.

The company cited AES Corporation (December 19, 2017) as a shining example.
The company failed to note that AES seems to have a knack for putting forth a failed company proposal on a governance topic significantly supported by its shareholders.

An attached page shows the failed 36%-vote for a 2015 AES proposal on an important governance topic.

The Staff even got a thank you message from AES shortly after AES Corporation (December 19, 2017). AES expressed appreciation for how promptly it received the letter it requested.

In The AES Corporation (December 19, 2017) AES did not disclose to the Staff its 2015 operational experience that the theory of "could not logically vote for both" did not apply to at least one company – AES.

The 2015 AES proxy had an advisory proposal by a shareholder and an advisory proposal by a company on the same ballot (both on the proxy access topic per page 1 of the attachments). AES did not complain that their 2015 proxy with 2 proposals on the same topic left AES confused after the votes were counted.

Perhaps there is no rule that required AES to disclose to the Staff in late 2017 that it had recent successful experience that contradicted the theory it was putting forth in its no action request –

"could not logically vote for both."

The company did not disclose whether it will put to a vote a 2018 ratification of the status quo for these governance topics:

Written Consent
Declassified Board
Poison Pill
Super majority vote
Director Majority Vote Std.
Independent Board Chair

These topics generate as much shareholder interest as the topic of a shareholder right to call a special shareholder meeting.

The attached letter applies to issues in this no action request.
It is also available at:
https://www.sec.gov/comments/i9review/i9review-8.pdf

The company is silent on a reason to have an advisory vote on the special shareholder meeting topic in 2018 when it did not have an advisory vote on this same topic in 2017 or in any year since 2015.

The company is silent on whether it believes it could have an advisory vote in 2019 on this same topic – dependent solely on whether a shareholder submits a proposal on the very same topic.

The company is silent on whether it believes it would be free to hijack all future rule 14a-8 proposals according to the dubious grounds behind this no action request.

The company cited no instance in the last 10 years where a proponent at any of 3000 companies duplicated a company proposal after it was announced.

The company does not claim that any shareholders anywhere have ever voted on whether to ratify the retention of special meeting provisions.

The company says it will include the 35% Ownership Threshold in its ratification item. However the company is silent on whether it will include additional provisions to muddy the waters.

The company is silent on whether shareholders will be limited to yes or no votes. It is not possible to predict what a no-vote will mean. Will a no-vote mean a shareholder supports a higher ownership threshold or a lower ownership threshold or no right whatsoever?

Thus the company no action request is too vague to be considered by the Staff.

The company does not explain the occurrence of 2 proxy access proposals on the same ballot in a number of cases after SLB 14H was issued. The company did not cite any rule 14a-8 proposal on proxy access that was excused from publication by citing SLB 14H.

A shareholder can logically vote for a company proposal as the floor on a particular topic and for a rule 14a-8 proposal as an improvement based on the established floor of the same topic.

"A reasonable shareholder could logically vote for both proposals." This is the standard of SLB 14H.

The company is attempting to force its shareholders, who want an improvement in the status quo in regard to the shareholder right to call a special meeting, to vote for ratification of the status quo.

If this sham ratification is not approved then shareholders, who want an improvement, will not even have a barebones right to call a special meeting.

This sham ratification is not like the ratification of auditors. If one votes to not ratify the auditors – it is not a sign that the shareholder wants to dispense with independent auditing.

The shareholders are getting poor value by the company hijacking the topic of the rule 14a-8 proposal and turning it into a ratification sham. The company now has the expense of its no action request and it will still have the expense of publishing the ratification item instead of the rule 14a-8 proposal. These costs will be offloaded to the shareholders.

And the shareholders will lose out because with a one-sided ratification proposal they will not have the value of hearing both sides of the debate on this important proposal topic.

The page of the attached 1976 release refers to "shareholder democracy" in the preamble.

The company no action request is a move against shareholder democracy.

If this rule 14a-8 proposal is published shareholders will have the choice to vote to improve the special meeting provisions of the company or the choice of the status quo.

If the rule 14a-8 proposal is not published shareholders will only have the choice to ratify the stats quo as compared to nothing else.

If this rule 14a-8 proposal is published shareholders will have the benefit of hearing from both sides of this important governance issue.

If this rule 14a-8 proposal is not published shareholders will only hear one side of the issue.

Another company submitted the text of its sham ratification proposal for status quo on its current rules in regard to shareholders calling a special shareholder meeting.

The other company proposal is a sham because it even cites the reason why it is so unnecessary – 99% recent shareholder approval of what supposedly needs to be ratified now.

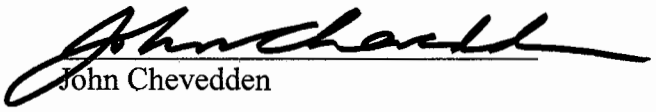
There is no reason given for a ratification. For instance is there a small army of hackers who are getting bored – so for excitement they are buying $ Billions of stock and calling for special shareholder meetings?

It is also a sham because shareholders are asked to ratify the 2 provisions at the other company that are the biggest roadblocks to making use of the shareholder right to call a special meeting:
The $ Billons of stock that must be owned in order to participate.
The dense procedural hurdles.

Such a sham ratification is like asking for shareholders to approve the handcuffs they will wear if they attempt to make use of this important shareholder right.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the company 2018 proxy.

Sincerely,



John Chevedden

cc: Lori Marino <Lori.Marino@itt.com>

Proposal 4: The ratification of Ernst & Young LLP as AES's Independent Registered Public Accounting Firm for the year 2015.

For: 637,114,970
Against: 3,804,745
Abstained: 1,802,202
Broker Non-Votes: 0

Proposal 5: The consideration of a nonbinding advisory vote on executive compensation.

For: 601,249,980
Against: 15,086,094
Abstained: 5,564,267
Broker Non-Votes: 20,821,577

Proposal 6: The consideration of a nonbinding, advisory Company proposal to allow Stockholders to request special meetings of Stockholders.

For: 436,150,691
Against: 183,888,844
Abstained: 1,860,806
Broker Non-Votes: 20,821,577

Proposal 7: The consideration of a nonbinding, advisory Company proposal to provide proxy access for Stockholder-nominated director candidates.

For: 224,287,122
Against: 395,753,313
Abstained: 1,859,906
Broker Non-Votes: 20,821,577

36%

Proposal 8: The consideration of a nonbinding, advisory Stockholder proposal to allow Stockholders to request special meetings of Stockholders.

For: 226,477,181
Against: 393,037,855
Abstained: 2,385,305
Broker Non-Votes: 20,821,577

Proposal 9: The consideration of a nonbinding, advisory Stockholder proposal to provide proxy access for Stockholder-nominated director candidates.

For: 411,136,143
Against: 208,374,419
Abstained: 2,389,779
Broker Non-Votes: 20,821,577

66%

Domini
SOCIAL INVESTMENTS®

Investing for Good℠

June 22, 2015

Keith F. Higgins
Director
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
Via E-Mail: i9review@sec.gov

Re: Staff Review of Rule 14a-8(i)(9)

Dear Mr. Higgins:

I am writing on behalf of Domini Social Investments LLC, an SEC-registered investment adviser and the manager of the Domini Social Equity Fund, an open-end mutual fund that has been an active proponent of shareholder proposals. The Fund, which now represents $1.1 billion, has submitted more than 250 shareholder proposals over the past twenty years on a broad range of social, environmental and governance issues. We view Rule 14a-8 as a critical governance tool that has enabled numerous constructive dialogues and policy changes and greatly value the opportunity to submit shareholder proposals as well as to vote on proposals submitted by other investors.

Thank you for the opportunity to comment on Staff's review of the application of Rule 14a-8(i)(9). We are concerned that a broad interpretation of the exclusion (and Staff's current interpretation, we believe, is already too broad) could transform this rarely used provision into the exception that swallows the rule. It is not difficult to foresee issuers challenging an expanding range of shareholder proposals on the grounds that they intend to offer a similar, "conflicting" proposal of their own, merely as a means to omit a shareholder proposal and limit shareholder choice. In our view, Staff should view (i)(9) challenges with some degree of skepticism, as good faith efforts to address an issue can frequently be worked out between management and proponents beforehand, obviating the need to consider (i)(9). There are, therefore, likely to be meaningful distinctions between these management and shareholder proposals that would present shareholders with the opportunity to send a clear message to the board. Staff should be reticent to limit such opportunities without a clear and direct conflict between the two proposals. For these reasons, we believe a narrow construction of (i)(9) is recommended. We note, below, that this narrow construction is entirely consistent with the original intent of the subsection, as described by a series of comment letters submitted by the issuer community.

We recommend that Staff issue a Staff Legal Bulletin containing the following elements, described in further detail below:

1. Conflicts under 14a-8(i)(9) should be limited to legal conflicts.
2. Non-binding shareholder proposals cannot conflict with binding proposals.
3. If Staff determines that there is, in fact, a legal conflict between a binding shareholder proposal and a management proposal, the proponent should be offered the opportunity to convert the

532 Broadway, 9th Floor | New York, NY 10012-3939 | Tel: 212-217-1100 | Fax: 212-217-1101
www.domini.com | info@domini.com | Investor Services: 1-800-582-6757 | DSIL Investment Services LLC, Distributor

proposal to a non-binding proposal, consistent with how Staff has treated other legal conflicts as described in Staff Legal Bulletin 14.

We do not believe a rulemaking is necessary or advisable to clarify subsection (i)(9).

The review of (i)(9) was prompted by a situation where corporate management was widely perceived to be engaged in a form of gamesmanship – offering a proxy access proposal that set the bar so high no shareholder could utilize the right, merely to fend off a shareholder proposal. As Chair White noted, "In impartially administering the rule, we must always consider whether our response would produce an unintended or unfair result. Gamesmanship has no place in the process."[1] We have learned from a series of letters submitted by the issuer community that the original intent of the rule was to eliminate a perceived form of gamesmanship *by shareholders* – the use of Rule 14a-8 to circumvent the solicitation rules. As discussed below, it is virtually impossible to utilize 14a-8 to offer counter proposals. The rule, however, has been applied where such abuses have not even been alleged. The issuer community is seeking an extremely broad and unreasonable reading of the subsection that would transform what was intended to be a rarely used prohibition of a very specific abuse of process into a trump card to be used by management any time they so choose.

Defining Conflicts as Inconsistent Mandates

You have suggested that the approach taken by the Staff under subsection (i)(9) has been to exclude proposals where inclusion could *"present alternative and conflicting decisions for shareholders"* and *"could provide inconsistent and ambiguous results."* The articulation of Staff's rationale has materially changed over time and, we believe, has strayed from the text and intent of the subsection. To the extent that this reflects the current view used by the Staff, we believe it is excessively broad, inconsistent with the text of the rule and not in the best interests of shareholders.

We believe the focus on "alternative" decisions for shareholders misreads the rule, which focuses on "conflicts," not choices. We do not believe that subsection (i)(9) was ever intended to prevent shareholders from considering clear and unambiguous alternatives.

The reference to "decisions for shareholders" and to "inconsistent and ambiguous results," is more problematic, however. Earlier iterations of this standard referenced the problem of an inconsistent and inconclusive "mandate" from shareholders. (See, e.g., ". . . a favorable shareholder vote on both management's and the proponent's proposal would result in an *inconsistent and inconclusive mandate* from the shareholders." *Pantepec Int'l, Inc.*(September, 1976) *(emphasis added)*).

This earlier formulation was closer to the mark. Staff's focus ought to be on whether the two proposals create a legal problem for the board – two inconsistent legal mandates – not on whether shareholders or directors might be faced with a difficult or confusing decision. Staff must therefore consider the legal implications of precatory proposals. Precatory proposals can never give rise to a "conflict." A majority vote in support of a non-binding shareholder proposal presents information to the board, but *does not create a legal mandate*. The board is free to ignore the precatory proposal. The fact that proxy advisory firms or other third parties may believe that a board should respond to a significant vote for a precatory proposal is immaterial. There will always be multiple demands made upon the board that Staff cannot possibly anticipate or mediate. The fact remains that there is a legal distinction between binding and non-

[1] http://www.sec.gov/news/speech/observations-on-shareholders-2015.html

binding proposals that Staff has failed to recognize in its application of (i)(9). **We therefore recommend that Staff issue guidance clarifying that Rule 14a-8(i)(9) refers to legal conflicts, and non-binding shareholder proposals cannot create a "conflict" for purposes of the rule.**

Staff should also be cognizant of the role of the board, and should not seek to supplant that role. Even where ambiguity is a possible outcome, the information is not necessarily unimportant or irrelevant. Ambiguous results can suggest to the board a degree of uncertainty with respect to its decision that may dictate changes or reconsideration. Resolution of any possible conflicts between a management proposal and a non-binding shareholder proposal are to be determined by the board of directors, presumably in consultation with shareholders. Any other result supplants the decision making process of the board by denying the board access to information about a more complete range of shareholder preferences on the matter at hand. This is one of the key benefits of the non-binding proposal – it can provide this kind of information to boards without dictating any actions. It is not the role of the Staff to determine, *ex ante*, that possibly ambiguous information should not be produced and should not be provided to the board for consideration. This interpretation does not protect shareholders but substitutes the decision of the Staff for the decision of the board. This is an inappropriate role for the Staff.

Indeed, the joint letter recently submitted by CalPERS and CalSTRS[2] makes a strong case that the presentation of alternative proxy access proposals has not, in fact, produced inconsistent or ambiguous results. As that letter noted, "shareowners clearly understood the intended impact of their votes, and companies were provided a clear and consistent view of their shareowners opinion, thanks to an explanation of the voting process provided by the companies." We also would note that the decisions of several companies this year to present both management and shareholder proxy access proposals on the same ballot demonstrates that doing so does not present any meaningful legal conflicts.

Precatory proposals can be used to take the temperature of shareholders on an issue and can provide a board with valuable information about shareholder preferences. These proposals, however, are merely advisory and cannot create anything in the nature of a legal conflict. We can conceive of no policy reason – or basis in the rule – to permit their exclusion simply because they present an alternative approach to a management proposal. To the contrary, in such situations they may provide particularly valuable information to the board.

We believe our recommended approach will eliminate confusion over Staff's standard of review, send a clear signal to both issuers and proponents, thereby reducing the volume of (i)(9) challenges, and allow shareholders to vote on alternative proposals to help inform the board's decision-making process. This should lead to better decision-making by the board.

The Process for Evaluating Direct Conflicts Between Binding Proposals

When evaluating two binding proposals that may be in direct conflict with each other, Staff should consider whether there are material differences between the management and shareholder proposal that would prevent the board from acting on both proposals. If the two proposals can co-exist, the shareholder proposal should be permitted.

In interpreting subsection (i)(9), Staff should also provide an opportunity to eliminate any direct conflict. This could include conversion of the proposal to a non-binding proposal. Staff currently permits

[2] http://www.sec.gov/comments/i9review/i9review-4.pdf

proponents to modify their proposals under certain circumstances, including converting binding to non-binding proposals if the binding nature of the proposal creates a conflict with state law. Although SLB 14 recognizes that state law draws a distinction between binding and non-binding proposals, in our view, Staff's decision-making has not sufficiently recognized this important legal distinction. Staff also permits other modifications to address other types of legal conflicts.[3] This accommodation would eliminate the conflict while preserving the opportunity for shareholders to vote on the shareholder proposal, and thereby provide valuable input to the board.

We would also encourage Staff to deny relief under (i)(9) to any company that is unable to present the text of its proposal along with its no-action request.[4] Rule 14a-8(i)(j) and (k) ensure a fair process, where Staff and proponents are in a position to fully evaluate any no-action requests. It is not possible to fully evaluate an (i)(9) challenge without comparing the provisions of the two proposals, as recommended in the subsection's accompanying note. While an issuer may describe specific points of conflict, the proposal should be evaluated in its entirety to ensure that there are no undisclosed provisions that negate the disclosed provisions (for example, a hypothetical proxy access proposal providing an access right to shareholders that control 3% of shares could be negated by an undisclosed provision that requires a twenty year holding period). This would also help ensure that the board has approved the proposal.

The comment letter submitted on behalf of the New York City Comptroller's Office provides important data in this regard, noting that thirteen companies that submitted no-action requests pursuant to (i)(9) after the *Whole Foods* decision argued that they intended to present proxy access proposals, but then failed to do so. In fact, eleven of these companies used their statements in opposition to argue against the entire concept of proxy access.[5] Clearly, in these cases, there was no legitimate intent to present a proxy access proposal. These efforts at gamesmanship can be eliminated if Staff requires that companies include in their no-action requests a board-approved management proposal.

Considerations of "Confusion" and "Ambiguity" are Inconsistent with the Text of the Rule

Any approach that requires Staff to make assumptions about the possibility of shareholder "confusion" -- an irrelevant consideration not referenced in the rule itself -- can only lead to inconsistent decision-making. Shareholder "confusion" is most likely to be caused by substantially *similar* proposals, not by proposals that offer clearly distinct approaches to the same issue. In general, management and shareholder proponents should be able to reach agreement on substantially similar proposals. Staff, therefore, is generally only faced with no-action requests under (i)(9) when the two proposals are materially different, and *least likely* to cause any confusion because they present shareholders with a clear, unambiguous choice.

The language of the subsection itself contradicts Staff's use of "confusion" and "ambiguity." The rule addresses proposals that "directly conflict." A *direct* conflict, by definition, is unambiguous. The Rule, by

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[3] Division of Corporation Finance: Staff Legal Bulletin No. 14 (July 13, 2001), available at https://www.sec.gov/interps/legal/cfslb14.htm

[4] For example, management proposals were not available to staff or proponents at the time of the initial no action request in *Whole Foods Market, Inc.* (December 1, 2014) or *Abercrombie & Fitch Co.* (May 2, 2005).

[5] Letter by Michael Garland on behalf of the New York City Comptroller's office (June 17, 2015), available at http://www.sec.gov/comments/i9review/i9review-7.pdf

its terms, addresses clear and "direct" conflicts. It does not appear to encompass subtle distinctions between proposals that may cause confusion and may, in fact, be able to coexist.

Whether or not shareholders may be confused by two proposals on the same topic, we would discourage the drastic remedy of exclusion to address this, which, in effect, denies choice to avoid confusion.

We would also suggest that much of the "confusion" that the issuer community claims stems from the presentation of two proposals on the same topic actually arises from management proposals that offer a right, such as proxy access, with one hand and withdraw it with the other – a right designed so that it could never be implemented. As Chair White put it, "What if management's proposal could be viewed as a proposal that, if adopted, may purport to provide shareholders with the ability to do something, such as call a special meeting or include a nominee for director in a company's proxy materials, but that, in fact, no shareholder would be able to meet the criteria to do so?"[6] Such a proposal may, indeed, present confusion to voters, and may incur opposition from investors, *with or without the inclusion of the shareholder proposal*. It remains management's prerogative to offer such proposals, but the confusion they create should not provide a basis for excluding a shareholder proposal on the same topic that presents a more sensible approach.

Although these types of management proposals may not offend subsection (i)(9), we would encourage Staff to remind issuers that it is their responsibility to ensure that the proxy statement does not contain any false or misleading statements. For example, issuers could be encouraged to use their statement in opposition to the shareholder proposal to explain the differences between the two proposals. Where the management proposal sets high thresholds, issuers should disclose the percentage of shareholders that are believed to meet that threshold. If a provision such as a holding period requirement or a requirement that only 'net long' holdings be eligible would effectively raise the threshold, this should be explained to shareholders. A management proposal labeled "proxy access" that includes provisions that make it practically impossible for any shareholder to use, should be deemed to be inherently misleading.

Rule 14a-8(i)(9) is not a "Subject Matter" Exclusion

The issuer community has offered several approaches to interpreting (i)(9) that are inconsistent with the intent of the rule – according to their own research – and with its plain terms.

For example, the Society of Corporate Secretaries argues that (i)(9) has consistently been applied to any shareholder proposal dealing with the same subject matter, "regardless of specific terms" of the proposals.[7] To the contrary, two proposals touching on the same topic may coexist without creating a conflict. The Society's overly broad reading of the provision would, in essence, eliminate the term "conflict" (it is certainly inconsistent with the more restrictive "directly conflicts") and open the door to a wide range of exclusions, simply because the two proposals touch on the same topic. The Society's proposal also appears to be inconsistent with the "Note to paragraph (i)(9)", included in the body of the rule, which states that: "A company's submission to the Commission under this section should specify the points of conflict with the company's proposal." This note suggests that the issuer will need to provide a clause-by-clause analysis of the two proposals and that this should form the basis of Staff's

[6] http://www.sec.gov/news/speech/observations-on-shareholders-2015.html

[7] Letter from Darla Stuckey on behalf of the Society of Corporate Secretaries and Governance Professionals, available at: http://www.sec.gov/comments/i9review/i9review-3.pdf.

determination. The note clearly anticipates that there may be *multiple* points of conflict to evaluate, meaning that the mere subject matter of the proposal cannot be determinative.

A rule permitting the exclusion of proposals touching on the same subject matter as a management proposal could easily have been written, but that would be a different rule. Rule 14a-8(i)(11), for example, permits the exclusion of a shareholder proposal that "substantially duplicates" a previously submitted shareholder proposal. It seems reasonable to conclude that (i)(9) was not intended to cover similar or duplicative proposals on the same subject matter, or the language of (i)(11) would have been repeated, or that provision would have been extended to management proposals. By its terms, (i)(9) was intended to cover direct conflicts.[8]

There is an internal contradiction in the Society's recommendation, however. The Society recommends that subject matter should be determinative "regardless of the approach of the conflicting proposal", "to the extent that there is a conflict." This is circular reasoning that fails to illuminate what "conflict" means. It undermines the Society's recommendation, tacitly acknowledging that conflicting same-subject proposals are a subset of same-subject proposals. In other words, the Society has acknowledged that (i)(9) does not simply apply to proposals dealing with the same subject matter, regardless of the specific terms. It deals with conflicting proposals on the same subject matter.

Rule 14a-8(i)(9) was Intended to Address a Rare Procedural Abuse

Issuers are simultaneously arguing that (i)(9) was intended to address a very specific and rare abuse of process -- counter proposals by shareholders that circumvent the solicitation rules -- and that it should be interpreted broadly to encompass counter proposals *by management* regardless of whether there has been any abuse of process. We would submit that these two positions are, to quote a phrase, in direct conflict.

Although the original intent of the exclusion appears to be unclear, a consistent view has been presented by the issuer community in several comment letters: "to prevent shareholders from using Rule 14a-8 to mount proxy contests without complying with the rules relating to proxy contests."[9] Since 1967, according to the letter submitted by Gibson Dunn & Crutcher LLP *et al* (the "law firm letter"), "the SEC has neither made any substantive changes to the exclusion nor provided much in the way of substantive interpretive guidance."[10] The 1982 Release, the letter notes, referred to shareholder proposals that are "counter to a proposal submitted by the issuer at the meeting" as an "abuse" of the process.[11]

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[8] The Society refers to the Adopting Release and its reference to "subject matter" in explaining the intent behind (i)(9), arguing that "the deliberate use of 'subject matter' rather than, e.g., terms, conditions, particulars, details, etc., is important. If management is including a proposal (e.g., to declassify the board, adopt majority voting, approve an equity compensation plan, or implement proxy access for shareholders to nominate directors), any shareholder proposal dealing with the same subject matter should be excluded to the extent that there is a conflict between the management proposal and the shareholder proposal regardless of the approach of the conflicting proposal (e.g., reflecting opposite approaches to an issue)." There is no evidence that the use of the generic term "subject matter" was intended to be particularly significant, or anything other than a synonym for substance, details, etc.

[9] Letter submitted by Gibson Dunn & Crutcher LLP; Morrison & Foerster LLP Sidley Austin LLP; Skadden, Arps, Slate, Meagher & Flom LLP; and Wilmer Cutler Pickering Hale and Dorr LLP (June 10, 2015), available at http://www.sec.gov/comments/i9review/i9review-5.pdf

[10] The "directly conflicts" language added in 1998 was intended to reflect the Division's longstanding interpretation. Toward the end of the law firm letter, in summation, the intent of the rule is restated: "to ensure that shareholders are not presented with 'alternative and conflicting decisions' and that the inclusion of a shareholder proposal will not result in 'inconsistent and ambiguous results.'" The letter fails to acknowledge that these are inconsistent statements,

The original intent of the subsection and its successor formulations was therefore to prohibit solicitations in opposition to management proposals. If this is indeed the rationale behind the original prohibition on "counter proposals", then it is quite clear that the exemption was based on the *sequencing of proposals*, and was intended to be used *infrequently*. The law firm letter's assertion that the sequencing of the proposals "is not a consideration encompassed by the text of the rule" ignores its own assertions about the history of the rule, recounted above. The rule is grounded in a prohibition on counter proposals offered by shareholders, and a counter proposal must come second.

In addition to sequencing, public notice is also critical. In order to solicit votes in opposition to a management proposal, or to offer a "counter proposal", one must first have access to the management proposal, or at least know of its existence. Shareholder proposals, however, are required to be submitted not less than 120 days before proxy statements are printed, which generally contain the first public disclosure of the annual meeting agenda. Unless management has publicly announced its intention to submit a particular proposal to a vote before the proposal filing deadline—including the terms of that proposal—a shareholder proposal cannot be considered a solicitation "opposing a proposal supported by management." This is largely a hypothetical abuse of process that is generally not available to shareholders, except, perhaps, on very rare occasions (*Northern States Power Company* (July 25, 1995)(Shareholder proposal requesting that the board of directors require management to negotiate a more equitable merger agreement excludable as 'counter to a proposal to be submitted by management.') This subsection was presumably crafted to deal with those very rare occasions. So rare, in fact, that they were deemed to be an "abuse" of process.

In reality, the shareholder proposal either accidentally coincides with a management proposal on the same topic, or management responds to the shareholder proposal with a proposal of its own. Neither situation can be considered an "abuse" by shareholders, as suggested by the 1982 Release.

Issuers are asking Staff to interpret (i)(9) to permit the exclusion of shareholder proposals any time a counter proposal has been offered *by management.* If the basis for the exclusion is to avoid the abuse of process described above, then *the exclusion should not apply when the announcement of the management proposal follows the submission of the shareholder proposal.* In these cases, the shareholder is clearly not seeking to solicit votes in opposition to management, and, by definition, has not offered a "counter proposal." It would be more accurate to say that management is seeking to solicit votes in opposition to the shareholder proposal. We have not seen any rationale why that prerogative of management should trump shareholders' right to submit an otherwise valid proposal.

Not only does this reverse the intent of the subsection, as explained by the law firm letter, it eliminates the concept of a 'direct conflict' from the rule and converts what was intended to be a narrow exemption to deal with a rare abuse of process into a trump card to be used at management's discretion.

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and that Staff's interpretation of the exclusion has changed over time from a focus on conflicting "mandates" to confusion in the voting process. As discussed above, the latter standard does not appear to be grounded in the text or the original intent of the rule.

[11] The original classification of counter proposals as an "abuse" of process suggests that these situations were considered extreme and, presumably, rare. It supports the notion that the original intent was for (i)(9) to be a rarely used exclusion to deal with actions that fell outside the realm of acceptable behavior.

Why would a provision designed to prevent a very specific abuse of process (non-compliance with the solicitation rules) be applicable when there has been no such abuse? We've seen no meaningful response to this question. The Society of Corporate Secretaries questions the logic of what they are calling the "first to propose theory." As the Faegre Baker Daniels letter puts it, "Was the board's action 'in response to' the shareholder proposal? ... Why does it matter?" It matters, because these scenarios undercut the very rationale these letters offer for the exclusion. Again, it is difficult to see how one can simultaneously argue that 1) the subsection was crafted to deal with a very specific abuse of process and 2) the subsection should be available to management any time they receive a controversial shareholder proposal – in essence, a trump card. They are arguing that the exemption is both very narrow and very broad at the same time.

The argument that this "first to propose" analysis presents insurmountable practical obstacles to Staff, requiring Staff to engage in mind-reading, is similarly without basis. To determine whether a shareholder counter proposal is being offered, it is only necessary to determine when the management proposal was publicly announced.

Rule 14a-8(i)(9) Should Not be Invoked to Raise Support for Management Proposals

Issuers are also asking Staff to exclude proposals, in effect, *because they may present more favorable terms than management proposals*. This is a very curious request. They are essentially asking Staff to consider the possibility that shareholders may express strong support for the shareholder proposal, and exclude it *on that basis*, because a strong vote for the shareholder proposal will either raise opposition to management from proxy advisory firms or because it may diminish votes for the less favored management proposal. This argument is presented in the context of avoiding "confusion", but confusion is not at issue here.

The law firm letter and the Business Roundtable, for example, cited an example from this proxy season where BorgWarner's management-sponsored special meeting proposal received more votes than a shareholder proposal on the same topic, but failed to pass.[12] The implicit suggestion here is that, in the absence of the shareholder proposal, additional shareholders would have voted for the management proposal. The shareholder proposal, in other words, did not cause confusion or present any legal conflicts, it presented a preferable option favored by a strong percentage of shareholders (a 20% threshold, as opposed to a 25% threshold to call a special meeting[13]). Had the shareholder proposal been excluded, some additional shareholders may have voted for the management proposal, but, given a choice, it is clear that these shareholders preferred the shareholder sponsored proposal with a lower threshold. Is the purpose of (i)(9) to ensure that shareholders have fewer choices so that management can pass its own proposals? The issuer community has argued that this is not its purpose -- its purpose was to avoid abuses of the solicitation rules. No such abuse is alleged here.

The BorgWarner proxy statement contains a clear solution to the problem, which relies upon the legal distinction between binding and precatory proposals:

> "If both Proposal 6 [the management proposal] and Proposal 7 [the shareholder proposal] are approved, the Company will implement Proposal 6 and not act on Proposal 7. The Company will

[12] See, also, http://www.sec.gov/comments/i9review/i9review-5.pdf, at fn. 19.

[13] The management proposal also required that shares be held 'net long' for at least one year to qualify, which would effectively raise the threshold.

> consider approval of Proposal 6 as supporting the implementation of Proposal 6 even if Proposal 7 is approved. The Company believes that this approach is appropriate because approval of Proposal 6 requires a supermajority vote of stockholders and is necessary to amend the Certificate under Delaware law. In contrast, approval of Proposal 7 is advisory and non-binding on the board."[14]

In other words, there is no issue here, and certainly no confusion, except the fact that BorgWarner could not get sufficient support for its proposal, which may have been true even if the shareholder proposal had been excluded. Management now has the terms of the shareholder proposal to draw from to modify its special meeting requirements if it so chooses, and to accommodate the desires of shareholders. It now should have a better sense of shareholder preferences than if the shareholder proposal had been excluded. This seems to be a far more efficient and democratic process than eliminating shareholder choice.

The arguments outlined in these letters also ignore the different position of shareholders and managers under Rule 14a-8. The exclusions go only one way. The company has the capacity to strategically eliminate a shareholder proposal by presenting a conflicting alternative under (i)(9). Shareholders have no similar rights. Thus, where shareholders knowingly or unknowingly provide an alternative to management, they do not deprive shareholders of a right to vote on the company's proposal. This is a far cry from strategic use of the exclusion to deprive shareholders of the opportunity to vote on different approaches to the same issue, and to deprive the board of this potentially valuable information.

Conclusion

It has been argued that a narrow construction of (i)(9) would stifle management-shareholder dialogue and discourage issuers from addressing shareholder concerns by submitting their own proposals to a vote. To the contrary, nothing stifles dialogue faster than an automatic exclusion, particularly exclusions that are subject-matter based. If Staff pays no attention to the substance of the two proposals, there is little incentive for management to do so. A pure subject matter based exclusion discourages engagement on the specific terms of the proposals and encourages management to jump the gun and submit proposals merely to stifle shareholder debate on controversial issues. It is both counter-intuitive and counter-factual to assert that the exclusion of shareholder proposals promotes constructive dialogue.

It has also been suggested that exclusions under (i)(9) further the intent of Rule 14a-8 by preserving the opportunity for shareholders to vote on the issue, because shareholders are free to vote against the management proposal if they so choose. Rule 14a-8, however, permits shareholders to present issues on the proxy statement in their own words. A construction of the rule that equates this right to "voting against management's proposal" would be a negation of the rule.[15] A broad interpretation of (i)(9) could transform this rarely used provision into the exception that swallows the rule.

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[14] http://www.borgwarner.com/en/Investors/investortoolbox/2015%20Proxy%20FINAL%20PDF%20Book%20Proof-03182-15.pdf at 48.

[15] There may be rare cases where the management and shareholder proposals essentially negate each other – a vote for one is a vote against the other. In such cases, shareholders arguably have the opportunity to express their views simply by opposing the management proposal. But it is difficult to conceive of such a case, and if two such proposals were allowed to proceed to a vote, they would presumably provide clear guidance to the board because they represent a clear choice -- no informed voter would support both. The Society of Corporate Secretaries, by favoring a "subject matter" exclusion, however, is counseling Staff to exclude a much wider range of shareholder proposals than these true directly conflicting proposals.

In your speech to the PLI, you noted that assessing bad faith "could be a perilous task." We agree.[16] Establishing a clear, bright line approach to (i)(9) as we recommend, consistent with the wording of the subsection, would dramatically reduce the opportunity for gamesmanship and avoid the need for Staff to delve into those perilous waters. Our recommended approach, first suggested by the Council of Institutional Investors and endorsed by CalPERS and CalSTRS – non-binding proposals cannot "conflict" with management proposals – would satisfy issuers' and proponents' need for clarity and would eliminate any meaningful legal conflicts that "conflicting" proposals may create. Our proposal to permit conflicting binding proposals to be re-characterized as non-binding proposals would eliminate the need for any investigation into issuer or shareholder motives, while preserving both shareholder democracy and management's right to submit alternative proposals to a vote.

Thank you again for the opportunity to comment on this review. I can be reached at [redacted] if any further information would be helpful.

Sincerely,

Adam Kanzer
Managing Director

[16] It is not necessary or advisable for Staff to seek to ascertain the true intentions of management. The letters submitted by the issuer community imply the need to assess the intentions of *proponents*. They suggest that proponents are committing an "abuse" of process. Abuses of process can only be committed intentionally. It is therefore not management's state of mind that is at issue here, but the proponent's. If the proponent had no way of knowing that management intended to submit a proposal on the same topic, then there has been no abuse of process.

Title 17—Commodity and Securities Exchanges

CHAPTER II—SECURITIES AND EXCHANGE COMMISSION

[Release Nos. 34-12999, 35-19771, IC-9539]

PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

Adoption of Amendments Relating to Proposals by Security Holders

The Securities and Exchange Commission today announced that it has adopted certain amendments to Rule 14a-8 (17 CFR 240.14a-8) under Section 14(a) of the Securities Exchange Act of 1934 ("Exchange Act") (15 U.S.C. 78a et seq., as amended by Pub. L. No. 94-29 (June 4, 1975)). Rule 14a-8 is the provision in the Commission's proxy rules which sets forth the requirements applicable to proposals submitted by security holders for inclusion in the proxy soliciting materials of issuers. The proxy rules are promulgated under the Exchange Act but also are applicable to the solicitation of proxies under the Public Utility Holding Company Act of 1934 (15 U.S.C. 79a et seq., as amended by Pub. L. No. 94-29 (June 4, 1975)) and the Investment Company Act of 1940 (15 U.S.C. 80a-1 et seq., as amended by Pub. L. No. 94-29 (June 4, 1975)).

Notice of the proposed amendments to Rule 14a-8 was published on July 7, 1976 in Securities Exchange Act Release No. 34-12598 (41 FR 29982).[1] A number of helpful comments were received from the public and were given careful consideration in connection with the preparation of the final revisions. In addition to the public commentary, the amendments adopted today also reflect the past experience of the Commission and its staff in administering Rule 14a-8.

The Commission wishes to emphasize that the amendments which it has adopted are not intended as a final resolution of the questions and issues relating to shareholder participation in corporate governance and, more generally, shareholder democracy. The Commission intends to study these issues on a broader basis and the staff is presently formulating proposals for such a study. In the interim the staff will monitor the operation of these shareholder proposal provisions to assess their impact on the proxy soliciting process.

The Commission believes the amendments discussed herein will benefit both issuers and their security holders. Among other things, the amendments clarify the procedural requirements applicable to proponents and managements in connection with stockholder proposals and codify certain prior interpretative positions taken by the Commission's staff. The amendments are discussed below in the order in which they appear in the rule.

PROCEDURAL REQUIREMENTS FOR PROPONENTS—RULE 14a-8(a) (17 CFR 240.14a-8(a))

Paragraph (a), as amended, contains four subparagraphs, each dealing with a specific procedural requirement that must be complied with by proponents.

(1) *Eligibility.* Subparagraph (a)(1) sets forth the requirements that a proponent must satisfy in order to be eligible to submit proposals. The subparagraph, which is unchanged from the form in which it was proposed for comment, retains the traditional requirement that a proponent must be a security holder entitled to vote at the meeting at which he intends to present his proposal for action. In addition, the provision codifies certain interpretative positions expressed by the Commission's staff in the past with respect to beneficial ownership, voting rights, and continuous ownership of the issuer's securities.

As revised, the subparagraph states that a proposal may be submitted not only by a record owner of a security of the issuer, but also by a beneficial owner as well. However, if a proponent claims to have a beneficial ownership interest, he must be prepared to document that interest within 10 business days after receiving a request for appropriate documentation from the management. The term "business days," as used in subparagraph (a)(1) and in other provisions of the revised rule, is intended to mean all calendar days except Saturdays, Sundays and national holidays.

The subparagraph further provides that the security owned by the proponent must be one which would enable him to vote on his proposal at the meeting of security holders. Thus, under this provision a proponent could not submit a proposal that goes beyond the scope of his voting rights. For example, a proponent who owned a security that could be voted on the election of some of the issuer's directors but on no other matters could not submit a proposal relating to the issuer's business activities, since he would not be able to vote on it personally.

Finally, the subparagraph states that the proponent must own a voting security at the time he submits his proposal and he must continue to own that security through the date on which the meeting is held. In this regard, the amended rule provides that in the event the management included a proponent's proposal in its proxy materials for a particular meeting and the proponent failed to comply with the requirement that he continuously own his security through the meeting date, the management could then exclude from its proxy materials for any meeting held in the following two calendar years any proposals submitted by that proponent. The purpose of this latter provision is to assure that the proponent will maintain an investment interest in the issuer through the meeting date.

It also should be noted that several commentators urged the Commission to adopt additional eligibility requirements. Among such recommendations were that the proponent be required to have been a security holder of the issuer for a minimum period of time (e.g., six months or one year) prior to the submission of his proposal, or that the proponent be required to own at the time of submission a minimum investment interest in the issuer, either in terms of a minimum number of shares or a minimum dollar amount according to the market value of the securities. The Commission has carefully considered these comments and determined that there is not sufficient justification for implementing them. In arriving at this position, the Commission has noted, among other things, that the current eligibility requirements have been in operation for many years and generally have not been abused.

(2) *Notice.* Subparagraph (a)(2) of the amended rule retains the requirement of the former rule that the proponent must provide written notice to the management of his intention to appear personally at the meeting to present his proposal for action. Some commentators criticized the requirement of personal attendance at the meeting on the ground that, in reality, the proposal is "presented" to most security holders for their action when it is included in the proxy statement. While the Commission does not disagree with the significance these commentators have assigned to the proxy statement, it nevertheless believes that the notice requirement serves a useful purpose. That is, it provides some degree of assurance that the proposal not only will be presented for action at the meeting (the management has no responsibility to do so), but also that someone will be present to knowledgeably discuss the matter proposed for action and answer any questions which may arise from the shareholders attending the meeting.

The subparagraph also contains a provision which has been adopted in recognition of the fact that many proponents are unaware of the notice requirement at the time they submit their proposals and therefore unintentionally fail to comply with it. Specifically, the subparagraph permits a proponent who is unaware of the notice requirement at the time of submission to furnish the requisite notice within 10 business days after being made aware of the requirement by the management. The specific time deadline of 10 business days was substituted in the subparagraph at the suggestion of several commentators, who expressed the view that the "reasonable time" deadline proposed in Release No. 34-12598 for the furnishing of the requisite notice was unnecessarily vague.

The Commission also has amended the subparagraph to make it clear that a proponent who furnishes the requisite notice in good faith but subsequently determines that he will be unable to appear at the meeting may arrange to have another security holder of the issuer pre-

[1] A companion release also was issued on July 7, 1976 discussing the informal procedures for the rendering of advice by the Commission's staff with respect to stockholder proposals. See Release No. 34-12599 (41 FR 29989).

ITT

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January 12, 2018

BY ELECTRONIC MAIL TO SHAREHOLDERPROPOSALS@SEC.GOV

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

Re: ITT Inc. - Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

This letter and the enclosed materials are submitted by ITT Inc., an Indiana corporation (the "*Company*"), to request confirmation from the staff of the Division of Corporation Finance (the "*Staff*") that it will not recommend enforcement action to the United States Securities and Exchange Commission (the "*Commission*") if the Company excludes the shareholder proposal described herein (the "*Shareholder Proposal*") submitted by John Chevedden (the "*Proponent*") from the proxy materials for the Company's 2018 Annual Meeting of Shareholders. For the reasons set forth below, the Company intends to exclude the Shareholder Proposal from its proxy materials in reliance on Rule 14a-8(i)(9) under the Securities Exchange Act of 1934.

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are emailing this letter to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Shareholder Proposal from its 2018 proxy materials. In addition, we hereby inform the Proponent that if he elects to submit any correspondence to the Commission or the Staff with respect to the Shareholder Proposal, he should provide a copy of that correspondence concurrently to the undersigned.

THE SHAREHOLDER PROPOSAL

The Shareholder Proposal states:

> Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of

> 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). In other words this proposal asks for adoption of the most shareholder-friendly version of the shareholder right to call a special meeting as permitted by state law. This proposal does not impact our board's current power to call a special meeting.

A copy of the Shareholder Proposal and accompanying explanatory statement is attached hereto as Exhibit A.

BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur in its view that the Company may exclude the Shareholder Proposal from its 2018 proxy materials pursuant to Rule 14a-8(i)(9), which provides that a shareholder proposal may be omitted from a company's proxy materials if the proposal "directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." The Company intends to include a proposal at its 2018 Annual Meeting of Shareholders to seek shareholder ratification of existing provisions in the Company's Articles of Incorporation and By-laws that permit shareholders of record having an aggregate "net long position" of at least 35% of the voting power of the outstanding capital stock of the Company to call a special meeting of shareholders (the "*Company Proposal*"). The applicable provisions of the Company's Articles of Incorporation and By-laws are set forth in Exhibit B and Exhibit C, respectively. The Shareholder Proposal directly conflicts with the Company Proposal because shareholders could not logically vote to both reduce and maintain the percentage of shareholders who must collectively act in order to call a special meeting of shareholders. Instead, a vote for the Shareholder Proposal would be tantamount to a vote against the Company Proposal, and vice versa. This is precisely the type of conflict which Rule 14a-8(i)(9) is intended to prevent.

ANALYSIS

The Shareholder Proposal may be excluded under Rule 14a-8(i)(9) because it seeks to deal with a matter that directly conflicts with the Company Proposal.

The Company may exclude the Shareholder Proposal under Rule 14a-8(i)(9) because it directly conflicts with the Company Proposal. In order for a direct conflict to be present, the Commission has confirmed that it is not necessary that the shareholder and company proposals "be identical in scope or focus." Exchange Act Release No. 34-40018, n. 27 (May 21, 1998). In Staff Legal Bulletin No. 14H (Oct. 22, 2015) ("*SLB No. 14H*"), the Staff clarified its interpretation of Rule 14a-8(i)(9). Instead of focusing "on the potential for shareholder confusion and inconsistent mandates" in requesting exclusion under Rule 14a-8(i)(9), SLB No. 14H directs that the Staff focus on "whether there is a direct conflict between the management and shareholder proposals." SLB No. 14H further provides that "a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, *i.e.*, a vote for one proposal is tantamount to a vote against the other proposal."

SLB No. 14H provides two examples of shareholder proposals that would be excludable under this standard, (i) a proposal seeking a vote against a merger that conflicted with a company proposal asking shareholders to approve the merger and (ii) a proposal requesting a separate chairman and CEO that conflicted with a company proposal to require that the CEO serve as chairman. SLB No. 14H also confirmed that a precatory shareholder proposal would present a direct conflict, and therefore be subject to exclusion under Rule 14a-8(i)(9), if a vote in favor of the shareholder proposal would be tantamount to a vote against management's proposal.

Consistent with the examples described in SLB No. 14H for which exclusion of the shareholder proposal would be appropriate under Rule 14a-8(i)(9), the Shareholder Proposal is in direct conflict with the Company Proposal. The Company Proposal requests that the Company's shareholders ratify current provisions of the Company's Articles of Incorporation and By-laws, which provide that shareholders may collectively act to call a special meeting only if shareholders of record holding an aggregate "net long position" of at least 35% of the voting power of the Company's outstanding capital stock properly submit a special meeting request. Conversely, the Shareholder Proposal requests that the Company's board of directors take the steps necessary to amend the Company's governance documents to reduce to 10% the aggregate number of holders who may call a special meeting of shareholders. The Company's shareholders cannot logically vote to ratify the current 35% threshold for shareholders while at the same time voting to reduce the threshold to 10%, and it would not be possible to fully implement both proposals if each were to be approved. The proposals are mutually exclusive and the Shareholder Proposal is accordingly subject to exclusion under Rule 14a-8(i)(9).

In addition, allowing the Company to exclude the Shareholder Proposal under Rule 14a-8(i)(9) would be consistent with the Staff's treatment of comparable conflicts between shareholder and management proposals both before and after the issuance of SLB No. 14H. Most significantly, the Staff recently permitted exclusion of a substantially similar proposal to reduce the percentage of shareholders required to call a special meeting of shareholders that conflicted with a management proposal to ratify the existing standard. *See AES Corporation* (Dec. 19, 2017) (concluding the shareholder proposal to reduce the percentage of shareholders required to call a special meeting to 10% "directly conflicts with management's proposal" to ratify the existing 25% standard "because a reasonable shareholder could not logically vote in favor of both proposals"). This precedent is consistent with other precedents allowing exclusion of a shareholder proposal under Rule 14a-8(i)(9) since the issuance of SLB No. 14H. *See Illumina, Inc.* (Mar. 18, 2016) (finding a shareholder proposal to remove supermajority voting standards from the company's charter and bylaws directly conflicted with management's proposal to ratify such standards); *Medizone International, Inc.* (Oct. 7, 2016) (concluding a shareholder proposal to increase the number of authorized shares by 55 million directly conflicted with management's proposal to increase the number of authorized shares by 105 million); *Huron Consulting Group Inc.* (Jan. 4, 2017) (finding that a shareholder proposal to replace the company's auditor directly conflicted with management's proposal to ratify the appointment of the auditor). Furthermore, these recent letters are consistent with Staff precedent prior to the issuance of SLB No. 14H that allowed the exclusion of shareholder proposals regarding governance measures that directly conflicted with management proposals. *See, e.g., Equinix, Inc.* (Mar. 17, 2011) (permitting

exclusion of a shareholder proposal to alter voting standards when management proposed alternative voting standards); *Herley Industries, Inc.* (Nov. 20, 2007) (permitting exclusion of a shareholder proposal to provide a majority vote standard for director elections when management's proposal would maintain the existing plurality vote standard and add a director resignation policy to the bylaws); *Bureau of National Affairs* (Feb. 21, 1995) (permitting exclusion of a shareholder proposal seeking the retention of an independent advisor for the purpose of facilitating a sale of the company when management's proposal provided that the board of directors would not actively solicit offers to sell the company or hire a broker or financial adviser for that purpose).

CONCLUSION

For the reasons set forth above, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company excludes the Shareholder Proposal and the supporting statement from the proxy materials for its 2018 Annual Meeting of Shareholders in reliance on Rule 14a-8(i)(9).

If the Staff has any questions regarding this request or requires additional information, please contact me at (914) 641-2186. In addition, if the Staff disagrees with the Company's view that it may omit the Shareholder Proposal for the reasons set forth herein, the Company requests the opportunity to confer with the Staff prior to the final determination of the Staff's position.

Very truly yours,

Lori B. Marino

cc: John Chevedden

David B. H. Martin, Covington & Burling LLP
Matthew C. Franker, Covington & Burling LLP

Exhibit A- Shareholder Proposal

JOHN CHEVEDDEN
***

Ms. Lori B. Marino
Corporate Secretary
ITT Corporation (ITT)
1133 Westchester Ave
White Plains NY 10604
PH: 914-641-2186
FX: 914-696-2990

REVISED 27 NOV 2017

Dear Ms. Marino,

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 captializtion of our company.

This proposal is for the next 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

November 10, 2017
Date

cc: Danielle Bagatta <danielle.bagatta@itt.com>

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

[ITT – Rule 14a-8 Proposal, November 10, 2017 | Revised November 27, 2017]11-27
[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting Improvement

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). In other words this proposal asks for adoption of the most shareholder-friendly version of the shareholder right to call a special meeting as permitted by state law. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways (written consent completely lacking at ITT) to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

This proposal is of particular importance to ITT shareholders because ITT shareholders completely lack the ability to act by written consent since shareholder written consent is not allowed under the lax corporation laws of Indiana.

ITT currently requires 35% of shares to call a special meeting. This is a sad joke of a shareholder right. If 35% of shares have to go through the tedious process to call a special meeting – then it is likely that the topic for the special meeting would probably get overwhelming support of 70% or more in a meeting that needed only 51% for approval.

Please vote to enhance management accountability to shareholders:
Special Shareholder Meeting Improvement – Proposal [4]
[The line above is for publication.]

John Chevedden, *** sponsors this proposal.

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

Applicable Provisions of the Amended and Restated Articles of Incorporation of ITT Inc.

ARTICLE FIFTH

. . . .

(b) Special meetings of shareholders of the Corporation may be called only (i) by the Chairman of the Board of Directors, (ii) by a majority vote of the entire Board of Directors or (iii) by the Secretary of the Corporation upon the written request (a "Special Meeting Request") of shareholders of record having, as of the date of the Special Meeting Request, an aggregate "net long position" of at least 35% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote on the matter or matters to be brought before the proposed special meeting (provided that such Special Meeting Request complies and is in accordance with the By-laws of the Corporation), and may not be called by any other person or persons. "Net long position" shall be determined with respect to each requesting holder in accordance with the definition thereof set forth in Rule 14e-4 under the Securities Exchange Act of 1934, provided that (x) for purposes of such definition, in determining such holder's "short position," the reference in such Rule to "the date that a tender offer is first publicly announced or otherwise made known by the bidder to holders of the security to be acquired" shall be the date of the relevant Special Meeting Request and the reference to the "highest tender offer price or stated amount of the consideration offered for the subject security" shall refer to the closing sales price of the Corporation's common stock on the New York Stock Exchange on such date (or, if such date is not a trading day, the next succeeding trading day) and (y) the "net long position" of such holder shall be reduced by the number of shares as to which such holder does not, or will not, have the right to vote or direct the vote at the proposed special meeting or as to which such holder has entered into any derivative or other agreement, arrangement or understanding that hedges or transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of such shares. The "net long position" shall be determined in good faith by the Board, which determination shall be conclusive and binding on the Corporation and the shareholders.

The Company's complete Amended and Restated Articles of Incorporation were filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on May 16, 2016.

Exhibit C

Applicable Provisions of the Amended and Restated By-laws of ITT Inc.

1.4. *Special Meetings of Shareholders.* (a) Except as otherwise expressly required by applicable law, special meetings of shareholders or of any class or series entitled to vote may be called for any purpose or purposes by the Chairman, by a majority vote of the entire Board or by the Secretary upon written request in accordance with the Corporation's Articles of Incorporation, as amended from time to time (the "Articles of Incorporation"), and these By-laws to be held at such date, time and place (within or outside the state of Indiana) as shall be determined by the Board and designated in the notice thereof. Only such business as is specified in the notice of any special meeting of shareholders shall come before such meeting.

(b) A special meeting of shareholders shall be called by the Secretary at the written request or requests (each, a "Special Meeting Request" and, collectively, the "Special Meeting Requests") of shareholders who are shareholders of record having, as of the date on which such Special Meeting Request is delivered to the Secretary, an aggregate "net long position" (as defined in Article Fifth of the Articles of Incorporation) of at least 35% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote on the matter or matters to be brought before the proposed special meeting of shareholders (the "Requisite Percentage") if such Special Meeting Request complies with the requirements of Section 1.4(c) and all other applicable sections of the Articles of Incorporation and these By-laws. The Board shall determine in good faith whether all requirements set forth in these By-laws have been satisfied and such determination shall be binding on the Corporation and its shareholders.

(c) A Special Meeting Request must be delivered by hand or by registered United States mail or courier service, postage prepaid, to the attention of the Secretary. A Special Meeting Request to the Secretary shall be signed and dated by each shareholder of record (or a duly authorized agent of such shareholder) requesting the special meeting of shareholders (each, a "Requesting Shareholder"), shall comply with the shareholder notice and information requirements for annual meetings of shareholders set forth in Sections 1.6(b) through 1.6(d) and, if applicable, the shareholder notice and information requirements for nominations of a person or persons for election as Director(s) as set forth in Section 2.3(a) of these By-laws, and shall also include (i) a statement of the specific purpose or purposes of the special meeting, (ii) the matter(s) proposed to be acted on at the special meeting, (iii) the reasons for conducting such business at the special meeting, (iv) the text of any resolutions proposed for consideration, (v) an acknowledgement by the Requesting Shareholder(s) and the beneficial owners, if any, on whose behalf the Special Meeting Request(s) are being made that any reduction in the aggregate net long position of the Requesting Shareholder(s) below the Requisite Percentage following the delivery of the Special Meeting Request shall constitute a revocation of such Special Meeting Request, and (vi) documentary evidence that the Requesting Shareholders own the Requisite Percentage as of the date of such written request to the Secretary; provided, however, that, if the Requesting Shareholders are not the beneficial owners of the shares representing the Requisite Percentage, then to be valid, the Special Meeting Request(s) must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request(s), such documentary evidence must be delivered to the Secretary within 10 business days after the date on which the Special Meeting Request(s) are delivered to the Secretary) that the beneficial owners on whose behalf the Special Meeting Request(s) are made beneficially own the Requisite Percentage as of the date on which such Special Meeting Request(s) are delivered to the Secretary. In addition, the Requesting Shareholders and the beneficial owners, if any, on whose behalf the

Special Meeting Request(s) are being made shall promptly provide any other information reasonably requested by the corporation.

(d) Notwithstanding the foregoing provisions of this Section 1.4, a special meeting of shareholders requested by shareholders shall *not* be held if (i) the Special Meeting Request does not comply with this Section 1.4, (ii) the Special Meeting Request relates to an item of business that is not a proper subject for shareholder action under applicable law, (iii) the Special Meeting Request is received by the Secretary during the period commencing 90 calendar days prior to the first anniversary of the date of the immediately preceding annual meeting of shareholders and ending on the date of the next annual meeting, (iv) an annual or special meeting of shareholders that included an identical or substantially similar item of business ("Similar Business") was held not more than 120 calendar days before the Special Meeting Request was received by the Secretary, (v) the Board or the Chairman of the Board has called or calls for an annual or special meeting of shareholders to be held within 90 calendar days after the Special Meeting Request is received by the Secretary and the business to be conducted at such meeting includes Similar Business, or (vi) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or other applicable law. For purposes of this Section 1.4(d), the nomination, election or removal of Directors shall be deemed to be Similar Business with respect to all items of business involving the nomination, election or removal of Directors, changing the size of the Board and filling vacancies and/or newly created directorships resulting from any increase in the authorized number of Directors. The Board shall determine in good faith whether the requirements set forth in this Section 1.4(d) have been satisfied.

(e) In determining whether a special meeting of shareholders has been requested by the record holders of shares representing in the aggregate at least the Requisite Percentage, multiple Special Meeting Requests delivered to the Secretary will be considered together only if (i) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at the special meeting (in each case as determined in good faith by the Board), and (ii) such Special Meeting Requests have been dated and delivered to the Secretary within 60 days of the earliest dated Special Meeting Request. A Requesting Shareholder may revoke a Special Meeting Request at any time by written revocation delivered to the Secretary and if, following such revocation, there are outstanding un-revoked requests from Requesting Shareholders holding less than the Requisite Percentage, the Board may, in its discretion, cancel the special meeting of shareholders. If none of the Requesting Shareholders appears or sends a duly authorized agent to present the business to be presented for consideration that was specified in the Special Meeting Request, the corporation need not present such business for a vote at such special meeting of shareholders.

(f) Special meetings of shareholders shall be held at such date, time and place as may be fixed by the Board in accordance with these By-laws; provided, however, that in the case of a special meeting requested by shareholders, the date of any such special meeting shall not be more than 90 calendar days after a Special Meeting Request that satisfies the requirements of this Section 1.4 (or, in the case of multiple Special Meeting requests, the last Special Meeting Request necessary to reach the Requisite Percentage) is received by the Secretary.

The Company's complete Amended and Restated By-laws were filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on May 16, 2016.