



DIVISION OF
CORPORATION FINANCE

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

December 18, 2018

Scott H. Kimpel
Hunton Andrews Kurth LLP
skimpel@huntonak.com

Re: DTE Energy Company
Incoming letter dated December 4, 2018

Dear Mr. Kimpel:

This letter is in response to your correspondence dated December 4, 2018 concerning the shareholder proposal (the "Proposal") submitted to DTE Energy Company (the "Company") by Kenneth Fink (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. 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,

M. Hughes Bates
Special Counsel

Enclosure

cc: Kenneth Fink

December 18, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: DTE Energy Company
Incoming letter dated December 4, 2018

The Proposal relates to an assessment.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. 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(e)(2).

Sincerely,

Kasey L. Robinson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

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

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

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

December 4, 2018

VIA EMAIL (shareholderproposals@sec.gov)

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

**Re: DTE Energy Company
Shareholder Proposal Submitted By Kenneth Fink
Securities Exchange Act of 1934 – Rule 14a-8**

Dear Ladies and Gentlemen:

I am writing on behalf of DTE Energy Company, a Michigan corporation (“DTE” or the “Company”), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to inform you that the Company intends to omit from its proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders (the “2019 Proxy Materials”) a shareholder proposal entitled “Criterion for Economic Assessment of the Continued Operation of Fermi 2” (the “Proposal”), submitted by Kenneth Fink (the “Proponent”). We respectfully request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, the Company may exclude the Proposal from the 2019 Proxy Materials.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), the Company is emailing this letter and its exhibits to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), the Company is submitting this letter not less than 80 calendar days before the Company intends to file its definitive 2019 Proxy Materials with the Commission and is concurrently sending a copy of this correspondence to the Proponent, as notice of the Company’s intent to omit the Proposal from the 2019 Proxy Materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, the Company is taking this

U.S. Securities and Exchange Commission
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Page 2

opportunity to inform the Proponent that if he submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned.

The Proposal

The Proposal states:

Resolved: Shareholders request that Company (DTE) commission an independent economic analysis cost avoidance and the potential financial benefit to Shareholders and Ratepayers of closing the Fermi 2 prior to the expiration of the Nuclear Regulatory Commission license. Shareholders request that this analysis include financial projections indicating the most advantageous date of closure, and that opportunity costs are examined. Shareholders request that a report be provided and presented at the next DTE Shareholders Meeting.

A copy of the Proposal, supporting information and all related correspondence is attached hereto as Exhibit A.

Basis for Exclusion

The Company respectfully requests that the Staff concur in its view that the Proposal may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received by the Company after the deadline for submitting shareholder proposals for inclusion in the 2019 Proxy Materials.

Background

Rule 14a-8(e)(2) of the Exchange Act provides that a shareholder proposal submitted with respect to a company's regularly-scheduled annual meeting "must be *received* at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting." (emphasis added). As required by Rule 14a-5(e), the Company included in its proxy statement and form of proxy for its 2018 Annual Meeting of Shareholders (the "2018 Proxy Materials") the deadline for receiving shareholder proposals submitted for inclusion in the Company's 2019 Proxy Materials, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on page 78 of the Company's 2018 Proxy Materials:

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For Inclusion In Proxy Statement. Shareholder proposals to be considered for inclusion in the Proxy Statement for the 2019 Annual Meeting must be received by the Corporate Secretary at our principal business address no later than 5:00 p.m. Detroit time on November 19, 2018. . . .

Procedures for Submitting Proposals and Nominations. Any shareholder who wishes to (i) nominate a person for election to the Board, or (ii) propose other items of business at an annual meeting must be a shareholder of record at the time of giving the notice and entitled to vote at the meeting. All notices must be received by the Corporate Secretary, One Energy Plaza, Room 2386 WCB, Detroit, Michigan 48226-1279, fax: 313-235-8871.

Under Rule 14a-8(e)(2), a meeting is “regularly scheduled” if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company’s 2018 Annual Meeting of Shareholders was held on May 3, 2018. The Company’s 2019 Annual Meeting of Shareholders is scheduled to be held on May 9, 2019, which is within 30 days of the 2018 meeting date. Accordingly, the deadline of November 19, 2018 set forth in the Company’s 2018 Proxy Statement for a regularly scheduled annual meeting applies to stockholder proposals for the 2019 Annual Meeting of Shareholders.

On November 19, 2018 (the deadline for *receipt* of the Proposal), the Proponent placed the Proposal in the mail. The Proponent’s letter was postmarked November 19, 2018 and sent via certified mail. A copy of the envelope, with tracking number affixed, and the tracking information from the United States Postal Service (“USPS”) is attached hereto as Exhibit B. USPS records indicate that the Proposal was delivered to the Company on November 21, 2018, two days after the Company’s deadline for receiving shareholder proposals for the 2019 Annual Meeting of Shareholders. Due to a closure of the Company’s headquarters to celebrate the Thanksgiving holiday, the Company’s mailroom did not log receipt of the Proponent’s letter until November 26, and the Company’s corporate secretary did not receive the Proposal until November 27.

Analysis

The Staff has strictly enforced the deadline for receipt of shareholder proposals under Rule 14a-8(e) and has consistently concurred with the exclusion of proposals that were received after the deadline. *See, e.g., Verizon Communications, Inc.* (avail. Jan. 4, 2018) (proposal received one day after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Feb. 13, 2017) (proposal received six days after the submission deadline); *Applied Materials, Inc.*

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(avail. Nov. 20, 2014) (proposal received one day after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (proposal received five days after the submission deadline); *Dean Foods Company* (avail. Jan. 27, 2014) (proposal received three days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (proposal received three days after the submission deadline); *General Electric Company* (avail. Jan. 24, 2013) (proposal received one day after the submission deadline); *QEP Resources, Inc.* (avail. Jan. 4, 2013) (proposal received two days after the submission deadline).¹

As described above, and in accordance with Rule 14a-5(e) of the Exchange Act, the Company disclosed in the 2018 Proxy Materials the deadline of November 19, 2018 for receipt of shareholder proposals for its 2019 Annual Meeting of Shareholders, as well as the address for submitting those proposals. However, the Proposal was not delivered to the Company until November 21, 2018—two days after the submission deadline—and the Company's corporate secretary did not receive it until November 27, 2018, eight days later.

¹ See also *Sprint Corporation* (avail. Aug. 1, 2018) (proposal received 150 days after the submission deadline); *International Business Machines Corporation* (avail. Feb. 19, 2016) (proposal received over two months after the submission deadline); *Whole Foods Market, Inc.* (avail. Oct. 30, 2014) (proposal received two weeks after the submission deadline); *Hess Corporation* (avail. Mar. 19, 2012) (proposal received 90 days after the submission deadline); *Equity LifeStyle Properties, Inc.* (avail. Feb. 10, 2012) (proposal received seven days after the submission deadline); *General Electric Company* (avail. Jan. 17, 2012) (proposal received 37 days after the submission deadline); *American Express* (avail. Jan. 10, 2012) (proposal received 25 days after the submission deadline); *The Gap, Inc.* (avail. Mar. 18, 2011) (proposal received 56 days after the submission deadline); *RTI Biologics, Inc.* (avail. Feb. 15, 2011) (proposal received 77 days after the submission deadline); *Jack in the Box Inc.* (avail. Nov. 12, 2010) (proposal received 35 days after the submission deadline); *Cisco Systems, Inc.* (avail. Oct. 18, 2010) (proposal received over four months after the submission deadline); *Merck & Co., Inc.* (avail. May 4, 2010) (proposal received over three months after the submission deadline); *Wal-Mart Stores, Inc.* (avail. Mar. 26, 2010) (proposal received one day after the submission deadline); *Bank of America Corporation* (avail. Mar. 1, 2010) (proposal received over two months after the submission deadline); *Johnson & Johnson* (avail. Jan. 13, 2010) (proposal received one day after the submission deadline); *Alcoa Inc.* (avail. Feb. 25, 2008) (proposal received 57 days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 29, 2008) (proposal received at the principal executive offices 20 days after the submission deadline, even though the proposal was originally sent to the company's former principal office); *Tootsie Roll Industries, Inc.* (avail. Jan. 14, 2008) (proposal received two days after the submission deadline, even when deadline fell on a Saturday); *Fisher Communication, Inc.* (avail. Dec. 19, 2007) (proposal received two days after the submission deadline); *Smithfield Foods, Inc.* (avail. Jun. 4, 2007) (proposal received one day after the submission deadline); *CBS Corporation* (avail. Apr. 12, 2007) (proposal received more than two months after the submission deadline); *International Business Machines Corporation* (avail. Dec. 5, 2006) (proposal received one day after the submission deadline); *General Electric Company* (avail. Mar. 7, 2006) (proposal received 21 days after the submission deadline); and *Dominion Resources, Inc.* (avail. Mar. 2, 2005) (proposal received two months after the submission deadline).

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Consistent with the no-action letters described above, the Company believes that the Proposal may properly be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(e) because the Proposal was received at the Company's principal executive offices after the deadline for submitting shareholder proposals for the 2019 Annual Meeting of Shareholders. Because a late submission is one of a number of defects that cannot be remedied, the Company has not provided the Proponent with any notices other than this letter.²

Conclusion

For the foregoing reasons, the Company respectfully requests your confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from the 2019 Proxy Materials.

Please do not hesitate to contact me at (202) 955-1524, or by email at skimpel@HuntonAK.com, if you have any questions or require any additional information regarding this matter.

Sincerely,



Scott H. Kimpel

Enclosures

cc: Timothy Kraepel, Director – Legal (Securities, Finance & Governance), DTE Energy Company (via email)
Kenneth Fink (via overnight delivery)

² Both Rule 14a-8(f)(1) and Section C.6.c. of Staff Legal Bulletin No. 14 (July 13, 2001) cite the failure of a proponent to submit a proposal by the submission deadline as an example of a defect that cannot be remedied and, therefore, is not subject to the 14-day notice requirement of Rule 14a-8(f)(1).

EXHIBIT A

13 November 2018

DTE Corporate Secretary
DTE Energy Company
One Energy Plaza
Room 2386 WCB
Detroit MI 48226-1279

To Whom It May Concern:

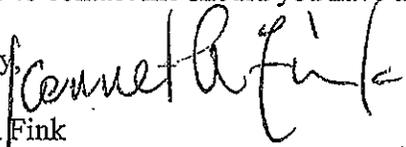
I am a Beneficial Stockholder and wish to re-introduce the following resolution, which obtained the required number of votes at last year's annual meeting to qualify for inclusion in the company's proxy card for the 2019 annual meeting. The resolution calls for an Economic Assessment of the Continued Operation of Fermi 2.

Also enclosed is the letter from my broker showing I have the required stock holdings, which I have continuously held for over one year, and will continue to hold these securities through the date of the 2019 Annual Meeting.

I will appear at the meeting in person or by proxy to propose the business specified.

Feel free to contact me should you have any questions or concerns.

Sincerely,


Kenneth Fink

Proxy Control Number 0463457716751727

Fidelity File # W827400 - 07 Nov 18
Cc

Jessie Pauline Collins, CRAFT

RECEIVED

NOV 27 2018

LISA A MUSCHONG

Personal Investing

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



November 13, 2018

KENNETH FINK

Dear Mr. Fink:

Thank you for contacting Fidelity Investments. This letter is in response to your request for Fidelity to verify the purchases and sales of DTE Energy Holding Co. (DTE) within your Traditional IRA account ending in ***. I appreciate the opportunity to assist you with this matter.

Your initial purchase of this security occurred on November 9, 2011 for 250 shares. Since that initial purchase, no sales or transfers have occurred out of your account. Please see following tables for the detailed history of DTE Energy Holding Co. (DTE) holdings within the above referenced account:

Number of shares owned as of the close of trading on November 09, 2011	250.000
Number of shares owned as of the close of trading on November 12, 2018	320.388

Trade Date	Transaction Type	Event Quantity	Event Amount	Price
11/09/2011	Buy	250.000	\$12,757.95	\$51.00
01/15/2012	Dividend Reinvestment	2.736	\$146.88	\$0.00
04/15/2012	Dividend Reinvestment	2.747	\$148.48	\$0.00
07/15/2012	Dividend Reinvestment	2.543	\$150.10	\$0.00
10/15/2012	Dividend Reinvestment	2.635	\$159.98	\$0.00
01/15/2013	Dividend Reinvestment	2.641	\$161.61	\$0.00
04/15/2013	Dividend Reinvestment	2.361	\$163.25	\$0.00
07/15/2013	Dividend Reinvestment	2.589	\$174.01	\$0.00
10/15/2013	Dividend Reinvestment	2.674	\$175.71	\$0.00
01/15/2014	Dividend Reinvestment	2.656	\$177.46	\$0.00
04/15/2014	Dividend Reinvestment	2.378	\$179.20	\$0.00
07/15/2014	Dividend Reinvestment	2.376	\$180.75	\$0.00
10/15/2014	Dividend Reinvestment	2.438	\$192.05	\$0.00
01/15/2015	Dividend Reinvestment	2.243	\$193.73	\$0.00
04/15/2015	Dividend Reinvestment	2.386	\$195.28	\$0.00
07/15/2015	Dividend Reinvestment	2.530	\$196.93	\$0.00
10/15/2015	Dividend Reinvestment	2.575	\$210.19	\$0.00
01/15/2016	Dividend Reinvestment	2.680	\$212.07	\$0.00
04/15/2016	Dividend Reinvestment	2.405	\$214.03	\$0.00

Personal Investing

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



Trade Date	Transaction Type	Event Quantity	Event Amount	Price
07/15/2016	Dividend Reinvestment	2.202	\$215.78	\$0.00
10/12/2016	Dividend Reinvestment	2.503	\$229.30	\$0.00
01/11/2017	Dividend Reinvestment	2.526	\$247.75	\$0.00
04/11/2017	Dividend Reinvestment	2.423	\$249.83	\$0.00
07/12/2017	Dividend Reinvestment	2.387	\$251.83	\$0.00
10/12/2017	Dividend Reinvestment	2.300	\$253.80	\$0.00
01/11/2018	Dividend Reinvestment	2.619	\$273.52	\$0.00
04/12/2018	Dividend Reinvestment	2.687	\$275.83	\$0.00
07/12/2018	Dividend Reinvestment	2.634	\$278.20	\$0.00
10/11/2018	Dividend Reinvestment	2.514	\$280.52	\$0.00

This table contains information as of November 12, 2018, and can be subject to change pending any new and subsequent transactions in the same securities. They may not reflect impact from any previous corporate actions. This information is unaudited and is not intended to replace your monthly statement or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact a Fidelity representative at 800-544-4442 for assistance. We appreciate your business and thank you for choosing Fidelity Investments.

Sincerely,

A handwritten signature in black ink that reads "Matthew Vasquez". The signature is written in a cursive style with a long, sweeping flourish at the end.

Matthew Vasquez
Personal Investing Operations

Our File: W827400-07NOV18

Criterion for Economic Assessment of the Continued Operation of Fermi 2

Whereas: The worldwide electric energy market is rapidly shifting from fossil fuels and nuclear electricity to distributed renewable electric power.

Whereas: The Fermi 2 nuclear plant is the most expensive electrical generating facility in the DTE fleet.

Whereas: The loss of potential business for DTE, and Michigan, will continue to rise with high electricity rates driving a continued exodus of the manufacturing base in Michigan, and driving ratepayers off grid.

Whereas: Development of a diverse and growing local industrial sector benefits DTE Shareholders with increased sales and viability. Michigan is positioned to be a solar energy manufacturing hub. Adopting solar energy solutions on a mass scale feeds business synergy locally with leaders in the field.

Whereas: DTE's half ownership of the Ludington Power Pumping Station provides storage of electrical power which can be made available during peak demand. This DTE half ownership is advantageous in positioning DTE with the flexibility to move aggressively to distributed and renewable energy.

Whereas: Regional and national energy markets are trending to safe clean, rapidly deployable, renewable energy installations, DTE now can aggressively move toward these renewable energy and energy storage markets.

Whereas: DTE can aggressively pursue additional installations, financing, and power purchasing agreements for renewable energy including wind and solar while retaining market share.

Resolved: Shareholders request that Company (DTE) commission an independent economic analysis cost avoidance and the potential financial benefit to Shareholders and Ratepayers of closing the Fermi 2 prior to the expiration of the Nuclear Regulatory Commission license. Shareholders request that this analysis include financial projections indicating the most advantageous date of closure, and that opportunity costs are examined. Shareholders request that a report be provided and presented at the next DTE Shareholders Meeting.

Supporting Statement: This resolution is necessary to address the future viability of the company in changing times. Investments in distributed, renewable energy are the fastest, safest, most affordable way to expand generating capacity. To protect DT's market share, and DTE stockholder's financial interests, the company must support distributed, power, or more ratepayers will be lost to off grid, standalone systems.

GE 1000 28 90

FROM:
CARR: Staples Direct
TRK#: *** **
RCVD: 11/26/2018 1251

TO: Muschong Lisa A
PH: *** **
BDG:
RM: 2386
PCS: 1

POSTAGE WILL BE PAID BY ADDRESSEE
IF THE RETURN ADDRESS IS NOT IN PRINTED LETTERS

DTE

CERTIFIED MAIL

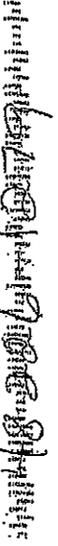
CRAT: Jessie Collins



U.S. POSTAGE
\$6.71
FCML
Orig: 482
11/19/18
1111326C
R2305F151140

CPU

DTE Corporate Secretary
DTE Energy Company
One Energy Plaza
Room 2386 WCB
Detroit MI



**

EXHIBIT B



Alert: Due to wildfires in California, USPS services are impacted in those areas. [Read more](#) >

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On Time



Expected Delivery on

WEDNESDAY

21 NOVEMBER 2018 by **8:00pm**

Delivered

November 21, 2018 at 11:50 am
Delivered, Front Desk/Reception/Mail Room
DETROIT, MI 48226

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Tracking History

November 21, 2018, 11:50 am

Delivered, Front Desk/Reception/Mail Room

DETROIT, MI 48226

Your item was delivered to the front desk, reception area, or mail room at 11:50 am on November 21, 2018 in DETROIT, MI 48226.

November 21, 2018, 9:08 am

Out for Delivery

DETROIT, MI 48226

November 21, 2018, 8:58 am

Sorting Complete

DETROIT, MI 48226

November 21, 2018, 7:39 am

Arrived at Unit

DETROIT, MI 48216

November 21, 2018, 1:42 am

Departed USPS Regional Facility

DETROIT MI DISTRIBUTION CENTER

November 20, 2018, 8:22 am

Arrived at USPS Regional Facility

DETROIT MI DISTRIBUTION CENTER

November 19, 2018, 10:43 pm

Arrived at USPS Regional Facility

PONTIAC MI DISTRIBUTION CENTER

November 19, 2018, 9:07 am

Acceptance

REDFORD, MI 48239

Product Information

□

□