



DIVISION OF
CORPORATION FINANCE

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

April 17, 2018

Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP
marc.gerber@skadden.com

Re: Rite Aid Corporation
Incoming letter dated February 8, 2018

Dear Mr. Gerber:

This letter is in response to your correspondence dated February 8, 2018 and March 6, 2018 concerning the shareholder proposal (the "Proposal") submitted to Rite Aid Corporation (the "Company") by the New York State Common Retirement Fund (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also received correspondence on the Proponent's behalf on February 26, 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: Cornish F. Hitchcock
Hitchcock Law Firm PLLC
conh@hitchlaw.com

April 17, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Rite Aid Corporation
Incoming letter dated February 8, 2018

The Proposal requests that the Company issue a report assessing the feasibility of adopting public, time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(7). In our view, the Proposal focuses primarily on matters relating to the Company's ordinary business operations. 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)(7).

Sincerely,

Lisa Krestynick
Attorney-Adviser

**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.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

DIRECT DIAL
202-371-7233
DIRECT FAX
202-661-8280
EMAIL ADDRESS
MARC.GERBER@SKADDEN.COM

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BY EMAIL (shareholderproposals@sec.gov)

March 6, 2018

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

RE: Rite Aid Corporation – 2018 Annual Meeting
Supplement to Letter dated February 8, 2018
Relating to Shareholder Proposal of the New York
State Common Retirement Fund

Ladies and Gentlemen:

We refer to our letter dated February 8, 2018 (the “No-Action Request”), pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with our view that Rite Aid Corporation, a Delaware corporation (“Rite Aid”), may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the New York State Common Retirement Fund (the “Proponent”) from the proxy materials to be distributed by Rite Aid in connection with its 2018 annual meeting of shareholders (the “2018 proxy materials”).

This letter is in response to the letter to the Staff, dated February 26, 2018, submitted on behalf of the Proponent (the “Proponent’s Letter”), and supplements the No-Action Request. In accordance with Rule 14a-8(j), a copy of this letter is also being sent to the Proponent.

As described in the No-Action Request, the Proposal focuses primarily on Rite Aid's management of its energy expenses and its choice of technologies for use in its operations, both of which are ordinary business matters. The Staff's recent decision in *Gilead Sciences, Inc.* (Feb. 15, 2018) affirmed the view that proposals focusing primarily on such matters are excludable under Rule 14a-8(i)(7). In *Gilead*, the proposal requested "a report assessing the feasibility of adopting time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy" "[t]o increase the benefits to society and to [the] company," and the supporting statement emphasized the proposal's concern with the potential benefits to the company of becoming more energy efficient and shifting to specific alternative sources of energy. In granting relief to exclude the proposal under Rule 14a-8(i)(7), the Staff noted that the proposal "focuses primarily on matters relating to the [c]ompany's ordinary business operations."

Similar to the proposal in *Gilead*, the Proposal requests "a report assessing the feasibility of adopting public, time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy" "[t]o increase the benefits to [the] company and to society." In addition, as described in the No-Action Request, the supporting statement emphasizes the Proposal's concern with the potential benefits to Rite Aid of becoming more energy efficient and shifting to specific alternative sources of energy. Given the similarities between the Proposal and the proposal in *Gilead* and, in each case, the primary focus on ordinary business matters, the Proposal is excludable under Rule 14a-8(i)(7).

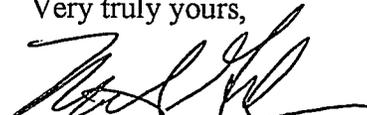
Nevertheless, the Proponent's Letter suggests that the Proposal is not excludable under Rule 14a-8(i)(7) because it "makes a more explicit link between the 'resolved' clause and the . . . environmental issues of climate change and reducing greenhouse gas emissions." In an attempt to support this argument, the Proponent's Letter highlights select portions of the supporting statement that refer to environmental issues. As explained in the No-Action Request, however, the fact that a proposal may touch upon a potential significant policy issue does not preclude exclusion under Rule 14a-8(i)(7). Rather, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations. In this instance, the emphasis in the Proposal's resolution on "increas[ing] benefits to [the] company" and similar emphasis found in the supporting statement, as outlined in the No-Action Request, clearly demonstrate the Proposal's primary focus on the potential benefits to Rite Aid of becoming more energy efficient and shifting to specific alternative sources of energy. Thus, any discussion in the Proposal of broader environmental issues does not alter the Proposal's focus on Rite Aid's ordinary business matters (*i.e.*, Rite Aid's management of its energy expenses and its choice of technologies for use in its

Office of Chief Counsel
March 6, 2018
Page 3

operations). Accordingly, Rite Aid believes that the Proposal is excludable under Rule 14a-8(i)(7) as relating to Rite Aid's ordinary business operations.

For the reasons stated above and in the No-Action Request, we respectfully request that the Staff concur that it will take no action if Rite Aid excludes the Proposal from its 2018 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Rite Aid's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

cc: James J. Comitale
Rite Aid Corporation

Patrick Doherty, Director of Corporate Governance
State of New York, Office of the State Comptroller

HITCHCOCK LAW FIRM PLLC
5614 CONNECTICUT AVENUE, N.W. • No. 304
WASHINGTON, D.C. 20015-2604
(202) 489-4813 • FAX: (202) 315-3552

CORNISH F. HITCHCOCK
E-MAIL: CONH@HITCHLAW.COM

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

By electronic mail: shareholderproposals@sec.gov

Re: Shareholder proposal to Rite Aid Corporation
from the New York State Common Retirement Fund

Dear Counsel:

I write on behalf of the New York State Common Retirement Fund (the “Fund”) in response to the letter from counsel for Rite Aid Corporation (“Rite Aid” or the “Company”) dated 8 February 2018 (the “Letter”) in which the Company advises of its intent to omit the Fund’s resolution (the “Resolution”) from the Company’s 2018 proxy materials. For the reasons set forth below, we respectfully ask the Division to deny the requested no-action relief.

Discussion

The “resolved” clause of the Resolution states:

To increase the benefits to our company and to society associated with usage of clean energy resources, shareholders request that Rite Aid senior management, with oversight from the Board of Directors, issue a report assessing the feasibility of adopting public, time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy. The report should be issued by December 31, 2018 at reasonable cost and omitting proprietary information.

Rite Aid argues that the Resolution should be excluded under Rule 14a-8(i)(7) as relating to the “ordinary business” of the Company. We acknowledge that the Division recently concurred with that position in *Gilead Sciences, Inc.* (15 February

2018) in connection a similar proposal. We respectfully submit, however, that the Resolution is distinguishable because it makes a more explicit link between the “resolved” clause and the admittedly transcendent environmental issues of climate change and reducing greenhouse gas emissions.

The Fund’s supporting statement here makes some broader policy points not raised in *Gilead Sciences*.

. . . According to a January 2018 report from the International Renewable Energy Agency (IRENA) some renewable energy projects are already undercutting fossil fuels on price and “by 2020, all of the [renewable] power generation technologies that are now in commercial use will fall within the fossil fuel-fired cost range, with most at the lower end or even undercutting fossil fuels.

. . .

. . . [F]ailure to sharply reduce emissions will result in serious harm that includes:

- Threats to human health from the extreme weather, wildfire, decreased air quality, heat stress, and increased diseases transmitted by insects, food and water, and
- Damage to U.S. infrastructure including roads, buildings, industrial facilities, ports and coastal military installations from the combined effects of sea level rise, storm surge and heavy downpours

. . .

[Rite Aid’s competitors] report to CDP [formerly the Carbon Disclosure Project] and publish a sustainability report that includes data on company-wide energy and fuel use, allowing investors to assess progress toward its clean energy and emission reduction goals.

<https://nca2014.globalchange.gov/highlights/report-findings/widespread-impacts>

We submit that this discussion – covering approximately one-third of the text of the Resolution – aligns the Fund’s proposal more closely to the resolutions as to which relief was denied in *Lowe’s Companies, Inc.* (10 March 2017) and *CVS Health Corp.* (22 February 2017), where questions of renewable energy sourcing and production were part of a broader discussion on controlling global temperatures and reducing greenhouse gas emissions. We submit that these differences also separate the Fund’s Proposal from the proposal in *Gilead Sciences, Inc.*, but if the Division should disagree, we respectfully ask that the Division reconsider the proponent’s arguments in that case.

Conclusion

For the foregoing reasons, the Fund respectfully asks that the requested relief be denied.

Thank you for your consideration of these points. Please do not hesitate to contact me if you require any further information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Cornish F. Hitchcock", written in a cursive style.

Cornish F. Hitchcock

cc: Marc Gerber, Esq.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

DIRECT DIAL
202-371-7233
DIRECT FAX
202-661-8280
EMAIL ADDRESS
MARC.GERBER@SKADDEN.COM

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BY EMAIL (shareholderproposals@sec.gov)

February 8, 2018

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

RE: Rite Aid Corporation – 2018 Annual Meeting
Omission of Shareholder Proposal of the New York
State Common Retirement Fund

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended, we are writing on behalf of our client, Rite Aid Corporation, a Delaware corporation (“Rite Aid”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with Rite Aid’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the New York State Common Retirement Fund (the “Proponent”) from the proxy materials to be distributed by Rite Aid in connection with its 2018 annual meeting of stockholders (the “2018 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments 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 Rite Aid’s intent to omit the Proposal from the 2018 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 proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to Rite Aid.

I. The Proposal

The resolution contained in the Proposal is set forth below:

Resolved: To increase the benefits to our company and to society associated with usage of clean energy resources, shareholders request that Rite Aid senior management, with oversight from the Board of Directors, issue a report assessing the feasibility of adopting public, time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy. The report should be issued by December 31, 2018 at reasonable cost, and omitting proprietary information.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in Rite Aid's view that it may exclude the Proposal from the 2018 proxy materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to Rite Aid's ordinary business operations.

III. Background

On January 23, 2018, Rite Aid received the Proposal, accompanied by a cover letter from the Proponent, and a letter from JPMorgan Chase Bank, N.A. dated January 23, 2018, verifying the Proponent's stock ownership as of such date (the "Broker Letter"). Copies of the Proposal, cover letter and Broker Letter are attached hereto as Exhibit A.

IV. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to Rite Aid's Ordinary Business Operations.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy

underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

The Commission also has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal is within the ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983); *see also Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report "describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making," noting that the proposal related to the ordinary business matter of the "nature, presentation and content of programming and film production").

In accordance with the policy considerations underlying the ordinary business exclusion, the Staff has consistently permitted exclusion of proposals under Rule 14a-8(i)(7) requesting that a company increase its energy efficiency or its use of renewable energy where the proposal and the supporting statement, when read together, focus primarily on a company's management of its energy expenses. In *FLIR Systems, Inc.* (Feb. 6, 2013), for example, the proposal sought a report "describing the company's short- and long-term strategies on energy use management." In granting relief to exclude the proposal under Rule 14a-8(i)(7), the Staff concluded that "the proposal and supporting statement, when read together, focus primarily on FLIR's strategies for managing its energy expenses." *See also, e.g., The TJX Companies, Inc.* (Mar. 8, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company set "quantitative targets . . . to increase renewable energy sourcing and/or production"); *CVS Health Corp.* (Mar. 8, 2016) ("*CVS I*") (same); *Apple Inc.* (Dec. 5, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested an estimate of "the total investment in . . . renewable sources of electricity . . . and the projected costs over the life of the renewable sources," noting that "the proposal relates to the manner in which the company manages its expenses"); *TXU Corp.* (Apr. 2, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested, among other things, an analysis of potential energy savings that could be generated by energy efficiency actions and an analysis of costs to the company of implementing energy efficiency actions).

The Staff also has permitted the exclusion of proposals under Rule 14a-8(i)(7) asking a company to increase its energy efficiency or its use of renewable energy where the proposal and the supporting statement, when read together, relate to the company's choice of technologies for use in its operations. In *First Energy Corp.* (Mar. 8, 2013), for example, the proposal sought a report on actions the company could take to reduce risk "by diversifying [its] energy resources to include increased energy efficiency and renewable energy resources." In granting relief to exclude the proposal, the Staff noted that "[p]roposals that concern a company's choice of technologies for use in its operations are generally excludable under [R]ule 14a-8(i)(7)." *See also, e.g., Dominion Resources, Inc.* (Feb. 14, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that sought, among other things, "a report on . . . benefits of increased solar generation," noting that "the proposal concern[ed] the company's choice of technologies for use in its operations"); *AT&T Inc.* (Feb. 13, 2012) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that sought, among other things, a report on the company's "efforts to accelerate the development and deployment of new energy efficient set-top boxes" noting that "the proposal relates to the technology used in AT&T's set-top boxes[,] and "[p]roposals that concern a company's choice of technologies for use in its operations are generally excludable under [R]ule 14a-8(i)(7)"); *CSX Corp.* (Jan. 24, 2011) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that asked the company to develop a kit to allow it to convert the majority of its locomotive fleet to "a far more efficient power conversion system," noting that "the proposal relates to the power conversion system used by CSX's locomotive fleet" and "[p]roposals that concern a company's choice of technologies for use in its operations are generally excludable under [R]ule 14a-8(i)(7)").

In this instance, the Proposal's request that Rite Aid assess the feasibility of adopting goals for increasing energy efficiency and use of renewable energy, when read together with the supporting statement, focuses primarily on Rite Aid's management of its energy expenses and also concerns Rite Aid's choice of technologies for use in its operations, both of which are ordinary business matters. The supporting statement emphasizes the Proposal's primary focus on Rite Aid's management of its energy expenses by stating that Rite Aid, by implementing the Proposal's request, "could set the stage to more aggressively reduce energy costs and price volatility." The supporting statement further states that "[i]nvestments in energy efficiency and renewable energy make business sense" and details the perceived financial benefits of adopting goals for increasing energy efficiency and use of renewable energy by indicating that "energy efficiency investments of hundreds of global companies paid for themselves from reduced energy bills in just 4.2 years on average." In addition, the Proposal compares the potential relative costs of certain sources of energy, stating that "some renewable energy projects are

already undercutting fossil fuels on price.” In this way, the supporting statement makes clear that the primary focus of the Proposal is on Rite Aid’s management of its energy expenses.

In addition, the supporting statement emphasizes that the Proposal concerns Rite Aid’s choice of technologies for use in its operations by stating that Rite Aid, by implementing the Proposal’s request, could “shift[] from fossil-based to renewable energy sources.” Further, the supporting statement advocates for the use of specific sources of energy, stating that “by 2020, all the [renewable] power generation technologies that are now in commercial use will fall within the fossil fuel-fired cost range, with most at the lower end or even undercutting fossil fuels.” By dictating a type of technology that Rite Aid must use in its operations going forward, the supporting statement makes clear that the Proposal concerns Rite Aid’s choice of technologies for use in its operations.

Decisions as to how Rite Aid manages its energy expenses and chooses technologies for use in its operations are fundamental to Rite Aid’s day-to-day operations and cannot, as a practical matter, be subject to shareholder oversight. Thus, consistent with the precedent described above, the Proposal is excludable under Rule 14a-8(i)(7).

We are aware that a proposal may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. The fact that a proposal may touch upon a significant policy issue, however, does not preclude exclusion under Rule 14a-8(i)(7). Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company’s ordinary business operations. *See* the 1998 Release and Staff Legal Bulletin No. 14E (Oct. 27, 2009). The Staff has consistently permitted exclusion of shareholder proposals where the proposal focused on ordinary business matters, even though it also related to a potential significant policy issue. In *Exxon Mobil Corp.* (Mar. 6, 2012), for example, the Staff permitted exclusion of a proposal requesting that the company prepare a report “discussing possible short and long term risks to the company’s finances and operations posed by the environmental, social and economic challenges associated with the oil sands.” In granting relief under Rule 14a-8(i)(7), the Staff noted that the proposal “address[ed] the ‘economic challenges’ associated with the oil sands and [did] not . . . focus on a significant policy issue.” In addition, in *PetSmart, Inc.* (Mar. 24, 2011), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal calling for suppliers to certify that they have not violated certain laws regarding the humane treatment of animals, even though the Staff had determined that the humane treatment of animals was a significant policy issue. In its no-action letter, the Staff specifically noted the company’s view that the scope of the laws

covered by the proposal were “fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping,” and therefore the proposal’s focus was not confined to the humane treatment of animals. *See also, e.g., CIGNA Corp.* (Feb. 23, 2011) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the potential significant policy issue of access to affordable health care, it also asked CIGNA to report on expense management, an ordinary business matter); *Capital One Financial Corp.* (Feb. 3, 2005) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the significant policy issue of outsourcing, it also asked the company to disclose information about how it manages its workforce, an ordinary business matter).

Finally, Rite Aid recognizes that the Staff has found that some proposals requesting a report on the feasibility of adopting certain goals for increasing the company’s renewable energy sourcing and production focus on a significant policy issue and therefore are not excludable under Rule 14a-8(i)(7). In those instances, however, the proposals focused on controlling global temperatures and reducing GHG emissions. In *Lowe’s Companies, Inc.* (Mar. 10, 2017), for example, the proposal’s resolution requested a report “assessing the climate benefits and feasibility of adopting enterprise-wide, quantitative, time-bound targets for increasing [the company’s] renewable energy sourcing and/or production” “[t]o limit the average global temperature increase” and, when read along with the preamble and supporting statement, focused on the need to report on renewable energy goals “as a means to help reduce GHG emissions.” Given that the proposal focused on controlling global temperatures and reducing GHG emissions, the Staff denied relief to exclude the proposal under Rule 14a-8(i)(7), noting that the proposal “transcend[ed] ordinary business matters.” *See also CVS Health Corp.* (Feb. 22, 2017) (“*CVS II*”).

In contrast, as described above, the Proposal’s resolution and supporting statement as a whole focus on Rite Aid’s management of its energy expenses and its choice of technologies for use in its operations — both of which are ordinary business matters — as a means “[t]o increase the benefits to our company,” in addition to increasing the benefits to society, “associated with usage of clean energy resources.” In this fundamental respect, the Proposal is analogous to the proposals in *The TJX Companies* and *CVS I*. Specifically, the resolutions and supporting statements in *TJX and CVS I* focused on setting “quantitative targets . . . to increase renewable energy sourcing and/or production” as a means to achieve certain financial benefits in addition to potential benefits to society. Given the focus of the proposals in *TJX and CVS I* and their attempt to influence companies’ approach to ordinary business matters, the Staff granted relief under Rule 14a-8(i)(7). The same

result is warranted here, given the Proposal's focus and its attempt to influence Rite Aid's approach to specific ordinary business matters, despite any possibility that the Proposal relates to a potential significant policy issue.

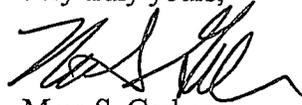
Accordingly, Rite Aid believes that the Proposal may be excluded from its 2018 proxy materials pursuant to Rule 14a-8(i)(7) as relating to its ordinary business operations.

V. Conclusion

Based upon the foregoing analysis, Rite Aid respectfully requests that the Staff concur that it will take no action if Rite Aid excludes the Proposal from the 2018 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Rite Aid's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: James J. Comitale
Rite Aid Corporation

Patrick Doherty, Director of Corporate Governance
State of New York, Office of the State Comptroller

EXHIBIT A

(see attached)

THOMAS P. DiNAPOLI
STATE COMPTROLLER



STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER

DIVISION OF CORPORATE GOVERNANCE
59 Maiden Lane-30th Floor
New York, NY 10038
Tel: (212) 383-1428
Fax: (212) 383-1331

January 23, 2018

Mr. James A. Comitale
Secretary
Rite Aid Corporation
30 Hunter Lane
Camp Hill, PA 17011

Dear Mr. Comitale:

The Comptroller of the State of New York, Thomas P. DiNapoli, is the trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Retirement System. The Comptroller has authorized me to inform of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank verifying the Fund's ownership of Rite Aid Corporation shares, continually for over one year, is enclosed. The Fund intends to continue to hold at least \$2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should Rite Aid decide to endorse its provisions as company policy, the Comptroller will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact me at (212) 383-1428 and or email at pdoherty@osc.state.ny.us should you have any further questions on this matter.

Very truly yours,



Patrick Doherty
Director of Corporate Governance

Rite Aid Clean Energy Resolution

Resolved: To increase the benefits to our company and to society associated with usage of clean energy resources, shareholders request that Rite Aid senior management, with oversight from the Board of Directors, issue a report assessing the feasibility of adopting public, time-bound, quantitative, company-wide goals for increasing energy efficiency and use of renewable energy. The report should be issued by December 31, 2018 at reasonable cost, and omitting proprietary information.

Supporting Statement:

Clean energy management involves using energy more efficiently and shifting from fossil-based to renewable energy sources. Adopting goals helps an enterprise drive performance. By assessing adoption of clean energy goals, our company could set the stage to more aggressively reduce energy costs and price volatility, improve community health by reducing air pollution, and reduce greenhouse gas (GHG) emissions.

Investments in energy efficiency and renewable energy make business sense. CDP reports that energy efficiency investments of hundreds of global companies paid for themselves from reduced energy bills in just 4.2 years on average. According to a January 2018 report from the International Renewable Energy Agency (IRENA) some renewable energy projects are already undercutting fossil fuels on price and “by 2020, all the [renewable] power generation technologies that are now in commercial use will fall within the fossil fuel-fired cost range, with most at the lower end or even undercutting fossil fuels.”

According to the International Energy Agency, improved energy efficiency could provide 49 percent – and renewables 17 percent – of energy-related GHG reductions needed to stabilize global temperatures. According to the Third National Climate Assessment published by the U.S. Global Change Research Program, “harm to the nation [from climate change] will increase substantially in the future unless global emissions of heat-trapping gases are greatly reduced.” According to this assessment, failure to sharply reduce emissions will result in serious harm that includes:

- Threats to human health from the extreme weather, wildfire, decreased air quality, heat stress, and increased diseases transmitted by insects, food and water, and
- Damage to U.S. infrastructure including roads, buildings, industrial facilities, ports and coastal military installations from the combined effects of sea level rise, storm surge, and heavy downpours

<https://nca2014.globalchange.gov/highlights/report-findings/widespread-impacts>

Rite Aid's competitors are aggressively adopting clean energy. For instance, CVS has committed to adopt a "science based [GHG] emission reduction target" that will be achieved primarily through energy efficiency measures and renewable energy procurement. Further, they report to CDP and publish a sustainability report that includes data on company-wide energy and fuel use, allowing investors to assess progress toward its clean energy and emission reduction goals.

By contrast, Rite Aid lags behind. The company website provides anecdotal information about a range of discrete initiatives to improve energy efficiency, but is silent on adoption of renewable energy, and includes no information on company-wide energy efficiency, renewable energy, or GHG reduction goals.

To avoid falling behind its competitors, Rite Aid shareholders should vote to assess the feasibility of adopting company-wide efficiency and renewable energy goals.

J.P.Morgan

Daniel F. Murphy
Vice President
CIB Client Service Americas

January 23, 2018

James J. Comitale
Secretary
Rite Aid Corporation
30 Hunter Lane
Camp Hill, Pennsylvania 17011

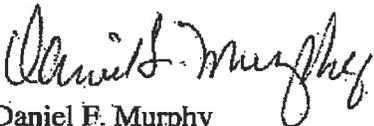
Dear Mr. Comitale,

This letter is in response to a request by The Honorable Thomas P. DiNapoli, New York State Comptroller, regarding confirmation from JP Morgan Chase that the New York State Common Retirement Fund has been a beneficial owner of Rite Aid Corporation continuously for at least one year as of and including January 23, 2018.

Please note that J.P. Morgan Chase, as custodian for the New York State Common Retirement Fund, held a total of 2,271,581.00 shares of common stock as of Rite Aid Corporation and continues to hold shares in the company. The value of the ownership stake continuously held by the New York State Common Retirement Fund had a market value of at least \$2,000.00 for at least twelve months prior to, and including, said date.

If there are any questions, please contact me at (212) 623-8536.

Regards,


Daniel F. Murphy

cc: Patrick Doherty – NYSCRF
Gianna McCarthy – NYSCRF
Tana Goldsmith – NYSCRF
Kyle Seeley – NYSCRF