February 16, 2018

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

Re: AbbVie Inc.  
Incoming letter dated December 19, 2017

Dear Mr. Gerber:

This letter is in response to your correspondence dated December 19, 2017 and February 15, 2018 concerning the shareholder proposal (the “Proposal”) submitted to AbbVie Inc. (the “Company”) by Kenneth Steiner (the “Proponent”) for inclusion in the Company’s proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent’s behalf dated December 27, 2017, January 2, 2018, January 18, 2018, February 12, 2018 and February 16, 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
Response of the Office of Chief Counsel  
Division of Corporation Finance  

Re: AbbVie Inc.  
Incoming letter dated December 19, 2017

The Proposal requests that the board take each step necessary so that each voting requirement in the Company’s charter and bylaws that calls for a greater than simple majority vote be eliminated and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary, this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). In this regard, we note your representation that the Company will provide shareholders at its 2018 annual meeting with an opportunity to approve amendments to its certificate of incorporation that, if approved, will remove all supermajority voting requirements in the Company’s certificate of incorporation and bylaws. 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)(10).

Sincerely,

M. Hughes Bates  
Special Counsel
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.
February 16, 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
AbbVie Inc. (ABBV)
Simple Majority Vote
Dead on Arrival Proposal by Management
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 19, 2017 no-action request by proxy.

The board made no commitment to obtain the necessary 80% vote on its just announced low priority proposal and implicitly claims that it can give as much attention to approval of the board proposal as it will give to the routine 2018 ratification of its auditors.

This is in contrast to what a company can do in obtaining a vote if it wants to. In the span of a year another company increased the approval of its executive pay from 61% to 90% in part through the use of a special solicitation – but no such luck in regard to the AbbVie Inc. board’s dustbin proposal just announced.

The company established in 2017 that it will not take the steps necessary to obtain a needed 80%-vote when it co-opted a rule 14a-8 proposal topic on board declassification. The company 2017 declassification proposal was a flop.

The company behavior is all the more egregious because the company took credit in its 2017 proxy for co-opting a rule 14a-8 proposal that it knew was dead on arrival (page from 2017 proxy attached). This was all the more inexcusable because the company does not have confidential voting and thus has greater power to influence the shareholder vote.

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

Sincerely,

[Signature]

John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>
Proposal: Advisory Vote on Executive Compensation

**Proposition:**

- **Proxy Year:** 2012
- **Date Filed:** Feb 24, 2012
- **Annual Meeting Date:** Apr 11, 2012
- **Proposal Type:** Management

**Voting Information:**

- **Votes For:** 421,052,984
- **Votes Against:** 269,610,948
- **Abstentions:** 12,146,951
- **Total Votes:** 703,810,883
- **Broker Non-Votes:** 83,262,793

**Won Simple Majority Vote?** No

- **Votes For/Votes For Against:** 61.00%
- **Votes For/Total Votes:** 61.65%
- **Votes For/Shares Outstanding:** 40.29%

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Proposal: Advisory Vote on Executive Compensation

**Proposition:**

- **Proxy Year:** 2013
- **Date Filed:** Mar 15, 2013
- **Annual Meeting Date:** Apr 29, 2013
- **Proposal Type:** Management

**Voting Information:**

- **Votes For:** 644,664,942
- **Votes Against:** 70,017,285
- **Abstentions:** 7,751,302
- **Total Votes:** 722,433,529
- **Broker Non-Votes:** 80,272,721

**Won Simple Majority Vote?** No

- **Votes For/Votes For Against:** 90.00%
- **Votes For/Total Votes:** 90.31%
- **Votes For/Shares Outstanding:** 70.20%
Dear Shareowner,

The 2013 Annual Meeting of Shareowners of United Technologies Corporation will take place on April 29. By now, you should have received UTC's 2013 Proxy Statement,* which contains information about the three proposals that shareowners are being asked to vote on at this year's meeting. If you have already cast your vote, thank you very much for your participation. If you have not yet had the opportunity to vote, we encourage you to review the Proxy Statement and to vote your UTC shares as soon as possible.

You can vote by completing and mailing back the enclosed voting card, or you can vote by telephone or online by following the instructions on the enclosed voting card.

UTC's Board of Directors is recommending that you vote FOR all three proposals on this year's agenda.

Proposal 1 asks for your support in electing the twelve director nominees named in the Proxy Statement. Please see pages 1 through 8 in the Proxy Statement for information on the experience and qualifications of each nominee.

As you consider these director nominees, please take into account UTC's recent and longer-term performance. Under the oversight of the Board of Directors, UTC has achieved solid earnings and shareowner value while also executing strategic initiatives intended to build long-term sustainable growth. For 2012, UTC reported diluted earnings per share from continuing operations of $5.35 on net sales of $57.7 billion combined with strong cash flow performance (please see pages 21-24 of the Proxy Statement for a discussion of UTC's financial performance). UTC increased the Common Stock dividend 11.5%. 2012 marks the 76th consecutive year that UTC shareowners have received dividends on their shares. We achieved this financial performance in the same year that UTC completed the $18.3 billion acquisition of Goodrich Corporation, the largest aerospace acquisition ever. The Company believes this acquisition significantly enhances UTC's reach in the aerospace market and increases the opportunity for growth.

As a shareowner, you may be particularly pleased to know that UTC's total shareowner return (TSR) for 2012 was 15%, substantially exceeding the TSR for the Dow Jones Industrials (10%) and slightly below the TSR for the S&P 500 (16%). For the ten-year period ending on December 31, 2012, UTC's cumulative TSR was 225%, more than double either the Dow Jones Industrials or the S&P 500.

By voting to elect the current nominees, you will help ensure that UTC's Board continues to have the right mix of experience and qualifications to meet the challenges of tomorrow.

* UTC's 2013 Proxy Statement and Annual Report for 2012 are both available online at www.proxyvote.com.
Proposal 2 asks you to support the appointment of PricewaterhouseCoopers LLP as independent auditor for 2013. The Audit Committee of the Board believes that PricewaterhouseCoopers has experience and insight into the Company's operations and systems that enhance their ability to discharge the important function of independent audit review. Please see page 65 of the Proxy Statement for details on this proposal.

Proposal 3 asks you to approve, on an advisory basis, the compensation of UTC's named executive officers. We believe UTC's strong financial and TSR performance, discussed above, reflect the steady focus of the Board's Committee on Compensation on the goal of aligning UTC's compensation strategies with shareowner interests. UTC's compensation program has also enabled the Company to attract and retain highly talented executives. Shareowners should know that the Compensation Committee keeps abreast of important trends and benchmarks relating to executive compensation and updates UTC's compensation program when appropriate. In fact, during 2012 the Committee modified UTC's compensation strategies in a number of significant ways to ensure that the Company is following best practices and to further enhance the alignment of UTC's compensation program with the interests of UTC shareowners. Please see pages 21-51 of the Proxy Statement to learn more about these changes.

Based on the important compensation changes that UTC implemented in 2012, and its proven track record of adopting effective executive compensation strategies and creating long-term value for shareowners, the Board recommends that you vote FOR Proposal 3.

YOUR VOTE IS VERY IMPORTANT. PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING.

Sincerely yours,

Louis R. Chênevert
Chairman & Chief Executive Officer

2012 Sales from continuing operations:

$57.7 billion

Acquired Goodrich Corporation:

$18.3 billion


**Business Development:** AbbVie acquired Stemcentrx and its lead late-stage asset, rolapitant, iteprazone (Rova-T), further strengthening AbbVie's oncology portfolio by providing a highly attractive platform in solid tumors. AbbVie also entered into a collaboration with Boehringer Ingelheim to develop and commercialize risankizumab, an anti-IL-23 monoclonal antibody that has the potential to be a transformative therapy in a number of immune-mediated diseases.

**Regulatory Milestones:** AbbVie also achieved a number of regulatory milestones in markets worldwide for several key products, including U.S. Food and Drug Administration (FDA) and European Medicines Agency (EMA) approvals for several new products, including Venclexta™ for relapsed/refractory chronic lymphocytic leukemia (CLL) patients with 17p deletion, Zinbryta™ for relapsing forms of multiple sclerosis and Empliciti™ for the treatment of multiple myeloma, as well as new indications for Humira and Imbruvica.

**Pipeline Development:** With a record number of programs in mid- and late-stage development, AbbVie made significant pipeline advancements in 2016, such as regulatory application submissions for the company's pan-genotypic next-generation HCV combination and Imbruvica for marginal zone lymphoma.

**Corporate Governance Highlights**

Our board of directors is committed to strong corporate governance tailored to meet the needs of AbbVie and its stockholders to enhance stockholder value. In connection with our ongoing, proactive engagement with stockholders (as described in greater detail on page 29), AbbVie's board of directors:

- **approved and implemented in 2016 a proxy access by-law provision to permit a stockholder, or a group of up to 20 stockholders, owning at least 3% of the company's outstanding common stock continuously for at least 3 years to nominate and include in the company's proxy materials director nominees constituting up to 25% of the board of directors, as further detailed in the company's By-Laws; and**

- **approved a declassification management proposal in this proxy statement (Item 4) to seek stockholder approval to amend the company's Amended and Restated Certificate of Incorporation to declassify the board of directors and to allow for the annual election of directors, as described in Item 4.**
BY EMAIL (shareholderproposals@sec.gov)

February 15, 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: AbbVie Inc. – 2018 Annual Meeting
Supplement to Letter dated December 19, 2017 Relating to
Shareholder Proposal of Kenneth Steiner

Ladies and Gentlemen:

We refer to our letter dated December 19, 2017 (the “No-Action Request”),
submitted on behalf of our client, AbbVie Inc., a Delaware corporation (the
“Company”), pursuant to which we requested that the Staff of the Division of
Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the
“Commission”) concur with the Company’s view that the shareholder proposal and
supporting statement (the “Proposal”) submitted by Kenneth Steiner (“Mr. Steiner”),
with John Chevedden (“Mr. Chevedden”) and/or his designee authorized to act on Mr.
Steiner’s behalf (Mr. Steiner and Mr. Chevedden are referred to collectively as the
“Proponent”), may be excluded from the proxy materials to be distributed by the
Company in connection with its 2018 annual meeting of stockholders (the “2018 proxy
materials”).

In accordance with Rule 14a-8(j), a copy of this letter also is being sent to the
Proponent.
The No-Action Request indicated the Company’s view that the Proposal may be excluded from the 2018 proxy materials because the Company’s Board of Directors (the “Board”) was expected, at its meeting in February 2018, to consider amendments to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) and the Company’s Amended and Restated By-laws (the “Bylaws”) that would substantially implement the Proposal under Rule 14a-8(i)(10).

We submit this supplemental letter to notify the Staff that, at its meeting on February 15, 2018, the Board adopted resolutions (i) approving amendments to Article VIII and Article XI of the Certificate of Incorporation to eliminate the supermajority voting requirements (collectively, the “Charter Amendments”), declaring the Charter Amendments advisable and in the best interest of the Company and its stockholders, directing that the Charter Amendments be submitted to stockholders for adoption at the 2018 annual meeting and recommending that stockholders vote to adopt the Charter Amendments and (ii) approving, contingent upon the effectiveness of the Charter Amendments, an amendment to Article X of the Bylaws to eliminate the remaining supermajority voting requirement (the “Bylaw Amendment” and, together with the Charter Amendments, the “Proposed Amendments”). In the event that the Company’s stockholders approve the Charter Amendments at the 2018 annual meeting, any future amendments to the Certificate of Incorporation would require the approval of a majority of the outstanding shares of common stock pursuant to Section 242 of the Delaware General Corporation Law (the “DGCL”) and any future amendments to the Bylaws would require the approval of a majority of the outstanding shares of common stock.

The text of the Proposed Amendments, marked to show proposed revisions, are attached hereto as Exhibit A.

As discussed in the No-Action Request, Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. Applying the principles described in the No-Action Request, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of proposals, substantially similar to the Proposal, seeking to eliminate supermajority vote provisions where the board lacked unilateral authority to adopt the amendments, but substantially implemented the proposal by approving the proposed amendments and directing that they be submitted for shareholder approval at the next annual meeting. See, e.g., Dover Corp. (Dec. 15, 2017); QUALCOMM Inc. (Dec. 8, 2017); Korn/Ferry International (July 6, 2017); The Southern Co. (Feb. 24, 2017) (each permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting with an opportunity to approve amendments to the company’s charter that, if approved, would remove all supermajority voting requirements in the company’s governing documents).

In addition, as discussed in the No-Action Request, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of a proposal seeking to eliminate
supermajority vote provisions where the amendments to the company’s governing documents resulted in replacing each supermajority vote requirement with a majority of the outstanding shares vote requirement. See, e.g., Dover Corp. (Dec. 15, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL).

As in the letters referenced above and in the No-Action Request, the Proposed Amendments substantially implement the Proposal. Specifically, the Company’s stockholders will be asked at the Company’s 2018 annual meeting to vote to adopt the Charter Amendments that would, if approved, eliminate the only supermajority vote requirements in the Certificate of Incorporation. In addition, upon the effectiveness of the Charter Amendments, the Bylaw Amendment would become effective, eliminating the only supermajority vote requirement in the Bylaws. Accordingly, the Company has addressed the essential objective of the Proposal.

Accordingly, consistent with the letters cited above and in the No-Action Request, the Company believes that the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company 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 the Company’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: John Chevedden
EXHIBIT A

(see attached)
Proposed Amendments to the Certificate of Incorporation

ARTICLE VIII
AMENDMENTS TO BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the By-laws of the Corporation (the “By-laws”) may be altered, amended or repealed, in whole or in part, and new By-laws may be adopted, (i) by the affirmative vote of shares representing a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any By-law inconsistent with, Sections 2.2, 2.12, 3.2, 3.3, 3.10 or 3.11, Article VII or Article X of the By-laws (in each case, as in effect on the date hereof), or the alteration, amendment or repeal of, or the adoption of any provision inconsistent with this sentence, may only be made by the affirmative vote of shares representing not less than eighty percent (80%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors; and provided further, however, that in the case of any such stockholder action at a meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be contained in the notice of such meeting, or (ii) by action of the Board of Directors of the Corporation; provided, however, that the case of any such action at a meeting of the Board of Directors, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be given not less than two days prior to the meeting.

* * *

ARTICLE XI
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware as they presently exist or may hereafter be amended, subject to any limitations contained elsewhere in this Amended and Restated Certificate of Incorporation, the Corporation may from time to time adopt, amend or repeal any provisions of this Amended and Restated Certificate of Incorporation; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any provision inconsistent with, Article VI and Article VII of this Amended and Restated Certificate of Incorporation (in each case, as in effect on the date hereof), or the alteration, amendment or repeal of, or the adoption of any
provision inconsistent with this sentence, may only be made by the affirmative vote of shares representing not less than eighty percent (80%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

Proposed Amendment to the Bylaws

ARTICLE X
AMENDMENTS

Section 10.1 Amendments. These By-laws may be altered, amended or repealed, in whole or in part, and new By-laws may be adopted (i) by the affirmative vote of the shares representing a majority of the votes entitled to be cast by the Voting Stock; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any By-law inconsistent with, Section 2.2, 2.12, 3.2, 3.3, 3.10 or 3.11, Article VII or this Article X of these By-laws (in each case, as in effect on the date hereof), by the stockholders shall require the affirmative vote of shares representing not less than eighty percent (80%) of the votes entitled to be cast by the Voting Stock; and provided further, however, that in the case of any such stockholder action at a meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be contained in the notice of such meeting, or (ii) by action of the Board of Directors of the Corporation; provided, however, that the case of any such action at a meeting of the Board of Directors, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be given not less than two days prior to the meeting. The provisions of this Section 10.1 are subject to any provisions requiring a greater vote that are set forth in the Certificate of Incorporation.
February 12, 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
AbbVie Inc (ABBV)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 19, 2017 no-action request by proxy.

The action the company might take in February will be dead on arrival because the company will not take the steps necessary to obtain the required 80% vote.

The company established in 2017 that it will not take the steps necessary to obtain a needed 80%-vote when it co-opted a rule 14a-8 proposal topic on board declassification. The company 2017 declassification proposal was a flop. This was all the more inexcusable because the company does not have confidential voting.

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

Sincerely,

John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>
January 18, 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
AbbVie Inc (ABBV)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 19, 2017 no-action request by proxy.

It would be helpful if the company disclosed between now and sometime in February whether this is an accurate summary of the items it will address:

Approval of 80% of shares is required to amend
Article 6 (Directors);
and Article 7 (Shareholder Actions) of the charter.

Approval of 80% of shares is required to amend
Sections 2.2 (Shareholder Special Meetings);
Section 2.12 (Shareholder Written Consent);
Section 3.2 (Board Size); Section 3.3 (Board Classification);
Section 3.10 (Director Vacancies); Section 3.11 (Director Removal);
Article 7 (Indemnification); Article 8 (Miscellaneous Provisions);
and Article 10 (Amendments) of the bylaws. the Certificate has 2 such provisions – it would still be true that it has one such provision.

Also the company has established that it is incapable of obtaining the needed 80%-vote when it co-opts a rule 14a-8 proposal topic.

The company has no plans to correct this key defect – it is simply gaming the system.

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

Sincerely,

John Chevedden
January 2, 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
AbbVie Inc (ABBV)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 19, 2017 no-action request by proxy.

On page 3 the no action request by proxy states that the Certificate has one such provision. If the Certificate has 2 such provisions – it would still be true that it has one such provision.

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

Sincerely,

[Signature]

John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>
December 27, 2017

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

#1 Rule 14a-8 Proposal  
AbbVie Inc (ABBV) 
Simple Majority Vote  
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 19, 2017 no-action request.

The no action request said the Skadden firm is acting on behalf of its client. However no employee of the company is apparently receiving a copy of Skadden no action request.

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

Sincerely,

[Signature]

John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>
December 19, 2017

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

RE: AbbVie Inc. – 2018 Annual Meeting
Omission of Shareholder Proposal of Kenneth Steiner

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, AbbVie Inc., a Delaware corporation (the “Company”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Kenneth Steiner (“Mr. Steiner”), with John Chevedden (“Mr. Chevedden”) and/or his designee authorized to act on Mr. Steiner’s behalf (Mr. Steiner and Mr. Chevedden are referred to collectively as the “Proponent”), from the proxy materials to be distributed by the Company 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 the Company’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 the Company.

I. The Proposal

The text of the resolution contained in the Proposal is copied below:

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. It is important that our company take each step necessary to adopt this proposal topic completely.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in the Company’s view that it may exclude the Proposal from the 2018 proxy materials pursuant to Rule 14a-8(i)(10) upon confirmation that the Company’s Board of Directors (the “Board”) has approved the resolutions, described below, approving and submitting for stockholder approval at the 2018 annual meeting of stockholders the Charter Amendments (as defined below) and approving, contingent upon effectiveness of the Charter Amendments, the Bylaw Amendment (as defined below) that, collectively, will substantially implement the Proposal. The Board is expected to consider the Charter Amendments and the Bylaw Amendment at a Board meeting in mid-February 2018 (the “February Board Meeting”).

III. Background

A. The Proposal

The Company received the initial version of the Proposal via email on November 1, 2017, accompanied by a cover letter from Mr. Steiner, dated October 6, 2017. On November 2, 2017, via email, the Company received a copy of the letter from
TD Ameritrade (the “Broker Letter”) confirming that Mr. Steiner beneficially held the requisite number of shares of Company common stock as of the date of submission of the Proposal. On November 7, 2017, the Company sent a letter to Mr. Chevedden, via email and FedEx, requesting that he submit documentation evidencing Mr. Steiner’s delegation of authority to Mr. Chevedden to submit the specific proposal submitted (the “Deficiency Letter”). On November 16, 2017, the Company received, via email, a revised cover letter specifying the proposal that Mr. Steiner had authorized Mr. Chevedden to submit to the Company. On November 21, 2017, via email, the Company received a revised version of the Proposal, accompanied by a cover letter from the Proponent. Copies of the Proposal, cover letters, the Broker Letter, the Deficiency Letter and related correspondence are attached hereto as Exhibit A.

B. The Anticipated Charter Amendments and Bylaw Amendment

The Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) contains two provisions calling for a supermajority vote of stockholders, and the Company’s Amended and Restated By-laws (the “Bylaws”) contain one such provision.

Article VIII of the Certificate of Incorporation currently provides that any proposed alteration, amendment or repeal of certain enumerated Bylaw provisions, or the adoption of any Bylaw provision inconsistent with those enumerated Bylaw provisions, must be approved by the affirmative vote of shares representing not less than 80% of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors (the “Charter Bylaw Amendment Provision”). Article X of the Bylaws currently has a parallel requirement (the “Bylaws Bylaw Amendment Provision”).

Article XI of the Certificate of Incorporation currently provides that any proposed alteration, amendment or repeal of certain enumerated Certificate of Incorporation provisions, or the adoption of any Certificate of Incorporation provision inconsistent with those enumerated Certificate of Incorporation provisions, must be approved by the affirmative vote of shares representing not less than 80% of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors (the “Charter Amendment Provision”).

Based upon discussion by the Board at a Board meeting in December 2017, the Board is expected, at the February Board Meeting, to consider resolutions (i) approving amendments to the Certificate of Incorporation to eliminate the Charter Bylaw Amendment Provision and to eliminate and replace the Charter Amendment Provision (collectively, the “Charter Amendments”), declaring the Charter Amendments advisable and in the best interest of the Company and its stockholders, directing that the Charter Amendments be submitted to stockholders for adoption at the 2018 annual meeting and recommending that stockholders vote to adopt the Charter Amendments and (ii)
approving, contingent upon the effectiveness of the Charter Amendments, an amendment to the Bylaws to eliminate the Bylaws Bylaw Amendment Provision (the “Bylaw Amendment”). In the event that the Board adopts the resolutions described above, and the stockholders at the 2018 annual meeting approve the Charter Amendments, any future amendments to the Certificate of Incorporation would require the approval of a majority of the outstanding shares of common stock pursuant to Section 242 of the Delaware General Corporation Law (the “DGCL”) and any future amendments to the Bylaws would require the approval of a majority of the outstanding shares of common stock. The text of the Charter Amendments and the Bylaw Amendment, marked to show proposed revisions, will be included in the supplemental letter, as described below, notifying the Staff of the Board’s action on this matter shortly after the February Board Meeting.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because the Company Will Have Substantially Implemented the Proposal

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”) and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. See 1983 Release.

Applying this standard, the Staff has permitted exclusion under Rule 14a-8(i)(10) when the company’s policies, practices and procedures compare favorably with the guidelines of the proposal. See, e.g., Exxon Mobil Corp. (Mar. 17, 2015) (permitting exclusion of a proposal requesting that the company commit to increasing the dollar amount authorized for capital distributions to shareholders through dividends or share buybacks where the company’s long-standing capital allocation strategy and related “policies practices and procedures compare[d] favorably with the guidelines of the proposal and…therefore, substantially implemented the proposal”); Walgreen Co. (Sept. 26, 2013) (permitting exclusion of a proposal requesting elimination of certain supermajority vote requirements where the company’s elimination from its governing documents of all but one such requirement “compare[d] favorably with the guidelines of the proposal”); General Dynamics Corp. (Feb. 6, 2009) (permitting exclusion of a proposal requesting a 10% ownership threshold for special meetings where the company planned to adopt a special meeting bylaw with an ownership threshold of 10% for special meetings called by one shareholder and 25% for special meetings called by a group of shareholders).
In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objective of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. See, e.g., Masco Corp. (Mar. 29, 1999) (permitting exclusion on substantial implementation grounds where the company adopted a version of the proposal with slight modifications and clarification as to one of its terms); see also MGM Resorts International (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company’s sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); Exelon Corp. (Feb. 26, 2010) (permitting exclusion on substantial implementation grounds of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and non-monetary political contributions where the company had adopted corporate political contributions guidelines).

The text of the Proposal makes clear that the Proposal’s essential objective is to remove the supermajority vote requirements contained in the Certificate of Incorporation and the Bylaws. Applying the principles described above, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of proposals, substantially similar to the Proposal, seeking to eliminate supermajority vote provisions where the board lacked unilateral authority to adopt the amendments (which is the case here with respect to the Certificate of Incorporation and, indirectly, with respect to the Bylaws so that the Bylaws do not conflict with the Certificate of Incorporation), but substantially implemented the proposal by approving the proposed amendments and directing that they be submitted for shareholder approval at the next annual meeting. See, e.g., QUALCOMM Inc. (Dec. 8, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation that, if approved, will remove all supermajority voting requirements in the [company’s] certificate of incorporation and bylaws”); Korn/Ferry International (July 6, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, approval of which will result in the replacement of each of the supermajority voting requirements in the certificate of incorporation and bylaws that are applicable to [the company’s] common stock with a majority vote standard”); The Southern Co. (Feb. 24, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve an amendment to [the company’s] certificate of incorporation, approval of which will result in replacement of the only supermajority voting provision in [the company’s] governing documents with a simple majority voting requirement”); Dover Corp. (Dec. 16, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an
opportunity to approve amendments to [the company’s] certificate of incorporation, which, if approved, will eliminate the only two supermajority voting provisions in [the company’s] governing documents”); AECOM (Nov. 1, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve an amendment to [the company’s] certificate of incorporation, approval of which will result in the removal of the lone supermajority voting provision in [the company’s] governing documents”); The Brink’s Co. (Feb. 5, 2015) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] articles of incorporation that would replace each provision that calls for a supermajority vote with a majority vote requirement”); Visa Inc. (Nov. 14, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation and bylaws that would replace each provision that calls for a supermajority vote with a majority vote requirement”); McKesson Corp. (Apr. 8, 2011) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation where the amendments to the company’s certificate of incorporation would require a majority vote of the voting power of the outstanding shares); The Southern Co. (Feb. 24, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would result in a majority of the issued and outstanding common stock vote requirement); Dover Corp. (Dec. 16, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in majority of the outstanding shares vote requirement pursuant to the DGCL); AECOM (Nov. 1, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would result in a majority of outstanding shares vote requirement pursuant to the DGCL); The Brink’s Co. (Feb. 5, 2015) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s articles of incorporation would result in a majority of outstanding shares vote requirement pursuant to Virginia corporate law); Visa Inc. (Nov. 14, 2014) (permitting
exclusion of a proposal under Rule 14a-8(i)(10) where amendments to the company’s certificate of incorporation and bylaws would replace each supermajority vote requirement with a majority of the outstanding shares vote requirement; Hewlett-Packard Co. (Dec. 19, 2013) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the bylaw amendments replacing each supermajority vote requirement with a majority of the outstanding shares vote requirement “compare[d] favorably with the guidelines of the proposal”).

As in the foregoing letters, the anticipated Charter Amendments and Bylaw Amendment substantially implement the Proposal. Specifically, in the event that the Board adopts the resolutions described above, the Company’s stockholders will be asked at the Company’s 2018 annual meeting to vote to adopt the Charter Amendments that would, if approved, eliminate the only supermajority vote requirements in the Certificate of Incorporation and, upon the effectiveness of the Charter Amendments, the Bylaw Amendment would become effective, eliminating the only supermajority vote requirement in the Bylaws. As a result, in the event the Board adopts the resolutions described above, the Company will have addressed the essential objective of the Proposal.

We submit this no-action request now to address the timing requirements of Rule 14a-8(j). We will submit a supplemental letter notifying the Staff of the Board’s action on this matter, which will include a copy of the amendments approved by the Board, shortly after the February Board Meeting. The Staff consistently has permitted exclusion under Rule 14a-8(i)(10) where a company has notified the Staff that it intends to recommend that its board of directors take certain action that will substantially implement the proposal and then supplements its request for no-action relief by notifying the Staff after that action has been taken by the board of directors. See, e.g., The Southern Co. (Feb. 24, 2017); Visa Inc. (Nov. 14, 2014); Hewlett-Packard Co. (Dec. 19, 2013); Starbucks Corp. (Nov. 27, 2012) (each permitting exclusion of a proposal under Rule 14a-8(i)(10) where the board of directors was expected to take action that would substantially implement the proposal, and the company supplementally notified the Staff of the board action).

Accordingly, the Company believes that once the Board takes the actions described above, the Proposal will have been substantially implemented and may be excluded under Rule 14a-8(i)(10).

V. Conclusion

Based upon the foregoing analysis, subject to the Board taking the actions described above, the Company respectfully requests that the Staff concur that it will take no action if the Company 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 the Company’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,

[Signature]
Marc S. Gerber

Enclosures

cc: John Chevedden
EXHIBIT A

(see attached)
Ms. Laura J. Schumacher  
Corporate Secretary  
AbbVie Inc (ABBV)  
1 North Waukegan Road  
North Chicago, IL 60064  
PH: 847-932-7900

Dear Ms. Schumacher,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. 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 my proposal promptly by email to

Sincerely,

Kenneth Steiner  

Date  

10-6-17
RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. It is important that our company take each step necessary to adopt this proposal topic completely.

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

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal will facilitate adoption of one-year terms for directors instead of the current 3-year terms. AbbVie shareholders have already voted 99 to one in favor or one-year terms for directors.

Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from improving the quality our corporate governance.

Adoption of this proposal will cost little in up-front cost for a $140 billion company like AbbVie. And it would seem to involve no further cost – yet it will have a long-term positive impact on the quality of governance at AbbVie. Adoption of this proposal will also facilitate the adoption of a shareholder ability to cast a vote on each director annually. Currently if an AbbVie director is involved in a scandal we may have to wait 3-years to vote on the director’s qualifications.

Sadly our top management did not put enough horsepower behind their failed 2017 proposal for our directors to serve one-year terms instead of 3-year terms. If the failed 2017 management proposal would have boosted executive pay – one can bet a lot more management effort would have been devoted to it.

Please vote to improve our corporate governance:

**Simple Majority Vote – Proposal [4]**

[The above line – Is for publication.]
Kenneth Steiner 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(I)(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.
11/02/2017

Kenneth Steiner

Re: Your TD Ameritrade Account Ending in *** in TD Ameritrade Clearing Inc DTC #0188

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of the date of this letter, you have continuously held no less than 500 shares of each of the following stocks in the above referenced account since October 1st, 2016.

1. Verizon Communications Inc. (VZ)
2. AbbVie Inc. (ABBV)
3. Abbot Laboratories (ABT)
4. Bank of America Corporation (BAC)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We’re available 24 hours a day, seven days a week.

Sincerely,

Christopher Costello
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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November 7, 2017

VIA EMAIL AND OVERNIGHT DELIVERY

Mr. John Chevedden

Re: Shareholder Proposal for the AbbVie Inc. 2018 Annual Meeting

Dear Mr. Chevedden:

On November 1, 2017, AbbVie Inc. ("AbbVie") received a letter from Kenneth Steiner (the "proponent") purporting to submit a shareholder proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for consideration at AbbVie’s 2018 Annual Meeting of Shareholders.

The Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") recently issued Staff Legal Bulletin 141 (Nov. 1, 2017) ("SLB 141"). Among other things, SLB 141 provides guidance to assist companies in evaluating whether the eligibility requirements of Rule 14a-8(b) have been satisfied when a shareholder submits a proposal through a proxy or agent. Pursuant to SLB 141, the Staff expects the documentation describing the shareholder’s delegation of authority to:

- "identify the shareholder-proponent and the person selected as proxy;"
- "identify the company to which the proposal is directed;"
- "identify the annual or special meeting for which the proposal is submitted;"
- "identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and"
- "be signed and dated by the shareholder."

The shareholder-proponent’s letter does not satisfy the guidance contained in SLB 141 in that it fails to identify the specific proposal to be submitted. Accordingly, please submit documentation evidencing the proponent’s delegation of authority consistent with SLB 141. For your reference, please find enclosed a copy of Rule 14a-8 and a copy of SLB 141.

Jennifer M. Lagunas
Vice President, Governance, Legal Operations and Assistant Secretary
AbbVie Inc.
1 North Waukegan Rd
North Chicago, IL 60064
(847) 935-0056
jennerifer.lagunas@abbvie.com
The rules of the SEC require that a response to this letter, correcting all deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter.

Once we receive any response, we will be in position to determine whether the proposal is eligible for inclusion in the proxy materials for our 2018 Annual Meeting of Shareholders. We reserve the right to seek relief from the SEC as appropriate.

Sincerely,

Jennifer M. Lagunas

cc: Mr. Kenneth Steiner
Ms. Laura J. Schumacher  
Corporate Secretary  
AbbVie Inc (ABBV)  
1 North Waukegan Road  
North Chicago, IL 60064  
PH: 847-932-7900  

Dear Ms. Schumacher,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. 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 my proposal promptly by email to

Sincerely,

Kenneth Steiner  

Date  

Simple Majority Vote  

11-16-2017  

*** FISMA & OMB Memorandum M-07-16
Ms. Laura J. Schumacher  
Corporate Secretary  
AbbVie Inc (ABBV)  
1 North Waukegan Road  
North Chicago, IL 60064  
PH: 847-932-7900

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Kenneth Steiner  

Date  

10-6-17
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Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from improving management accountably to shareholders. Currently the role of AbbVie shareholders is diminished because management can declare as worthless a 79%-vote of shareholders on certain issues.

Adoption of this proposal will cost little in up-front cost for a $140 billion company like AbbVie. And it would seem to involve no further cost – yet it will have a long-term positive impact on the quality of governance at AbbVie. Adoption of this proposal will also facilitate the adoption of a shareholder ability to cast a vote on each director annually. Currently if an AbbVie director is involved in a scandal we have to wait up to 3-years to vote on the director’s qualifications.

Sadly our top management did not put enough horsepower behind their failed 2017 proposal for our directors to serve one-year terms instead of 3-year terms. If the failed 2017 management proposal would have boosted executive pay – one can bet a lot more management effort would have been devoted to it.

Please vote to improve management accountably to shareholders:

**Simple Majority Vote – Proposal [4]**

[The above line – Is for publication.]
Kenneth Steiner, sponsors this proposal.

Notes:
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• 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
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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).

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