



**GENUINE PARTS COMPANY**  
2999 WILDWOOD PARKWAY  
ATLANTA, GEORGIA 30339  
(678) 934-5000

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December 2, 2019

**VIA E-MAIL (shareholderproposals@sec.gov)**

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

Re: Genuine Parts Company Intention to Omit Stockholder Proposal

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and on behalf of Genuine Parts Company (the "Company"), we hereby notify the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude a stockholder proposal (the "Proposal") submitted by As You Sow on behalf of Lutra Living Trust (the "Proponent") from the Company's proxy materials for its 2020 annual meeting of stockholders (the "2020 Proxy Materials"). We respectfully request confirmation that the Commission's Division of Corporation Finance (the "Staff") will not recommend to the Commission that enforcement action be taken if the Company excludes the Proposal from its 2020 Proxy Materials in reliance on the provisions of Rule 14a-8(b) and Rule 14a-8(f)(1) under the Exchange Act as described below.

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB No. 14D"), this letter and its attachments are being submitted to the Staff via e-mail in lieu of mailing paper copies. A copy of this letter and its attachments are simultaneously being sent to the Proponent as notice of the Company's intent to omit the Proposal from its 2020 Proxy Materials as required by Rule 14a-8(j). Pursuant to Rule 14a-8(k) and Section E of SLB No. 14D, the Company requests that the Proponent concurrently provide to the undersigned a copy of any correspondence that is submitted to the Commission or the Staff in response to this letter.

Pursuant to Rule 14a-8(j), this letter is being filed with the Commission, and concurrently sent to the Proponent, no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission.

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### **The Proposal**<sup>1</sup>

The Proposal states:

**Therefore, be it resolved:** Shareholders request that the Board of Directors issue a report to shareholders describing the company's policies, performance, and improvement targets related to material human capital risks and opportunities by 180 days after the 2020 Annual Meeting, at reasonable expense and excluding confidential information, prepared in consideration of the metrics and guidelines set forth in the SASB Multiline and Specialty Retailers & Distributors standard's provisions on workforce diversity and inclusion and labor practices requirements.

### **Background**

1. On November 5, 2019, the Company received from the Proponent a copy of the Proposal in the form of a letter dated November 5, 2019, and addressed to Ms. Jennifer L. Ellis, Secretary of the Company. The letter did not provide any declaration or verification of the Proponent's ownership of the requisite number of shares of Company common stock for at least one year as of November 5, 2019, or that Proponent intended to hold the requisite number of shares through the date of the Company's 2020 Annual Meeting, stating only that the Proposal was submitted "on behalf of Lutra Living Trust (Proponent)." A copy of the letter is attached as Exhibit A.
2. The Company confirmed that the Proponent was not a stockholder of record of the Company's common stock, and, on November 6, 2019, which was within 14 days of the date that the Company received the Proposal, the Company sent a letter to the Proponent (the "Deficiency Letter") via mail and e-mailed a copy of the Deficiency Letter on November 7, 2019. A copy of the Deficiency Letter is attached as Exhibit B. The Deficiency Letter stated that:
  - the Company had received the Proposal;
  - the Proponent must have continuously held at least \$2,000 in market value of the Company's common stock, or 1% of the Company's securities entitled to vote on the proposal at the meeting for at least one year as of the date the Proponent submitted the proposal in order to meet the eligibility requirements of Rule 14a-8;
  - the Proponent also must include in its proposal a written statement that it intends to continue to hold the securities through the date of the meeting of shareholders;
  - the Proponent must verify his eligibility by submitting a written statement from the "record" holder of its shares verifying that, at the time the proposal was submitted on November 6, 2019, the shareholder (Lutra Living Trust) had continuously held at least \$2,000 in market value, or 1%, of the Company's common stock for at least one year period prior to and including November 6, 2019; and

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<sup>1</sup> The entire Proposal is set forth in Exhibit A to this letter.

- the Proponent's response to the Deficiency Letter, in which he must correct the outlined Rule 14a-8 deficiencies, must be postmarked or transmitted electronically no later than 14 days from his receipt of the Deficiency Letter.
3. On November 7, 2019, Ms. Ellis received numerous "out of office" replies to her e-mail to the Proponent's representatives that included the Deficiency Letter, thereby confirming delivery of the Deficiency Letter on that date. Accordingly, the Proponent's deadline for responding to the Deficiency Letter was November 21, 2019.
  4. On November 20, 2019, the Company received a response from the Proponent, which included a statement of ownership from Fidelity Investments, as custodian for the Lutra Living Trust, that as of and including November 5, 2019, Fidelity Investments held 577 shares of Genuine Parts Co [sic] common stock continuously for over one year on behalf of Lutra Living Trust and that beneficial ownership of at least \$2,000 in market value of voting securities of Genuine Parts Co had existed for one or more years (the "First Deficiency Response"). A copy of the First Deficiency Response is included as Exhibit C.
  5. The First Deficiency Response failed to include the statement, as required by Rule 14a-8(b)(2)(i), that the Proponent intends to continue to hold the securities through the date of the meeting of shareholders.
  6. On November 22, 2019, Ms. Ellis confirmed receipt of the First Deficiency Response via e-mail to the Proponent's representatives and noted the continued deficiency in the First Deficiency Response.
  7. On November 25, 2019, Ms. Ellis received an amended authorization letter from the Proponent via e-mail noting that the Proponent intends to hold the required amount of stock through the date of the Company's annual meeting in 2020.

#### **Basis for Exclusion**

We hereby respectfully request that the Staff concur in the Company's view that the Proposal may be excluded from its 2020 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent did not include a statement that it intends to hold the requisite amount of Company common stock through the date of the meeting of stockholders within 14 calendar days of receipt of the Deficiency Letter identifying this defect.<sup>2</sup> Subsequent to the 14 calendar day deadline, the Proponent, recognizing the defect in its First Deficiency Response, attempted to cure such defect. Notwithstanding its later efforts to cure the deficiency, the Proponent failed to timely cure the defects identified by the Company within the 14 calendar day deadline as required by Rule 14a-8(f)(1).

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<sup>2</sup> The Company believes there are additional bases for excluding the proposal, but because the Proponent has not satisfied the eligibility requirements, only the procedural matters are addressed in this letter. The Company reserves the right to raise additional bases for exclusion.

### Analysis

#### **The Proposal is Excludable Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponent Failed to Establish the Requisite Eligibility to Submit the Proposal.**

The Company may exclude the Proposal under Rule 14a-8(f)(1) because the Proponent did not timely provide a written statement that it intends to continue to hold the Company's securities through the date of the meeting of shareholders. Rule 14a-8(b)(2)(i) clearly provides that the proponent must include a written statement that the proponent intends to continue to hold the requisite number of company securities through the date of the meeting of stockholders (the "Required Statement").

Proponent's initial submission omitted both the Required Statement and evidence of its ownership of the requisite number of Company shares for at least one year. Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14") specifies that when the stockholder is not the registered holder, the stockholder "is responsible for proving his or her eligibility to submit a proposal to the company," which the stockholder may do by one of two ways that are provided in Rule 14a-8(b)(2), both of which require a proponent who is not a registered stockholder to submit verification of the proponent's ownership of shares of the company's stock. Specifically, Rule 14a-8(b)(2)(i) provides that a proponent may prove ownership by submitting to the company a letter from the record holder of the proponent's shares verifying that, at the time the proposal was submitted, the proponent continuously held the requisite number of shares for at least one year.

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, provided that the company timely notifies the proponent of the problem and the proponent fails to adequately correct the deficiency within the required time. Specifically, Rule 14a-8(f) provides that the Proponent's "response must be postmarked, or transmitted electronically, no later than 14 days from the date [Proponent] received the company's notification." Here, the Company provided timely notice to the Proponent of both the failure to include the Required Statement and evidence of its ownership of the requisite number of shares for at least one year. The proponent subsequently provided timely evidence of its ownership of the requisite number of shares for at least one year, but again failed to include the Required Statement. The Proponent only tendered the Required Statement after expiration of the time permitted by Rule 14a-8(f) for a timely response.

On numerous occasions, the Staff has concurred in a company's omission of a stockholder proposal based on a proponent's failure to provide a written statement that the proponent intends to hold its company stock through the date of the shareholder meeting, as required under Rule 14a-8(b). *See General Mills, Inc.* (June 25, 2013) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and 14a-8(f) and noting that "the proponent failed to provide this statement within 14 calendar days from the date the proponent received General Mills' request under Rule 14a-8(f)"); and *Bank of America Corporation* (February 7, 2014) (similarly concurring with the exclusion of a stockholder proposal in reliance on Rules 14a-8(b) and 14a-8(f) and noting that the "proponent failed to provide this statement

within 14 calendar days from the date the proponent received Bank of America's request under Rule 14a-8(f)). See also *AT&T Inc.* (January 3, 2013); *Verizon Communications Inc.* (January 10, 2013); *International Business Machines Corp.* (December 28, 2010); *Fortune Brands, Inc.* (April 7, 2009); *Rite Aid Corp.* (March 26, 2009); *Exelon Corp.* (February 23, 2009); *Fortune Brands, Inc.* (February 12, 2009); *Sempra Energy* (January 21, 2009); *Washington Mutual, Inc.* (December 31, 2007); *SBC Communications Inc.* (January 2, 2004); *IVAX Corp.* (March 20, 2003) (in each case, the Staff concurred in the exclusion of a shareowner proposal where the proponents did not provide a written statement of intent to hold the requisite number of company shares through the date of the meeting at which the proposal would be voted on by shareholders).

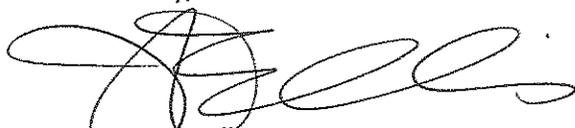
Following receipt of the Deficiency Letter, the Proponent failed to provide the Required Statement within the requisite 14 day period. Thus, the Proponent has failed to provide timely, satisfactory evidence of eligibility as required by Rule 14a-8(b), despite receiving timely notice of the Proposal's deficiencies pursuant to Rule 14a-8(f)(1). Accordingly, the Proposal is excludable from the Company's 2020 Proxy Materials.

#### Conclusion

Based upon the foregoing analysis, the Company believes that the Proposal may be properly omitted from its 2020 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1).

We appreciate your assistance in this matter. If you have any questions or require any additional information, please contact me at (678) 934-5693, David E. Brown, Jr. at (202) 239-3345 or Sarah D. McElroy at (404) 881-7251.

Sincerely,



Jennifer L. Ellis

Enclosure

cc: Mr. Andrew Behar, As You Sow  
Mr. David E. Brown, Jr., Alston & Bird LLP  
Ms. Sarah D. McElroy, Alston & Bird LLP

Exhibit A  
Stockholder Proposal



**VIA FEDEX & EMAIL**

November 5, 2019

Jennifer L. Ellis  
Corporate Secretary  
Genuine Parts Company  
2999 Wildwood Parkway  
Atlanta, Georgia 30339

Dear Jennifer Ellis,

Lutra Living Trust is a shareholder of Genuine Parts Company. We submit the enclosed shareholder proposal on behalf of Lutra Living Trust (Proponent) for inclusion in Genuine Parts Company's 2020 proxy statement, and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns. To schedule a dialogue, please contact Andrew Behar, CEO at [abhear@asyousow.org](mailto:abhear@asyousow.org). Please send all correspondence to Mr. Behar **with a copy to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org)**. Also, please note that our address has changed. Our new address is set forth above.

Sincerely,

Andrew Behar  
CEO

Enclosures

- Shareholder Proposal
- Shareholder Authorization

**Whereas:** Human capital management disclosures are garnering attention in Congress<sup>1</sup> and the SEC;<sup>2</sup>

The retail sector's low-average wages, which help our Company maintain low prices on products, may increase labor-related risks. Companies can face decreases in market share and revenue from negative consumer sentiment in the event of public disagreement between companies and workers;

Underrepresentation of women and minorities in management structures may lay a foundation for allegations of discriminatory practices in promotions or wages. Litigation can eat into thin margins and cause reputational damage;

The Sustainability Accounting Standards Board (SASB) has established sector-specific standards to assist companies in disclosing financially material, decision-useful sustainability information to investors. The standards identify a minimum set of sustainability issues most likely to impact operating performance or financial condition of the typical company in an industry. Businesses use SASB standards to better identify, manage, and communicate to investors sustainability information that is comparable, consistent, and financially material, thereby enabling better investment and voting decisions;

The SASB standards are recognized as financially material by mainstream investors. The SASB Investor Advisory Group, 46 global asset owners and managers "[b]elieve SASB's approach--which is industry-specific and materiality-focused--will help provide investors with relevant and decision-useful information."<sup>3</sup> Members of the SASB Investor Advisory Group and SASB Alliance, "a growing movement of organizations that believe standardized, industry-specific, and materiality-based standards help companies and investors adapt to the market's expectations," comprise seven of the ten largest worldwide money managers<sup>4</sup> as well as pension funds of six states;<sup>5</sup>

SASB Labor Practices standards encompass average hourly wage and percentage of in-store employees earning minimum wage; voluntary and involuntary turnover rate for in-store employees; and total amount of monetary losses as a result of legal proceedings associated with labor law violations;

<sup>1</sup> Dana Wilkie, "Workplace May Be New Battleground for 2019-20 Congress," November 7, 2018. Available at <https://www.shrm.org/hr-today/news/hr-news/pages/2018-mid-term-election-workplace-legislation.aspx>

<sup>2</sup> Securities And Exchange Commission 17 CFR 229, 239, and 240 [Release Nos. 33-10668; 34-86614; File No. S7-11-19] RIN 3235-AL78. Modernization of Regulation S-K Items 101, 103, and 105. Available at <https://www.sec.gov/rules/proposed/2019/33-10668.pdf>

<sup>3</sup> Support from Investors. <https://www.sasb.org/investor-use/supporters/>

<sup>4</sup> Pensions & Investments "The Largest Money Managers," May 27, 2019. At 25. <https://www.pionline.com/assets/docs/CO119854528.PDF>

<sup>5</sup> SASB Alliance Organizational Members. <https://www.sasb.org/alliance-membership/organizational-members/>

SASB Workforce Diversity and Inclusion metrics concern the percentage of each gender category for global operations; and standard EEO-1 racial and ethnic group categories for U.S. operations for management and non-managerial employees;

Yet, our Company does not disclose this financially material information. Its absence challenges investors' ability to comprehensively evaluate our company's management of sustainability risks and opportunities;

**Therefore, be it resolved:** Shareholders request that the Board of Directors issue a report to shareholders describing the company's policies, performance, and improvement targets related to material human capital risks and opportunities by 180 days after the 2020 Annual Meeting, at reasonable expense and excluding confidential information, prepared in consideration of the metrics and guidelines set forth in the SASB Multiline and Specialty Retailers & Distributors standard's provisions on workforce diversity and inclusion and labor practices requirements.

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

As of the date of this letter, the undersigned authorizes As You Sow (AYS) file, cofile, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Lutra Living Trust  
Company: Genuine Parts  
Annual Meeting/Proxy Statement Year: 2020  
Resolution Name: Human capital management disclosures

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

Digitally signed by:  
*Jeff Lutra, Power of Attorney*  
DN: cn=Jeff Lutra, o=As You Sow

Exhibit B  
Deficiency Letter

GENUINE PARTS COMPANY

2999 WILDWOOD PARKWAY, SE  
ATLANTA, GEORGIA 30339

JENNIFER ELLIS  
CORPORATE SECRETARY  
AND ASSOCIATE COUNSEL

TEL: 770-818-4693  
JENNIFER.ELLIS@GENPT.COM

VIA EMAIL AND REGULAR MAIL

November 6, 2019

Re: Stockholder Proposal

Andrew Behar  
CEO, As You Sow  
2150 Kitteredge Street, Suite 450  
Berkeley, CA 94704

Dear Mr. Behar:

I am writing on behalf of Genuine Parts Company (the "Company"), which received a letter that was postmarked on November 5, 2019 submitting a stockholder proposal relating to human capital management disclosures for inclusion in the Company's proxy statement for the 2020 annual meeting. The proposal contains certain procedural deficiencies, which the Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

*Proof of Ownership.* Rule 14a-8(b)(1) of the Securities Exchange Act of 1934, as amended, requires that in order to be eligible to submit a proposal for inclusion in the Company's proxy statement, each shareholder proponent must, among other things, have continuously held at least \$2,000 in market value of the Company's common stock, or 1% of the Company's securities entitled to vote on the proposal at the meeting for at least one year by the date you submitted the proposal. Rule 14a-8 further requires that you include a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders.

The materials we received from you do not indicate that the shareholder, Lutra Living Trust, is currently a registered holder on the Company's books and records of shares of the Company's common stock, and you have not provided proof of ownership. Accordingly, you must submit to us a written statement from the "record" holder of the shares (usually a bank or broker) verifying that, at the time you submitted the proposal on November 6, 2019, the shareholder (Lutra Living Trust) had continuously held at least \$2,000 in market value, or 1%, of the

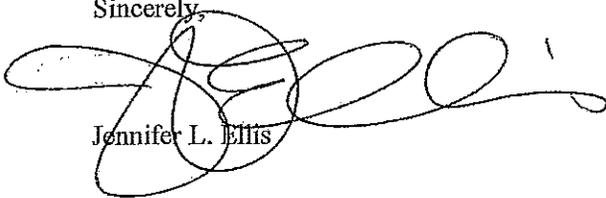
Company's common stock for at least the one year period prior to and including November 6, 2018.

Rule 14a 8(b) requires that a proponent of a proposal must prove eligibility as a shareholder of the company by submitting either:

- a written statement from the "record" holder of the securities verifying that at the time the proponent submitted the proposal, the proponent had continuously held the requisite amount of securities for at least one year, as well as your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders;
- or a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting the proponent's ownership of shares as of or before the date on which the one year eligibility period begins; the proponent's written statement that he or she continuously held the required number of shares for the one year period as of the date of the statement; and a written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

In order to meet the eligibility requirements for submitting a shareholder proposal, the SEC rules require that these defects that we have identified be remedied. The revised proposal and any supporting documentation must be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Please address any response to me at the address or email as provided above.

Sincerely,



Jennifer L. Ellis

cc: Paul Donahue, GPC Chairman & CEO  
Carol Yancey, GPC Executive Vice President & CFO  
Jim Neill, GPC Senior Vice President – Human Resources  
Sid Jones, GPC Senior Vice President – Investor Relations

Exhibit C  
First Deficiency Response

## Jennifer Ellis

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**From:** Kwan Hong Teoh <Kwan@asyousow.org>  
**Sent:** Wednesday, November 20, 2019 3:55 PM  
**To:** Jennifer Ellis; Andy Behar  
**Cc:** Shareholder Engagement  
**Subject:** [EXT] Re: Response Letter  
**Attachments:** 20.GPC.1 Proof of Ownership\_Lutra.pdf

**External Email:** This is an EXTERNAL email do not click links or open attachments unless you know the content is safe. Please use caution with Urgent Requests.

Hi Jennifer,

We are in receipt of your letter issued November 6, 2019 alleging notice of a deficiency in our November 5, 2019 letter transmitting a proposal for inclusion on the Company's 2020 proxy. In response to the cited deficiency, we enclose a proof of ownership letter establishing the proponent's ownership of the Company's common stock in the requisite amount and in the time frame necessary to meet eligibility requirements.

SEC Rule 14a-8(f) requires a company to provide notice of specific deficiencies in a shareholder's proof of eligibility to submit a proposal. We therefore request that you notify us if you identify any deficiencies in the enclosed documentation.

Please let me know that you have received the attached. Thank you and have pleasant rest of your week

Best,  
Kwan

**Teoh, Kwan Hong** (he/him)  
**Environmental Health Program**  
**Research Manager**  
**As You Sow**  
(510) 735-8147 (direct line) | (605) 651-5517 (cell)  
[kwan@asyousow.org](mailto:kwan@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

~Building a Safe, Just and Sustainable World since 1992~

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**From:** Jennifer Ellis <jennifer\_ellis@genpt.com>  
**Date:** Thursday, November 7, 2019 at 8:20 AM  
**To:** Andy Behar <abehar@asyousow.org>  
**Cc:** Sharon Cho <scho@asyousow.org>, Shareholder Engagement <shareholderengagement@asyousow.org>  
**Subject:** Response Letter

Andy:

Please see the attached letter and do not hesitate to reach out with questions. -- -- -- -- --

Thank you, and have a great day.

Jennifer

Jennifer Ellis

Corporate Secretary  
Genuine Parts Company  
2999 Wildwood Parkway  
Atlanta, Georgia 30339  
678.934.5693 (Office)  
770.639.0128 (Cell)



Fidelity Clearing & Custody Solutions®

100 Crosby Parkway KCIJ  
Covington, KY 41015

November 20, 2019

To Whom It May Concern:

Fidelity Investments, a DTC participant, acts as the custodian for the Lutra Living Trust. As of and including November 5, 2019, Fidelity Investments held 577 shares of Genuine Parts Co common stock (CUSIP 372460105), continuously for over one year on behalf of the Lutra Living Trust.

We confirm that Lutra Living Trust has beneficial ownership of at least \$2,000 in market value of the voting securities of Genuine Parts Co, and that such beneficial ownership has existed for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink that reads "Dale BZ".

Dale Braunersrither  
Client Services Manager

Our file: W323816-20NOV19

200 Seaport Boulevard, Boston, MA 02210

Fidelity Clearing & Custody Solutions® provides clearing, custody, or other brokerage services through National Financial Services LLC or Fidelity Brokerage Services LLC, Members NYSE, SIPC.

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