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1934 Act/Rule 14a-8

By e-mail: shareholderproposals@sec.gov

October 28, 2019

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

Re: AT&T Inc.
Stockholder Proposal Submitted by Ernest and Lynne Bailey

Dear Sir or Madam:

This letter and the accompanying materials are submitted on behalf of AT&T Inc. (“AT&T” or the “Company”) pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. AT&T has received a stockholder proposal (the “Proposal”) from Ernest and Lynne Bailey (the “Proponents”) for inclusion in AT&T’s 2020 proxy materials. This letter, together with the Proposal and the related correspondence, is being submitted to the Staff via e-mail in lieu of mailing paper copies. For the reasons stated below, AT&T intends to omit the Proposal from its 2020 Proxy Materials.

A copy of this letter and the attachments are being sent concurrently to the Proponents advising them of AT&T’s intention to omit the Proposal from its proxy materials for its 2020 Annual Meeting.

I. The Proposal

On September 3, 2019, AT&T received by mail the Proposal from the Proponents, a copy of which is attached hereto as *Exhibit A*. The Proposal, in part, reads as follows:

Considering the company debt situation, management should sale CNN.
CNN has the lowest viewership of it major completion.
CNN has the lowest viewership in the critical 25-54 age demographic.
CNN has the lowest viewership during primetime (16% decline in April)
CNN ad revenue continues to decline from its \$600 million peak.
CNN programming is primarily hostile to half Americans.

CNN chief Jeff Zucker has aggressively fostered dishonest journalism and has resulted in several acts of violence. He should be dismissed.”

Management’s work to reduce the AT&T debt load, the largest of all US corporations, should stop the loss of revenue and potential liabilities from CNN and use its asset value to reduce the debt.”

II. Basis for Exclusion: The Proposal May Be Properly Omitted from AT&T’s 2020 Proxy Materials Pursuant to Rules 14a-8(b) and (f) Because the Proponents Failed to Provide the Requisite Proof of Ownership.

The Proponents failed to provide requisite proof of continuous stock ownership in response to the Company’s explicit and proper request for that information pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1). Specifically, in a letter delivered to the Proponents on September 14, 2019, the Company requested that the Proponents provide a written statement verifying their ownership of the requisite amount of AT&T stock for at least one year as of the date of submission of the Proposal. As of the date of this letter, the Proponents have not responded to the Company’s request, which was delivered to the Proponents 44 days ago. That is well beyond the 14-day requirement of Rule 14a-8(f).

III. Background

The Proposal was received by the Company on September 3, 2019, a copy of which is attached as *Exhibit A*. In their correspondence, the Proponents failed to provide proper verification of ownership of the requisite number of Company shares for at least one year as of the date of submission. In addition, the Company reviewed its stock records, which indicated the Proponents were not registered holders.

In a letter delivered to the Proponents on September 14, 2019, which was within 14 days of the date that the Company received the Proposal, the Company sent the Proponents a letter notifying them of the Proposal’s procedural deficiencies as required by Rule 14a-8(f) (the “Deficiency Notice”). In the Deficiency Notice, attached as *Exhibit B*, the Company informed the Proponents of the requirements of Rule 14a-8 and how they could cure the procedural deficiencies. Specifically, the Deficiency Notice included:

- An explanation of Rule 14a-8(b)’s requirement that the Proponents provide a written statement or documentation necessary from the record holder to demonstrate the Proponent’s beneficial ownership under Rule 14a-8(b), including the requirement for the statement to verify that the Proponent continuously held the requisite number of Company shares for the one-year period preceding and including the date the Proposal was submitted; and
- that the Proponent’s response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponents received the Deficiency Notice.

The Deficiency Notice was delivered to the Proponent by overnight mail on September 14, 2019. As of the date of this letter, which is well beyond the deadline for responding to the Deficiency Notice, the Proponents have not responded to the Deficiency Notice.

IV. Analysis

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponents Failed to Timely Establish the Requisite Eligibility to Submit the Proposal.

The Company may properly exclude the Proposal under Rule 14a-8(f)(1) because the Proponents failed to provide proper verification of their eligibility to submit the Proposal under Rule 14a-8(b). In addition, a check of the records of the Company showed no record of either Proponent being a record holder. Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a stockholder] must have continuously held at least \$2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the stockholder] submit[s] the proposal.”

Staff Legal Bulletin No. 14 (“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).¹ If the Proponent fails to include verification of such ownership with the submission of the Proposal, Rule 14a-8(f) requires the Company to notify the Proponent of such deficiency within 14 days of receipt of the Proposal (September 3, 2019), which the Company timely did on September 14, 2019. Upon the timely notification by the Company of the deficiency, Rule 14a-8(f) requires the response of the Proponent to be “postmarked, or transmitted electronically, no later than 14 days from the date you received the company’s notification.”

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to timely provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. As noted above, the Company satisfied its obligation under Rule 14a-8 by delivering via overnight mail to the Proponents in a timely manner the Deficiency Notice, which specifically sets forth the information listed above, consistent with the guidance provided in SLB 14F and SLB 14G, *see Exhibit B*. The records indicate that the Deficiency Notice was delivered to the Proponent on September 14, 2019, *see Exhibit C*. Accordingly, pursuant to Rule 14a-8(f)(1), the deadline for the proponent to submit their response to the Deficiency Notice was September 28, 2019. As of the date of this letter, no response has been received.

On numerous occasions, the Staff has concurred in a company’s omission of a stockholder proposal based on a proponent’s failure to timely provide satisfactory evidence of eligibility under

¹ *See* Section C.1.a, Staff Legal Bulletin No. 14 (July 13, 2001).

Rule 14a-8(b) and Rule 14a-8(f)(1). *See, e.g., Andrea Electronics Corporation* (Jul. 16, 2014), concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that “the proponent appears to have failed to supply, within 14 days of receipt of Andrea’s request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as of the date that he submitted the proposal as required by Rule 14a-8(b)”.

Accordingly, consistent with the precedent cited above, the Proposal is excludable because, despite receiving timely and proper notice pursuant to Rule 14a-8(f)(1), the Proponents have not timely provided proof of ownership that they continuously owned the requisite number of Company shares for the requisite one-year period prior to the date the Proposal was submitted to the Company, as required by Rule 14a-8(b).

* * *

Based upon the foregoing analysis, AT&T requests that the Division concur that the Proposal may be properly omitted from its 2020 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1).

If you have any questions or need additional information, please contact me at (214) 757-3344.

Sincerely,



Attachments

cc: Ernest and Lynne Bailey (via overnight mail)

Index to Exhibits

<u>Exhibit</u>	<u>Description</u>
A	Proposal postmarked August 30, 2019, received September 3, 2019
B	Deficiency Notice, dated September 13, 2019
C	Proof of Deficiency Notice delivered on September 14, 2019

EXHIBIT A

RECEIVED

SEP 03 2019

CORPORATE
SECRETARY'S OFFICE

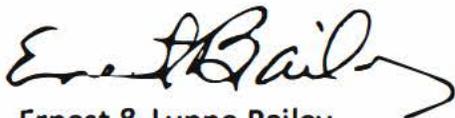
9/1/2019

Senior Vice President and Secretary of AT&T
208 S. Akard Street, Suite 2954
Dallas, Texas 75202.

It is our desire as a stockholder to propose the below resolution for the next annual stockholders meeting and need your advice on how I do it.

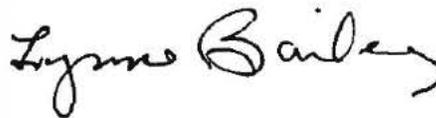
"Considering the company debt situation, management should sale CNN. CNN has the lowest viewership of it major completion. CNN has the lowest viewership in the critical 25 – 54 age demographic. CNN has the lowest viewership during primetime (16% decline in April) CNN ad revenue continues to decline from its \$600 million peak. CNN programming is primarily hostile to half Americans. CNN chief Jeff Zucker has aggressively fostered dishonest journalism and has resulted in several acts of violence. He should be dismissed."

Management's work to reduce the AT&T debt load, the largest of all US corporations, should stop the loss of revenue and potential liabilities from CNN and use its asset value to reduce the debt".



Ernest & Lynne Bailey

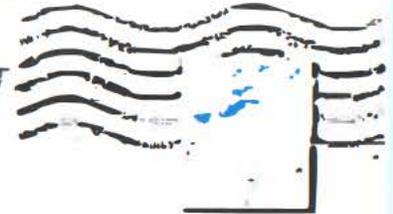
*



2017 shares owned

Ernest M. Bailey, Jr.

UNIT APPROVED FOR POST
RIO GRANDE DISTRICT
BY 027 0790 0N-17



**Senior Vice President and Secretary of
AT&T
208 S. Akard Street, Suite 2954
Dallas, Texas 75202.**

EXHIBIT B



Moni J. DeWalt
Manager SEC Compliance

One AT&T Plaza
208 S. Akard Street
Dallas, TX 75202

T: 214.757.3264
md075v@att.com

September 13, 2019

Via UPS Tracking Number:

Ernest & Lynne Bailey

Dear Mr. & Mrs. Bailey:

On September 3, 2019, we received a letter from you postmarked August 30, 2019 (the "submission date"), which included a proposal for the next annual stockholders meeting. We consider this to be a stockholder proposal for inclusion in the proxy materials for AT&T Inc.'s 2020 annual meeting of stockholders.

Under Securities and Exchange Commission Rule 14a-8, in order to be eligible to submit a proposal, a stockholder must have continuously held at least \$2,000 in market value of shares of AT&T Inc. common stock for at least one year by the date the proposal is submitted and provide a written statement that the stockholder intends to continue to hold the shares through the date of the Annual Meeting. Therefore, in accordance with Rule 14a-8, please provide us with a written statement that you intend to hold the shares through the date of the 2019 annual meeting of stockholders.

In addition, in accordance with Rule 14a-8, you must submit to us a written statement from the record holder of the shares (usually a broker or bank) verifying that the required amount of shares were continuously held for at least the one-year period preceding and including the above submission date.

To be considered a record holder, a broker or bank must be a Depository Trust Company ("DTC") participant. Stockholders can confirm whether a broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at [http : www.dtcc.com](http://www.dtcc.com) ~ [media Files Downloads client-center DTC al ha ashx](#). If the broker or bank is not on DTC's participant list, the stockholder will need to obtain proof of ownership from the DTC participant through which the shares are held. The stockholder should be able to find out who this DTC participant is by asking the broker or bank.

If the DTC participant knows the broker or bank's holdings, but does not know the stockholder's holdings, the stockholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and

Ernest & Lynne Bailey
September 13, 2019
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submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of shares were continuously held for at least one year – one from the stockholder's broker or bank confirming the stockholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received this letter. Please note that, even if you satisfy the eligibility requirements described above, we may still seek to exclude the proposal from our proxy materials on other grounds in accordance with Rule 14a-8. Moreover, if we include the proposal in our proxy materials, it will not be voted on if you or a qualified representative does not attend the annual meeting to present the proposal. The date and location of the meeting will be provided at a later time.

Sincerely,

Mon Stewart

EXHIBIT C

Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

Tracking Number

Weight

0.00 LBS

Service

UPS Next Day Air®
Saturday Delivery

Shipped / Billed On

09/13/2019

Delivered On

09/14/2019 9:42 A.M.

Delivered To

Received By

DRIVER RELEASE

Left At

Front Door

Thank you for giving us this opportunity to serve you. Details are only available for shipments delivered within the last 120 days. Please print for your records if you require this information after 120 days.

Sincerely,

UPS

Tracking results provided by UPS: 09/16/2019 12:55 P.M. EST