December 10, 2019

VIA EMAIL (shareholderproposals@sec.gov)

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

Re: The Manitowoc Company, Inc. -- Rule 14a-8 Shareholder Proposal
Submitted by John Chevedden

Ladies and Gentlemen:

This letter is submitted on behalf of The Manitowoc Company, Inc. (the
"Company") pursuant to Rule 14a-8(i) under the Securities Exchange Act of 1934, as amended,
to notify the staff (the "Staff") of the Division of Corporation Finance of the Securities and
Exchange Commission (the "Commission") of the Company's intention to exclude from its
proxy materials for its 2020 annual meeting of shareholders (the "2020 Proxy Materials") a
shareholder proposal (the "Proposal") and statement in support thereof submitted by John
Chevedden (the "Proponent"). We request confirmation that the Staff will not recommend to the
Commission that enforcement action be taken if the Company omits the Proposal from the 2020
Proxy Materials for the reasons discussed below.

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB No.
14D"), we are emailing this letter and its exhibits to shareholderproposals@sec.gov. Pursuant to
Rule 14a-8(j), we are also emailing a copy of this letter and its exhibits to the Proponent. Rule
14a-8(k) and SLB No. 14D provide that a shareholder proponent is required to send the company
a copy of any correspondence which the proponent elects to submit to the Commission or the
Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent
elects to submit additional correspondence to the Commission or the Staff relating to the
Proposal, the Proponent should concurrently furnish a copy of that correspondence to the
undersigned.
The Company currently intends to file its definitive 2020 Proxy Materials with the Commission on or about March 26, 2020. Accordingly, as contemplated by Rule 14a-8(j), we have filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission.

BACKGROUND

On October 10, 2019, the Company received the Proposal, which is attached to this letter as Exhibit A. The cover letter accompanying the Proposal stated that “Rule 14a-8 requirements will be met including the continuous ownership of the required stock value. . . ”; however, verification of the Proponent’s ownership of Company securities was not submitted with the Proposal.

On October 17, 2019, after confirming that the Proponent was not a shareholder of record of the Company’s common stock, the Company sent a letter to the Proponent acknowledging receipt of the Proposal and notifying the Proponent that he had failed to include with the Proposal the required proof of beneficial ownership of the Company’s common stock (the “Deficiency Letter”). The Deficiency Letter (attached hereto as Exhibit B) included a copy of Rule 14a-8 and requested that the Proponent provide the Company with documentation regarding his ownership of Company securities and specifically explained:

1. the ownership requirements of Rule 14a-8(b);

2. the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b); and

3. that the Proponent’s response had to be postmarked or transmitted electronically no later than 14 days from the date the Proponent received the Deficiency Letter.

On October 27, 2019, the Company received an email from the Proponent forwarding correspondence from Fidelity Investments/Fidelity Brokerage Services LLC (the “Fidelity Letter”), purportedly verifying the Proponent’s eligibility to submit the Proposal. The Fidelity Letter (attached hereto as Exhibit C) states that the Proponent has continuously owned no fewer than 50 shares of the Company since December 1, 2013.

The Proponent’s deadline for responding to the Deficiency Letter was October 31, 2019, which is 14 calendar days from October 17, 2019, the date the Proponent received the Deficiency Letter. As of the date of this letter, the Company has not received any additional correspondence from the Proponent.
BASIS FOR EXCLUSION

The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent has not demonstrated continuous ownership of at least $2,000 in market value, or 1%, of the Company’s securities.

Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to 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. Specifically, Rule 14a-8(f) provides that (i) within 14 days of receiving the proposal, the company must notify the proponent in writing of any procedural or eligibility deficiencies and provide the proponent with the timeframe for the proponent’s response and (ii) the proponent must correct such deficiency within 14 days from the date the proponent received the company’s notification.

The Company satisfied its obligation under Rule 14a-8(f) by sending the Deficiency Letter to the Proponent seven days after receipt of the Proposal, stating that the Proponent had not met the eligibility requirements of Rule 14a-8(b) and requesting verification of the Proponent’s requisite share ownership for at least one year by the date the Proponent submitted the Proposal. The Deficiency Letter clearly informed the Proponent of the eligibility requirements of Rule 14a-8(b), how to cure the eligibility deficiency and the need to respond to the Company to cure the deficiency within 14 days from the receipt of the Deficiency Letter.

Rule 14a-8(b) provides that, in order to be eligible to submit a proposal, a shareholder “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 [company’s annual meeting of shareholders] for at least one year by the date [the shareholder] submit[ted] the proposal” (emphasis added). In Staff Legal Bulletin No. 14, the Staff stated that to determine whether a shareholder satisfied the minimum share ownership requirement, the Staff looks “at whether, on any date within the 60 calendar days before the date the shareholder submits the proposal, the shareholder’s investment is valued at $2,000 or greater, based on the average of the bid and ask prices.” For companies in which bid and ask prices are not available, such as the Company, Staff Legal Bulletin No. 14 indicates that the market value of a shareholder’s investment in the company should be determined “by multiplying the number of securities the shareholder held for the one-year period by the highest selling price during the 60 calendar days before the shareholder submitted the proposal.”

During the 60 calendar days preceding and including October 10, 2019, the date on which the Proponent submitted the Proposal, the highest selling price was $16.58 on August 12, 2019. The Fidelity Letter indicated that the Proponent has continuously owned no fewer than 50 shares of the Company since December 1, 2013. Multiplying the highest selling price by the number of shares stated as held by the Proponent in the Fidelity Letter, the market value of the
Proponent’s securities is $829.00, which does not meet the $2,000 minimum value required by Rule 14a-8(b). In addition, as stated in the Company’s Form 10-Q for the quarterly period ended September 30, 2019, as of September 30, 2019 there were 35,349,046 shares of the Company’s common stock outstanding. The 50 shares held by the Proponent represent less than 1% of the Company’s securities entitled to be voted at the next annual meeting of shareholders. Accordingly, the Fidelity Letter failed to establish that the Proponent satisfied the minimum share ownership requirements for the requisite period by the date he submitted the Proposal and the Company has received no further correspondence from the Proponent regarding his proof of share ownership.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f) where the proponent has failed to provide satisfactory evidence of continuous ownership of at least $2,000 in market value, or 1%, of the company’s securities, as required by Rule 14a-8(b). See, e.g., The Manitowoc Company, Inc. (avail. Dec. 17, 2018) (concurring with the exclusion of a proposal where the proponent held 50 shares and the market value of these shares was $1,344.00); QEP Resources, Inc. (avail. Dec. 27, 2017) (concurring with the exclusion of a proposal where the proponent held 200 shares and the market value of these shares was $1,854.00); American Airlines Group Inc. (avail. Feb. 20, 2015) (concurring with the exclusion of a proposal where the proponent held 35 shares and the market value of these shares was $1,800.23); Coca-Cola Co. (avail. Dec. 16, 2014) (concurring with the exclusion of a proposal where the proponent held 40 shares and the market value of these shares was $1,794.80); PulteGroup, Inc. (avail. Jan. 6, 2012) (concurring with the exclusion of a proposal where the proponent held 246 shares and the market value of these shares was $1,552.26); Caterpillar Inc. (avail. Jan. 5, 2001) (concurring with the exclusion of a proposal where the proponent held 30 shares and the market value of these shares was not at least $2,000); and International Paper Co. (avail. Jan. 5, 2001) (concurring with the exclusion of a proposal where the proponent held 29 shares and the market value of these shares was $1,007.75).

Consistent with the precedent cited above, the proof of beneficial ownership provided by the Proponent does not demonstrate that the Proponent has owned at least $2,000 in market value, or 1%, of the Company’s securities for the requisite period by the date he submitted the Proposal. Accordingly, the Company intends to exclude the Proposal under Rule 14a-8(f) because the Proponent has failed to provide documentary support to evidence that he is eligible to submit the Proposal under Rule 14a-8(b).

CONCLUSION

For all of the reasons stated above, the Company believes that the Proposal may be excluded from its 2020 Proxy Materials. The Company requests the Staff’s concurrence in the Company’s view or, alternatively, confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its 2020 Proxy Materials.
If you have any questions or need additional information, please feel free to contact me at (414) 297-5668. In accordance with Staff Legal Bulletin No. 14F (Oct. 18, 2011), please send your response to this letter by email to RRYba@foley.com.

I would appreciate if the Staff also would send a copy of any response to Thomas L. Doerr, Jr., Senior Vice President, General Counsel & Secretary, The Manitowoc Company, Inc., at Thomas.Doerr@manitowoc.com.

Very truly yours,

Russell E. Ryba

Enclosures

cc: Thomas L. Doerr, Jr.
    The Manitowoc Company, Inc.
    John Chevedden
Mr. Thomas Doerr  
Corporate Secretary  
The Manitowoc Company, Inc. (MTW)  
One Park Plaza  
11270 West Park Place  
Suite 1000  
Milwaukee, Wisconsin 53224  
PH: 920-684-4410  
PH: 920-652-1761  
FX: 920-652-9777

Dear Mr. Doerr,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance—especially compared to the substantial capitalization of our company.

This proposal is for the annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This proposal is intended to be implement as soon as possible.

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 this proposal by email to

Sincerely,

John Chevedden

cc: Candace Handy <Candace.Handy@manitowoc.com>
    Ion Warner <ion.warner@manitowoc.com>

Date: October 10, 2019
Resolved, Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to give shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any appropriate topic for written consent.

Hundreds of major companies enable shareholder action by written consent. Taking action by written consent in place of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director. This is particularly important in a year like 2019 in which our stock lost 50% of its value.

This proposal topic won majority shareholder support at 13 major companies in a single year. This included 67%-support at both Allstate and Sprint. Hundreds of major companies enable shareholder action by written consent. This proposal topic might have received a still higher vote than 67% at Allstate and Sprint if small shareholders had the same access to independent corporate governance data as large shareholders.

Please vote yes:
Right to Act by Written Consent – Proposal [4]
[The above line – Is for publication.]
John Chevedden, 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 [***]
EXHIBIT B

The Deficiency Letter
October 17, 2019

VIA EMAIL AND OVERNIGHT DELIVERY

Mr. John Chevedden

Dear Mr. Chevedden:

I acknowledge that The Manitowoc Company, Inc. (the “Company”) has received your shareholder proposal (the “Proposal”) regarding the right of shareholders to act by written consent.

Rule 14a-8 under the Securities Exchange Act of 1934, as amended (“Rule 14a-8”), outlines the legal requirements and framework pursuant to which a shareholder may submit a proposal to be included in a company’s proxy statement and form of proxy. As described below, your letter does not demonstrate that you satisfy the eligibility requirements set forth in Rule 14a-8(b) that a shareholder must meet to be eligible to submit a proposal. This deficiency means that the Company will not include the Proposal in the Company’s proxy materials for its 2020 Annual Meeting of Shareholders unless the applicable requirements are met. Enclosed is a copy of Rule 14a-8 for your information.

Under Rule 14a-8(b), to be eligible to submit a proposal, a shareholder “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 shareholder submitted the proposal and continue to hold such securities through the date of the company’s annual meeting. If the eligibility requirements under Rule 14a-8(b) are not met, then under Rule 14a-8(f), the company to which the proposal was submitted may exclude the proposal if that company follows certain procedures.

Your cover letter does not provide any share ownership information, and none of the Company’s records indicate that you are a registered holder of the Company’s securities. Under Rule 14a-8(b)(2), if you are not the registered holder of the Company’s securities, then you must prove your eligibility to submit a proposal by submitting to the Company a written statement from the “record” holder of your securities (typically a broker or bank) verifying that, at the time you submitted the Proposal, you continuously held the requisite amount of Company stock since at least October 10, 2018 (the date that is one year prior to the date you submitted the Proposal).
You should note that, to be considered a "record" holder for these purposes, the broker or bank providing a written statement verifying your ownership must be a Depository Trust Company ("DTC") participant or an affiliate of a DTC participant. As of the date of this letter, a list of DTC participants can be obtained at:


Under Rule 14a-8(f), a response to this letter that corrects the deficiency described in this letter must be postmarked, or transmitted electronically, no later than 14 days from the date you receive this letter, to me at the address listed on the letterhead. If the deficiency described in this letter is adequately corrected in the response sent by that date, then the Company will consider the substance of the Proposal at that time. Please note that, even if you provide adequate and timely proof of ownership, the Company may still seek to exclude the Proposal from its proxy materials on other grounds in accordance with Rule 14a-8.

Very truly yours,

THE MANITOWOC COMPANY, INC.

Thomas L. Doerr, Jr.
Senior Vice President, General Counsel & Secretary

Enclosure
§240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you 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 you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:
(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude
the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to Paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to Paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;
(4) **Personal grievance; special interest:** If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large; 

(5) **Relevance:** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business; 

(6) **Absence of power/authority:** If the company would lack the power or authority to implement the proposal; 

(7) **Management functions:** If the proposal deals with a matter relating to the company's ordinary business operations; 

(8) **Director elections:** If the proposal: 

(i) Would disqualify a nominee who is standing for election; 

(ii) Would remove a director from office before his or her term expired; 

(iii) Questions the competence, business judgment, or character of one or more nominees or directors; 

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or 

(v) Otherwise could affect the outcome of the upcoming election of directors. 

(9) **Conflicts with company's proposal:** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting; 

**NOTE TO PARAGRAPH (i)(9):** A company's submission to the Commission under this section should specify the points of conflict with the company's proposal. 

(10) **Substantially implemented:** If the company has already substantially implemented the proposal; 

**NOTE TO PARAGRAPH (i)(10):** A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter. 

(11) **Duplication:** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy
materials for the same meeting;

(12) Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.

(j) Question 10: What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?
(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the Inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.
EXHIBIT C

The Fidelity Letter
October 24, 2019

John R Chevedden

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in the following securities, since December 1, 2013.

<table>
<thead>
<tr>
<th>Security Name</th>
<th>CUSIP</th>
<th>Symbol</th>
<th>Share Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Manitowoc Company Inc</td>
<td>563571405</td>
<td>MTW</td>
<td>50.000</td>
</tr>
</tbody>
</table>

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Eastern Standard Time (Monday through Friday) and entering my extension 13813 when prompted.

Sincerely,

Stormy Delehanty
Operations Specialist

Our File: W478798-24OCT19