

December 23, 2019

VIA E-MAIL

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

Re: *General Electric Company*
Shareowner Proposal of Martin Harangozo
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that General Electric Company (the “Company”) intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Shareowners (collectively, the “2020 Proxy Materials”) a shareowner proposal (the “Proposal”), consisting of statements in support thereof and an image submitted therewith, received from Martin Harangozo (“Harangozo” or the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to Harangozo.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareowner proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform Harangozo that if he elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Company received the Proposal from Harangozo via email on August 19, 2019. The Proposal requests the Company hire an investment bank to explore the sale of the Company. Attached to the Proposal is a full page image that includes a chart and some text. A copy of the Proposal and related correspondence with Harangozo is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(4) because the Proposal relates to the redress of a personal claim and grievance against the Company and, by providing a platform to publicize Harangozo's claims and grievance against the Company, is designed to benefit Harangozo in a manner that is not in the common interest of the Company's shareowners. As we explain below, Harangozo has a long-standing personal grievance against the Company and his former supervisor and is seeking to use the Proposal to advance his personal grievance.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(4) Because Harangozo Seeks To Manipulate And Abuse the Shareowner Proposal Process To Achieve Personal Ends That Are Not In The Common Interest Of The Company's Shareowners.

A. Background On Rule 14a-8(i)(4).

Rule 14a-8(i)(4) permits the exclusion of shareowner proposals that are (i) related to the redress of a personal claim or grievance against a company or any other person, or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other shareowners at large do not share. The Commission has stated that Rule 14a-8(i)(4) is designed to "insure that the security holder proposal process [is] not abused by proponents attempting to achieve personal ends that are not necessarily in the common interest of the issuer's shareholders generally." Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Commission has stated, in discussing the predecessor of Rule 14a-8(i)(4) (Rule 14a-8(c)(4)), that Rule 14a-8 "is not intended to provide a means for a person to air or remedy some personal claim or grievance or to further some personal interest. Such use of the security holder proposal procedures is an abuse of the security holder proposal process. . . ." Exchange Act Release No. 19135 (Oct. 14, 1982). Moreover,

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the Commission has noted that “[t]he cost and time involved in dealing with” a shareowner proposal involving a personal grievance or furthering a personal interest not shared by other shareowners is “a disservice to the interests of the issuer and its security holders at large.” Exchange Act Release No. 19135 (Oct. 14, 1982). Thus, Rule 14a-8(i)(4) provides a means to exclude shareowner proposals the purpose of which is to “air or remedy” a personal grievance or advance some personal interest. This interpretation is consistent with the Commission’s statement at the time the rule was adopted that “the Commission does not believe that an issuer’s proxy materials are a proper forum for airing personal claims or grievances.” Exchange Act Release No. 12999 (Nov. 22, 1976).

The Commission also has confirmed that this basis for exclusion applies even to proposals phrased in terms that “might relate to matters which may be of general interest to all security holders,” and thus that Rule 14a-8(i)(4) justifies the omission of neutrally worded proposals “if it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest.” Exchange Act Release No. 19135 (Oct. 14, 1982). Consistent with this interpretation of Rule 14a-8(i)(4), the Staff on numerous occasions has concurred in the exclusion of a proposal that included a facially neutral resolution, but where the facts demonstrated that the proposal’s true intent was to further a personal interest or redress a personal claim or grievance. The Staff has consistently applied this standard, most recently in *International Business Machines Corp.* (avail. Jan. 6, 2017) (“*IBM*”), which is discussed below, and in numerous other precedent:

- *American Express Co. (Lindner)* (avail. Jan. 13, 2011) (concurring in the exclusion of a proposal to amend an employee code of conduct to include mandatory penalties for non-compliance when brought by a former employee who previously sued the company on several occasions for discrimination, defamation and breach of contract);
- *State Street Corp.* (avail. Jan. 5, 2007) (concurring in the exclusion of a proposal that the company separate the positions of chairman and CEO and provide for an independent chairman when brought by a former employee after that employee was ejected from the company’s previous annual meeting for disruptive conduct and engaged in a lengthy campaign of public harassment against the company and its CEO);
- *MGM Mirage* (avail. Mar. 19, 2001) (concurring in the exclusion of a proposal that would require the company to adopt a written policy regarding political contributions and furnish a list of any of its political contributions submitted on behalf of a proponent who had filed a number of lawsuits against the company based on the company’s decisions to deny the proponent credit at the company’s casino and, subsequently, to bar the proponent from the company’s casinos);
- *International Business Machines Corp.* (avail. Jan. 31, 1995) (concurring in the exclusion of a proposal to institute an arbitration mechanism to settle customer complaints brought

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by a customer who had an ongoing complaint against the company in connection with the purchase of a software product); and

- *Pfizer, Inc.* (avail. Jan. 31, 1995) (concurring in the exclusion of a proposal seeking a vote on the CEO's compensation when submitted by a former employee who contested the circumstances of his retirement, claiming that he had been forced to retire as a result of illegal age discrimination, as seeking to redress a personal grievance).

As addressed below, although the Proposal is phrased in terms that "might relate to matters which may be of general interest to all security holders," it is clear from the supporting statement and the facts surrounding the submission of the Proposal that Harangozo is attempting to use the shareowner proposal process as a tactic to reassert and redress his personal grievance against the Company and his former Company supervisor (the "Supervisor") to advance his personal objectives, which are not in the common interest of the Company's shareowners. Accordingly, the Proposal is properly excludable under Rule 14a-8(i)(4).

B. Background On Harangozo's Personal Grievance Against The Company And The Supervisor And Manipulation And Abuse Of The Shareowner Proposal Process.

The Proposal represents the latest in a series of actions that Harangozo has taken in his years-long crusade against the Company and the Supervisor, including in *General Electric Co. (Roberts)* (avail. Jan 12, 2017, recon. denied Jan. 31, 2017) ("*General Electric (Roberts) 2017*"), in which the Staff concurred with the exclusion of a proposal from a Harangozo Proponent (as defined below) under Rule 14a-8(i)(4) "as appear[ing] to relate to the redress of a personal claim or grievance against the company." As explained in *General Electric (Roberts) 2017*, Harangozo was hired by the Company in 1990, separated from the Company in 2011, and subsequently filed a claim against the Company under the Company's alternative dispute resolution process,¹ asserting various allegations related to his employment with the Company and seeking monetary and other relief. In 2012, Harangozo submitted another complaint against the Company in which he asserted allegations relating to the Supervisor.

As described in *General Electric (Roberts) 2017*, commencing in 2012, the Company has received shareowner proposals every year from Harangozo and/or some variation of four

¹ The Company does not take issue with Harangozo's use of the Company's alternative dispute resolution process, which the Company views as an appropriate forum for employees to raise any grievances.

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other individuals (each, a “Harangozo Proponent,” and referred to collectively as the “Harangozo Proponents”). While some of the shareowner proposals were facially neutral, several proposals submitted by the Harangozo Proponents raised claims relating to the alleged treatment by the Company and the Supervisor of an aggrieved former employee and asserted Harangozo’s perspective on such matters. The facts surrounding these submissions has made it clear that Harangozo and the Harangozo Proponents coordinated their proposal submissions to the Company in a manner designed to harangue the Company and the Supervisor, vindicate Harangozo’s perspective, ensure that Harangozo has a continual opportunity to assert and seek redress of his personal grievance in a public forum through use of the shareowner proposal process, and provide Harangozo with a platform for speaking at the Company’s annual shareowner meetings. All of these purposes are inconsistent with the letter and spirit of Rule 14a-8. In fact, at the Company’s 2018 Annual Meeting of Shareowners, Harangozo acknowledged these facts, stating that his employment was terminated after “21 years, [with] no notice, no package, no severance, [in] in the harshest retaliation possible” for “question[ing the Supervisor] regarding his accounting.”² Thus it is clear that Harangozo has used attendance at the Company’s annual meeting as a platform to continue to publicly criticize the Company and the Supervisor under the guise of various corporate governance concerns, and that submission of this year’s Proposal yet again resurrects that tactic to do the same.

The table below demonstrates that the supporting statements of proposals submitted by Harangozo Proponents in the past, which refer to the concerns of “shareholders” to address what clearly are personal employment concerns, have consistently served to publicize and advance Harangozo’s personal grievance. Copies of Harangozo’s proposals submitted since 2012, and the Harangozo Proponents’ proposals submitted in prior years and mentioned below, are attached to this letter as Exhibit B. Thus, through the shareowner proposal process, Harangozo and the Harangozo Proponents have repeatedly publicly disclosed and addressed Harangozo’s grievances regarding the Company and the Supervisor, as illustrated below.

² See General Electric Company 2018 Annual Meeting Transcript, *available at* https://www.ge.com/investor-relations/sites/default/files/GE-USQ_Transcript_2018-04-25.pdf. In the transcript, the Proponent identifies the individual named in the Proposal as the “Company Parts Sourcing Boss” as his former supervisor.

<p align="center">Statements from Proposals and Supporting Statements of Harangozo Proponents</p>	<p align="center">Source of Statement (Year of Annual Meeting)</p>
<p>“November 2010 a shareholder raised concerns regarding accounting income for 2010 on parts when in fact those parts were not yet sold and some of the parts were not projected to be sold until the second half of 2011. Company Parts Sourcing Boss [the Supervisor] stated ‘We do not necessarily want to do it we need to tee it up as a possibility where you can recognize income vs. cash. Depends on which is more important to the business at the time.’” http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf”.</p> <p>“There are routine compromises in the ‘spirit and letter commitment.’”</p>	<p>Robert Fredrich, 2014 and 2015 proposals</p>
<p>“The report is to include a study that discloses if Mr. Jeffrey Immelt reasonably followed this procedure regarding these responses, and if not whether discipline is in order with the possibility of termination.” https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2014/robertfredrich020514-14a8.pdf, https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf.”</p>	<p>Timothy Roberts, 2016 proposal</p>
<p>“While <i>The Spirit And Letter</i> gecompany.com/gecom/citizenship/pdfs/TheSpirit&TheLetter.pdf promise confidentiality regarding concerns, General Electric provided concerns to a third party knowing they would post on internet. https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2015/martinharangozo121515-14a8-incoming.pdf.”</p>	<p>Timothy Roberts, 2017 proposal</p>
<p>“The Spirit and Letter advises its readers that concerns submitted will be treated confidentially, and on a need to know basis. . . . During the year 2011 a concern was raised regarding the accounting practices of [the Supervisor], General Electric’s 2011 Appliance Parts Sourcing Boss. The individual raising the concern, a 21 year company veteran,</p>	<p>Timothy Roberts, 2016 proposal</p>

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<p align="center">Statements from Proposals and Supporting Statements of Harangozo Proponents</p>	<p align="center">Source of Statement (Year of Annual Meeting)</p>
<p>submitted his concern using proper channels offered by the company. Elements of the concern including the separation date of the employee raising the concern were submitted to the SEC. This submission was a failed company effort to silence one or more shareholders from making a proxy recommendation. As this involved the company’s corporate counsel, it stands to reason that Mr. Immelt was knowledgeable and or complicit in this decision.”</p> <p>“After careful and thoughtful review, some shareholders believe that [the Supervisor] used accounting practices not consistent with Generally Accepted Accounting Principles, and, or, failed to use prudence in accounting as recommended in the ‘Spirit and Letter’.”</p>	
<p>“Current economy pressures employees to falsify completed work pandering to the mood of the boss.” “Clearly shareholders would not want [the Supervisor] . . . or subordinates they intimidated to ‘lie for the boss’”</p> <p>“Sources familiar with this matter discovered that the Parts Sourcing division, this procedure was not followed for forty eight years yielding approximately fifty thousand documents violating procedure. Moreover an honorable employee completed document retention per written procedure for the first time in forty eight years, reported the violation in 2010, yet was not honored.”</p> <p>“[The Supervisor], 2010 Appliance Parts Sourcing boss presented angry facial expressions. [The Supervisor] stated he thought he . . . completed document retention.” “[The Supervisor] led saving two million dollars in 2010 with projects that included protocols of raising prices to the tune of six million so that suppliers can generously offer a two million price decrease.”</p> <p>“[The Supervisor] retaliated against the honorable employee.”</p>	<p>Neal Renn, 2014 proposal</p>
<p>“While some health ahead encouragement exists at General Electric,</p>	<p>Robert Fredrich,</p>

<p align="center">Statements from Proposals and Supporting Statements of Harangozo Proponents</p>	<p align="center">Source of Statement (Year of Annual Meeting)</p>
<p>the initiatives have been spotty. [GE Manager], appliance service leader provided tee shirts with ten commandments for health. Some shareholders who met peacefully and collaborated lawfully believe . . . [the Supervisor], 2011 Appliance Parts Sourcing Boss objected to health ahead. General Electric appliance park medical center made available classification of individuals as normal, overweight, obese and extremely obese depending on height and weight. An individual, who concurs with the General Electric classifications glanced at [the Supervisor] and corresponded that [the Supervisor] was very obese.”</p> <p>“Some shareholders believe [the Supervisor] retaliated against those following the health commandments of [GE Manager]. Some shareholders believe consuming resources promoting health, yet leaving intact a possibly very obese boss with retaliation powers is the height of health ahead hypocrisy. . . . If [the Supervisor] is very obese with numerous obese dependents throughout his career, he may be the six million dollar man in costs above normal employees.”</p>	<p>2016 proposal</p>
<p>“Some shareholders found evidence, and believe that the retaliation efforts of [the Supervisor] included following his victim to a church, and falsely accusing the victim of threatening to kill him ([the Supervisor] [sic]). Some shareholders believe this last retaliation effort by [the Supervisor] was designed to interfere with the victims religious practices. . . . Concerns should be received diplomatically without retaliation, retaliation including, publically disclosing data that is promised to be held in strict confidentiality.”</p>	<p>Timothy Roberts, 2016 proposal</p>
<p>“Some shareholders believe 2010 purchasing boss [the Supervisor] at the former General Electric Appliance service parts business fostered dishonesty. Some shareholders believe that Carol Mays impersonated a buyer and lied about it, [the Supervisor] lied to cover Carol Mays, and [GE Manager] appeared disappointed with efforts to drive out truth.”</p>	<p>Timothy Roberts, 2017 proposal</p>

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<p align="center">Statements from Proposals and Supporting Statements of Harangozo Proponents</p>	<p align="center">Source of Statement (Year of Annual Meeting)</p>
<p>“August 2012 General Electric recalled million appliances posing fire hazards. Coincidentally months earlier a court ordered General Electric to pay an employee making the employee whole as if the employee was never separated from the company. The separation from the company occurred shortly after reporting that an appliance failed the fire and explosion test. General Electric used child photography in its unsuccessful four year legal battle against the employee raising fire and explosion appliance concerns. (Case 3:08-CV-00082-JHM-DW Page ID# 1325).”</p>	<p>Robert Fredrich, 2014 proposal</p>
<p>“The importance of such a study is illuminated by another example of an employee who raised a fire an explosion concern at the Louisville KY appliance facility. His social security number was made public. He was reinstated after a four year legal battle with compensation. Some shareholders believe his case is rare, and that his success was in part due to sworn testimony of a company boss who exclaimed ‘God I hate that fucking nigger’ case 3.08-cv-00008-JBC-DW Document 75. Concerns should be received diplomatically without retaliation, retaliation including, publically disclosing data that is promised to be held in strict confidentiality. The fire concerns are interesting to some shareholders as ironically there was a fire at General Electric Appliance Park (see image).”</p>	<p>Timothy Roberts, 2016 proposal</p>

Based on the foregoing, the Harangozo Proponents’ proposals show that Harangozo has repeatedly and primarily used the shareowner proposal process to provide a platform for continuing to press his personal, employment-related grievances with the Company and the Supervisor. Notably, the instant Proposal repeats some of the same claims against the Company, even using the same language, as the multitude of shareowner proposals submitted by the Harangozo Proponents since 2012. For example, the Proposal (i) references the Company’s “spirit and letter commitment”, (ii) specifically identifies the Supervisor by name and former job description, (iii) includes a direct quotation by the Supervisor, originally made in an email from the Supervisor to Harangozo when Harangozo was still an employee of the Company, (iv) makes anonymous reference to an individual who is, in fact,

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Harangozo, when stating “November 2010 a shareholder raised concerns regarding accounting income for 2010...”, (v) makes allegations of fraud and dishonesty by management, and (vi) includes a hyperlink to a 2013 no-action request related to a proposal submitted by Harangozo, *General Electric Co.* (avail. Mar. 4, 2013) (“*General Electric 2013*”) (notably, Harangozo’s name appears in the hyperlink title), all of which the Harangozo Proponents have cited in the past.

Additionally, the Proposal harps on allegations of false accounting by the Company - the very same allegations at the heart of the Proponent’s historic claims against the Company - interspersing them with references to other events in a manner that appears designed to enhance the credibility of his personal assertions. Thus, this Proposal is directly and irrefutably infused with Harangozo’s personal grievance. Notwithstanding the final conclusion of the alternative dispute resolution proceeding, it is clear based on the foregoing history and text of the instant supporting statement that the Proposal continues to reflect Harangozo’s ongoing campaign to pursue his personal grievance against the Company and to use the shareowner proposal process to publicly shame the Supervisor.

While in prior years Harangozo has deployed neutral language in drafting the proposals he has submitted to the Company (unlike the language often used by the Harangozo Proponents), likely a maneuver to eschew exclusion under Rule 14a-8(i)(4) while continuing to use the shareowner proposal process to as a platform for his personal grievance, this year Harangozo has overreached. By infusing the Proposal with multiple references to his years-long personal grievance against the Company, Harangozo has returned to the practice of presenting a textbook case for exclusion of the Proposal under Rule 14a-8(i)(4).

Moreover, we note that Harangozo has not limited his use of the shareowner proposal process to assert his personal grievance against the Company to submissions of shareowner proposals to the Company. Instead, Harangozo has submitted shareowner proposals at *another* company where the proposals raised Harangozo’s personal grievance against the Company and the Supervisor. *See, e.g., Walmart Inc.* (avail. Mar. 28, 2019, *recon. granted* April 4, 2019) (“*Walmart 2019*”) (requesting Walmart Inc. adopt cumulative voting in the election of directors that both criticized the Supervisor and referenced alleged retaliation against employees); *Walmart Inc.* (avail. Mar. 3, 2018) (requesting a report on Walmart Inc.’s supplier requirements that both criticized the Supervisor and referenced the Company terminating an engineer’s employment). In *Walmart 2019*, Harangozo went so far as to submit an image purportedly of the Supervisor “harvested from Facebook” in an attempt to further publicize his personal grievance with the Company and the Supervisor.

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As in the proposals described above, the Proposal was submitted in order to abuse the shareowner proposal process to achieve Harangozo's personal ends, which are not in the common interest of the Company's shareowners, and accordingly, the Proposal should properly be excludable under Rule 14a-8(i)(4).

C. Discussion.

As noted above, Rule 14a-8(i)(4) permits the exclusion of shareowner proposals that are (i) related to the redress of a personal claim or grievance against a company or any other person, or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other shareowners at large do not share. Here, each of the elements of Rule 14a-8(i)(4) is satisfied:

- (1) a personal grievance exists in the disagreement that the Proponent has over his former employment with the Company and the criticism he has leveled against the Supervisor, as evidenced by the discussion of his employment grievances in the proposals submitted through the Harangozo Proponents; and
- (2) while the Proposal's request is facially neutral, portions of the supporting statement make unequivocal reference to Harangozo's personal grievance.

The instant Proposal is but a continuation of the persistent pattern of abuse Harangozo has engaged in since 2012, including proposals infused with Harangozo's own personal grievance that have been submitted on his behalf by the Harangozo Proponents. The Proposal is laden with unsubstantiated allegations and infused with the same expressions of personal grievance that have tainted prior proposals from the Harangozo Proponents, all of which the Staff is familiar with. Although the language discussed above is interspersed with other statements in the Proposal, when coupled with Harangozo's extensive history with the Company and considered as part of a well-established pattern of conduct, as the Staff previously recognized in concurring with exclusion in *General Electric (Roberts) 2017*, it is clear that this Proposal is yet another attempt by Harangozo to redress his personal grievance and an abuse of the shareowner proposal process.

Like the proposals submitted by the Harangozo Proponents, the instant Proposal serves primarily as a platform to reassert claims relating to the alleged treatment by the Company and the Supervisor of an aggrieved employee (identified via hyperlink as Harangozo himself), and to ensure that Harangozo is provided a platform to speak during the business portion of the Company's annual meetings. Indeed, the Staff has previously agreed that a proposal which explicitly referenced Harangozo's personal grievance against the Company could be excludable under Rule 14a-8(i)(4) even when the proponent submitting such

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proposal was not Harangozo himself. In *General Electric (Roberts) 2017*, a Harangozo Proponent submitted a shareowner proposal requesting the Company permit shareowners to act by written consent. Although the “Resolved” clause appeared facially neutral, the supporting statement referred to the Supervisor and employment concerns. Although the Harangozo Proponent was not the aggrieved party, the Company argued that the proposal was nonetheless excludable under Rule 14a-8(i)(4) under the alter-ego theory. Specifically, the Company argued that Harangozo’s personal grievance was properly imputable to the Harangozo Proponent under the circumstances because the facts demonstrated that Harangozo and the Harangozo Proponents were working in concert to seek redress of his personal grievance against the Company. In concurring with the proposal’s exclusion, the Staff noted that the proposal “appear[ed] to relate to the redress of a personal claim or grievance against the company.” The instant Proposal provides an even stronger basis for exclusion than *General Electric (Roberts) 2017*, since here the Proponent and the aggrieved party are one in the same.

The Proposal is similar to other proposals advancing a neutral subject matter but replete with references to the proponent’s personal grievance, where the Staff has concurred in exclusion based on Rule 14a-8(i)(4). For example, in *IBM*, a former company employee, who previously submitted six different proposals under Rule 14a-8, submitted a proposal related to how the company manages electronically stored information. Despite the facially neutral resolved clause, the language in the supporting statement was infused with the proponent’s grievance and included statements specifically referencing the proponent’s lawsuit against the company. Accordingly, the company argued that the proponent was “again using the [Rule] 14a-8 process as a tactic to call attention to himself in order to have the Company’s shareholders revisit the [proponent’s same] grievances the courts have already heard and rejected.” The Staff concurred with exclusion of the proposal under Rule 14a-8(i)(4) noting that, although facially neutral, the proposal “appears to relate to the redress of a personal claim or grievance against the company.” Notably, in *IBM*, the portions of the proposal that related to the proponent’s personal grievance were not overwhelming, and the Staff nevertheless properly concurred that exclusion was appropriate.

As in *IBM*, here Harangozo is employing the shareowner proposal process to advance his personal agenda and pursue personal issues he has had against the Company and the Supervisor ever since his separation of employment from the Company in 2010. Like Lindner, and in contrast to recent submissions by Harangozo, here Harangozo highlights his own personal grievance directly within the text of the Proposal. Like in *IBM*, where the proponent’s proposal was but a continuation of litigation, disputes, correspondence and other antagonistic shareholder proposals directed against the company, the instant Proposal, based on its explicit references to Harangozo’s personal grievance and in consideration of

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Harangozo's extensive history with the Company, the Company here similarly merits relief under Rule 14a-8(i)(4).

The circumstances surrounding the submission of the Proposal are similar to the circumstances surrounding the submission of the proposal considered in *General Electric Co.* (avail. Feb. 2, 2005) ("*General Electric 2005*"). There the proponent also was a former employee of a business unit of the Company and also had initiated claims against the Company regarding her employment, which in that case had been concluded in the Company's favor. The proponent then submitted a shareowner proposal to the Company requesting that its CEO "reconcile the dichotomy between the diametrically opposed positions represented by his acquiescence in allegations of criminal conduct, and the personal certification requirements of Sarbanes-Oxley." On its face, the proposal and supporting statements did not refer to the proponent's grievance. However, the fact that the proposal was in furtherance of a personal grievance was clear from disclosures that were referenced in the proposal's supporting statement. Here, that fact is demonstrated by the repeated refrain from past proposals of the many statements described above (*e.g.*, that the Proposal names the Supervisor, quotes email correspondence between the Supervisor and Harangozo regarding allegations that run to the heart of his personal grievance, and cites to *General Electric 2013*, the same no-action request cited repeatedly in the past by Harangozo Proponents to air Harangozo's personal grievances against the Company and the Supervisor). Granting relief to the Company with respect to the Proposal under Rule 14a-8(i)(4) would be consistent with *General Electric 2005*.

For purposes of Rule 14a-8(i)(4), it does not matter that the Proposal raises a subject matter that may be of interest to shareowners. As noted above, in Exchange Act Release No. 19135, the Commission stated that under the language now found in Rule 14a-8(i)(4), that some proponents increasingly "draft proposals in broad terms so that they might be of general interest to all security holders, rather than in narrow terms reflecting the personal interests that motivated their submission" and that such proposals may be omitted from a registrant's proxy materials "if it is clear from the facts . . . that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." *See* Exchange Act Release No. 19135 (Oct. 14, 1982). In keeping with the Commission's statements, the Staff has consistently concurred that proposals may be excluded pursuant to Rule 14a-8(i)(4) where the proposal does not explicitly reveal the underlying dispute or grievance or was drafted in such a manner that it could be read to relate to matters of general interest to all shareowners, but the proponent has a history of confrontation with the company and that history is indicative of a personal claim or grievance against the company within the meaning of Rule 14a-8(i)(4). *See, e.g., Morgan Stanley* (avail. Jan. 14, 2004) (concurring with the exclusion of a proposal requesting the company "adopt a written policy statement with a

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commitment to undue [sic] financial injustice(s) to any client(s), employees (current or former), and investors, which can be demonstrated to have occurred as a result of illegal, unethical, or immoral actions or inaction's [sic], on the part of any employees (past or present) of the firm" as relating to a personal claim or grievance); and *Burlington Northern Santa Fe Corp.* (avail. Feb. 5, 1999) (concurring with the exclusion of proposals relating to the company's operations as relating to the redress of a personal claim or grievance).

Thus, Rule 14a-8(i)(4) clearly contemplates looking beyond the four corners of a proposal for purposes of identifying the personal grievance to which the submission of the proposal relates. Here, one need not look far. As in past proposals submitted to the Company by Harangozo Proponents and past proposals submitted to *another* company by Harangozo, this Proposal is intended to assert Harangozo's personal grievance with the Company and the Supervisor. Moreover, the Proposal brazenly includes several statements that are in fact overt references to his personal grievance.

The Company is aware that the Staff has, in the past, been unable to concur in the exclusion of proposals submitted by Harangozo which were facially neutral. *See General Electric 2013* (relating to a proposal recommending the proxy feature at minimum two candidates for each available board seat); *General Electric Co.* (avail Jan. 25, 2016) ("*General Electric 2016*") (relating to a proposal regarding cumulative voting); and *General Electric Co. (Harangozo)* (avail Feb. 3, 2017) ("*General Electric (Harangozo) 2017*") (relating to a proposal regarding cumulative voting). Each of those proposals were facially neutral and related to subject matter that raised a corporate governance concern of general interest to all shareowners. Notably, however, there was no language within the four corners of any of those proposals which made reference to Harangozo's claims or grievances against the Company. In contrast, the Proposal, although premised on a seemingly neutral request, is interspersed throughout with statements that explicitly reference Harangozo's specific grievance against the Company and the Supervisor and includes citation to *General Electric 2013*, which invokes the details of Harangozo's extensive history with the Company.

In each of *General Electric 2013*, *General Electric 2016* and *General Electric (Harangozo) 2017*, the Company argued that the Staff should consider Harangozo's pattern of conduct in evaluating his true intentions and design to use the shareowner proposal process in order to air his personal grievances at the Company's annual shareowner meeting. The Staff, however, appeared unwilling to conclude that a facially neutral proposal could be transformed into one seeking redress of a personal grievance based solely on the personal history of the Proponent, when the four-corners of the proposal did not invoke such grievance. Importantly, no similar policy concerns exist here, as the text of the Proposal is clearly distinguishable from *General Electric 2013*, *General Electric 2016* and *General*

Office of Chief Counsel
Division of Corporation Finance
December 23, 2019
Page 15

Electric (Harangozo) 2017. Here the Proposal directly links to Harangozo's personal grievance. Consistent with the many shareowner proposals submitted by the Harangozo Proponents which reference Harangozo's grievance against the Company, this Proposal is less about the subject matter than the personal grievance which stains it. As demonstrated above, and in contrast to *General Electric 2013*, *General Electric 2016* and *General Electric (Harangozo) 2017*, this Proposal is anything but neutral, submitted by Harangozo himself (rather than a Harangozo Proponent) as a tactic to redress his personal interests.

Rule 14a-8(i)(4) was promulgated "because the Commission does not believe that an issuer's proxy materials are a proper forum for airing personal claims or grievances." Thus, in keeping with the well-established precedent in *IBM*, *General Electric (Roberts) 2017*, and *General Electric 2005*, we believe that the Proposal properly is excludable under Rule 14a-8(i)(4) because "it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." Requiring the Company to include this Proposal would allow Harangozo to continue to subvert and abuse the Rule 14a-8 process to advance his personal campaign that is not in the common interest of the Company's shareowners.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from the 2020 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671 or Brian Sandstrom, the Company's Executive Counsel, Corporate, Securities and Finance, at (617) 443-2920.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Brian Sandstrom, General Electric Company
Martin Harangozo

EXHIBIT A

From: Martin Harangozo

Sent: Monday, August 19, 2019 10:46 AM

To: ~CORP ShareownerProposals <Shareowner.Proposals@ge.com>; Martin Harangozo

Subject: Harangozo to GE proxy recommendation 8-19-2019

Please include the attached shareowner proposal and image in your 2020 proxy statement for voting. I hold GE shares in my 401 K plan, and you can verify this as you have in previous years. I intend to hold requisite number of GE shares until the end of the 2020 meeting of shareowners.

Kind regards

Martin Harangozo

The shareholders recommend General Electric hire an investment bank to explore the sale of the company. Reasons I believe the sale of General Electric would release significantly more value to the shareholders than is reflected in the share price. General Electric's conglomerate structure is a collection of businesses strung together like a basket of companies in a mutual fund. Former GE Chief John Krennick correctly commented we were not going to be successful with the mutual fund management approach. The company operates several large unrelated lines of business. In my shared opinion the board's capacity to effectively oversee General Electric is severely compromised because outside directors have high profile demanding career obligations elsewhere. There are routine compromises in the "spirit and letter commitment" August 2009 the Securities and Exchange Commission filed a civil fraud and other charges against General Electric Company alleging it misled investors. "General Electric bent the accounting rules beyond the breaking point" said Robert Khuzami Director of the Securities and Exchange Commission's Division of Enforcement. General Electric agreed to a fifty million penalty <https://www.sec.gov/news/press/2009/2009-178.htm>. November 2010 a shareholder raised concerns regarding accounting income for 2010 on parts when in fact those parts were not yet sold and some of the parts were not projected to be sold until the second half of 2011. Company Parts Sourcing Boss Matthew Johnson stated "We do not necessarily want to do it we need to tee it up as a possibility where you can recognize income vs. cash. Depends on which is more important to the business at the time" <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>. False accounting resulted in the 2009 fines to the Securities and Exchange Commission. This accounting perhaps explains how in 2009 shareholders were promised that the dividend would be protected yet for the most part disappeared. Engineering safety concerns were also raised to no avail. General Electric underperformed the market for the 2000 to 2019 time frame. See image for more recent gross underperformance data harvested from the 2019 annual report. While General Electric claims there are errors in the report by Mr. Harry Markopolos https://gallery.mailchimp.com/199a11600490e42b3dcf6d2ee/files/fa29f469-c222-4a94-a324-ccf2cfea50ef/2019_08_15_GE_Whistleblower_Report.pdf, General Electric does little to explain how a 15 billion charge comes from "nowhere" <https://www.marketwatch.com/story/ge-shocks-market-with-multibillion-dollar-loss-in-legacy-reinsurance-business-2018-01-16>, or if there are new such charges or shocks on the way. Critics of Markopolos (John Hempton) still mention General Electric might not make it <https://seekingalpha.com/article/4286485-crash-protection-general-electric>. General Electric director Ms. Leslie Seidman criticizes Markopolos but has not explained how the pension fund, once believed comfortably overfunded for all future obligations http://www.ranknfile-ue.org/contract2000_nb1_intro.html largely disappeared during a growing market, or why the General Electric bends accounting rules. This recurring proposal 2004 and 2014, is now timely and indicates the only solution is the sale of the company.

FIVE-YEAR PERFORMANCE GRAPH

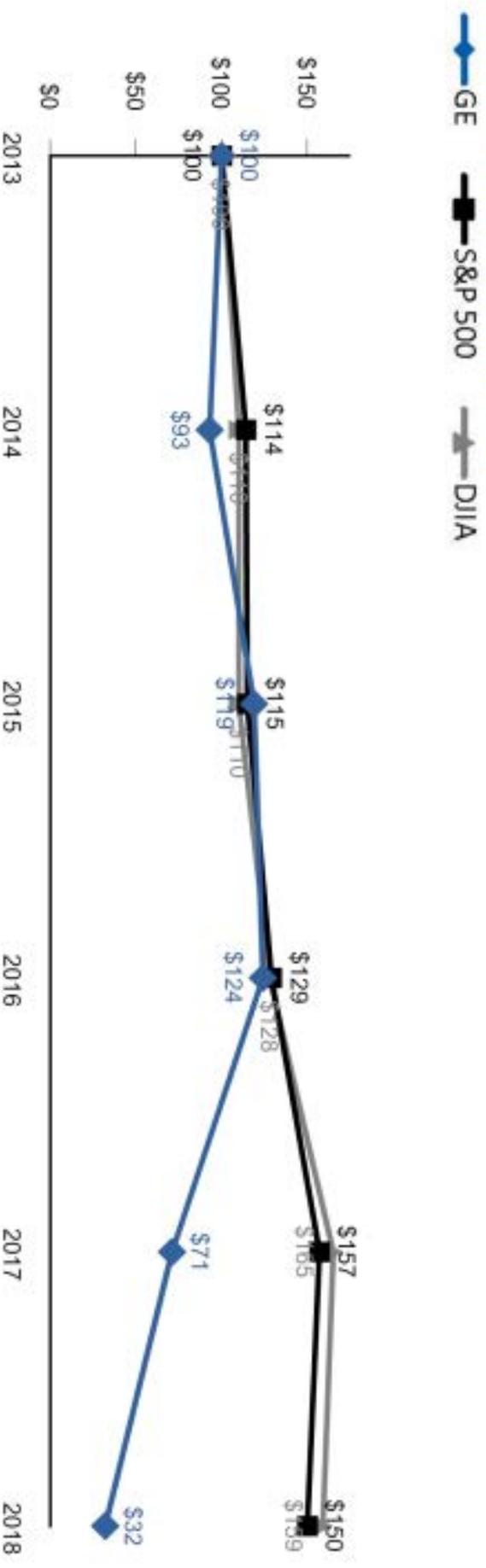


EXHIBIT B

HARANGOZO PROPOSALS

From: john martin

Sent: Friday, November 2, 2018 1:28 PM

To: ~CORP ShareownerProposals <Shareowner.Proposals@ge.com>; john martin

Subject: Harangozo GE Shareowner proposal for 2019 Proxy

Ladies and Gentlemen,

Please include my attached proposal and image in the GE 2019 Proxy.

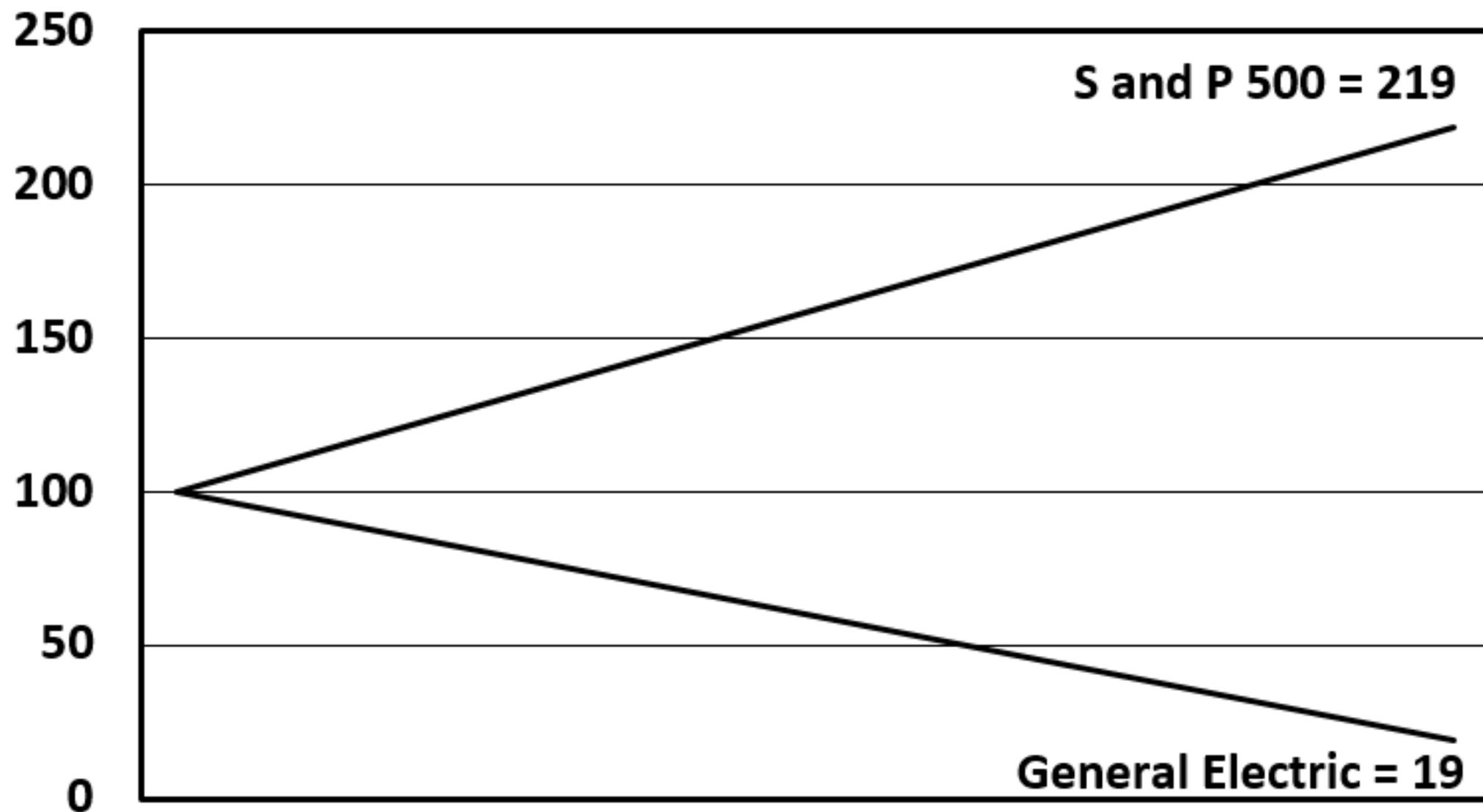
I intend to continue holding the required number or amount of Company shares through the date of the Company's 2019 Annual Meeting of Shareowners.

Kindest regards

RESOLVED: "That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit." REASONS: "Many states have mandatory cumulative voting, so do National Banks". "In addition, many corporations have adopted cumulative voting." The increase in shareholder voice as represented by cumulative voting, may serve to better align shareholder performance to that of the broader stock market (see image). "If you AGREE, please mark your proxy FOR this resolution."

General Electric Stock Price vs S and P 500

January 1, 2000 to November 1, 2018



From: ***
To: [~CORP ShareownerProposals; shareholderproposals@sec.gov;](#) ***
Subject: GE Harangozo 2017 shareowner proposal
Date: Saturday, October 28, 2017 1:22:35 PM
Attachments: [Harangozo 2017 Proposal.docx](#)
[Harangozo GE Image.pptx](#)
[HarangozoFacialExpression.pptx](#)

Ladies and Gentlemen,

Please include my attached proposal and images in the GE 2018 Proxy.

I intend to continue holding the required number or amount of Company shares through the date of the Company's 2018 Annual Meeting of Shareowners.

Kindest regards

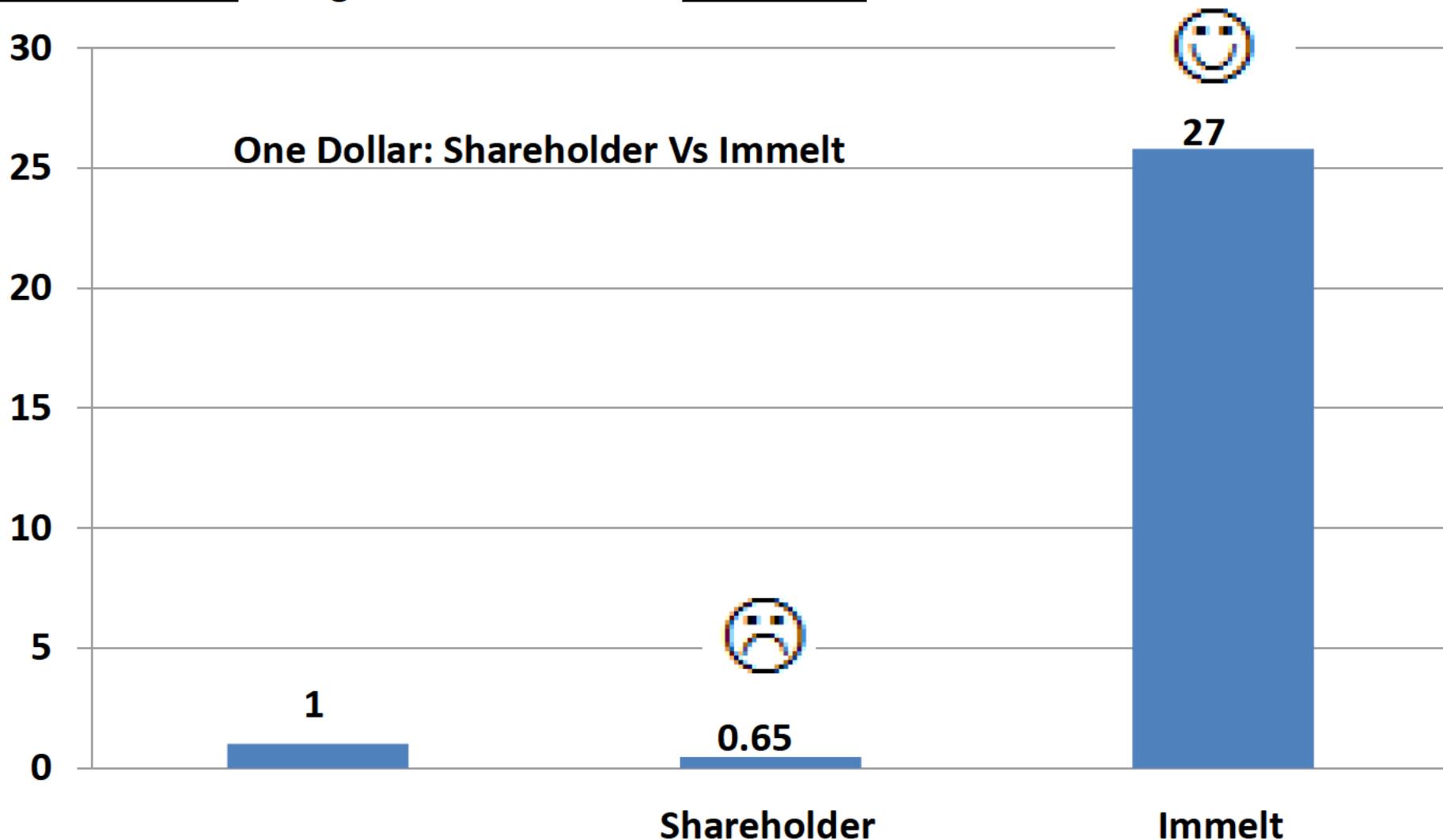
Martin Harangozo

RESOLVED: "That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit." REASONS: "Many states have mandatory cumulative voting, so do National Banks". "In addition, many corporations have adopted cumulative voting." The increase in shareholder voice as represented by cumulative voting, may serve to better align shareholder performance to CEO performance (see image). "If you AGREE, please mark your proxy FOR this resolution."

GE Shareholder, Immelt Comparison

Immelt (10-1-00) buys @ 6.67, sells @ 57.75 (options), then buys @ 8.26. On 8-31-17 (26), he **gains over 2,700%**

Shareholders during the same time are **down 46%**.



-----Original Message-----

From: Martin Harangozo [mailto:shareowner.proposals@ge.com] ***FISMA & OMB Memorandum M-07-16***

Sent: Thursday, November 10, 2016 2:25 PM

To: ~CORP ShareownerProposals <Shareowner.Proposals@ge.com>

Cc: shareholderproposals@sec.gov

Subject: HarangozoGEProposal2017

Please include the attached shareholder proposal and image in the proxy for voting at the GE 2017 shareholder meeting.

I have sufficient shares to submit a proposal in my 401K account held with the company. As in previous years, you can confirm this.

I intend to hold my shares until the end of the GE 2017 annual shareholder meeting.

As the GE proxy previously contained photos of directors, please in kind recognize proxy contributors who make shareowner recommendations photographically when so requested.

Please include my photo with my proposal. This photo is also attached.

Kind regards

-Martin Harangozo

FISMA & OMB Memorandum M-07-16

Sent to:

shareowner.proposals@ge.com

cc:

shareholderproposals@sec.gov

RESOLVED: "That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors , which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit."

REASONS: "Many states have mandatory cumulative voting, so do National Banks".

"In addition, many corporations have adopted cumulative voting."

The increase in shareholder voice as represented by cumulative voting, may serve to better align shareholder performance to CEO performance (see image).

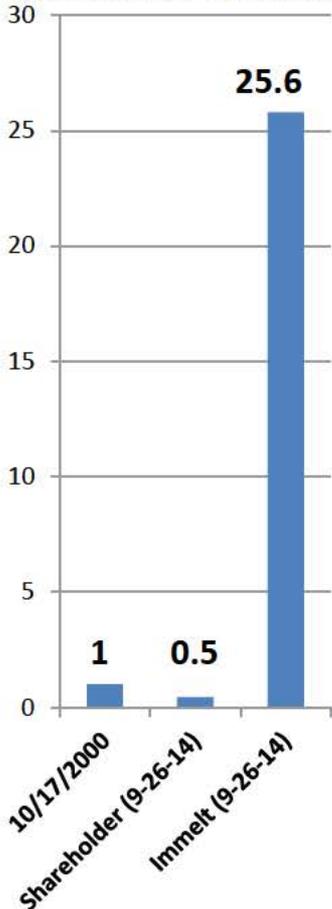
"If you AGREE, please mark your proxy FOR this resolution."

Debt/Earnings (DE) Study: GE, JNJ, AAPL

Immelt (10-1-00) buys @ 6.67, sells @ 57.75 (options), then buys @ 8.26. On 9-26-14 (26.53), he **gains 2,580%**

Shareholders during the same time are **down 55%**.

**One Dollar:
Shareholder Vs Immelt**



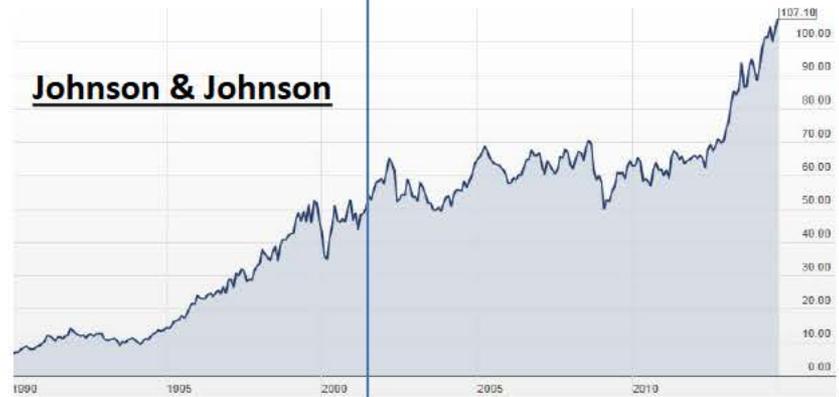
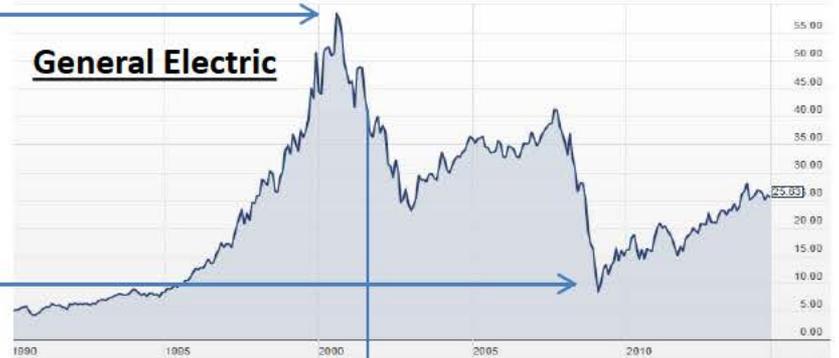
DE = 25 **Very High**
45% Drop (9/11/01- 9/26/2014)



DE = 1 **Very Low**
92% Gain (9/11/01- 9/26/2014)



DE = 0 (2-3-2004) **Perfect!**
480% Gain (9/11/01- 9/26/2014)



Harangozo Image

Debt Driven Volatility Hurts Shareholders, yet Enriches the CEO who 'wisely' trades

From: Martin Harangozo

FISMA & OMB MEMORANDUM M-07-16

Date: November 7, 2015 at 2:31:15 PM EST

To: <brackett.denniston@ge.com<mailto:brackett.denniston@ge.com>>,<aaron.briggs@ge.com<mailto:aaron.briggs@ge.com>>,<shareholderproposals@sec.gov<mailto:shareholderproposals@sec.gov>>

Subject: Harangozo2015

Reply-To: Martin Harangozo

FISMA & OMB MEMORANDUM M-07-16

Dear Mr. Denniston,

Please include the attached shareholder proposal and image in the proxy for voting at the GE 2016 shareholder meeting.

I have sufficient shares to submit a proposal in my 401K account held with the company. As in previous years, you can confirm this.

I intend to hold my shares until the end of the GE 2016 annual shareholder meeting.

Kind regards

-Martin Harangozo

RESOLVED: "That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors , which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit."

REASONS: "Many states have mandatory cumulative voting, so do National Banks".

"In addition, many corporations have adopted cumulative voting."

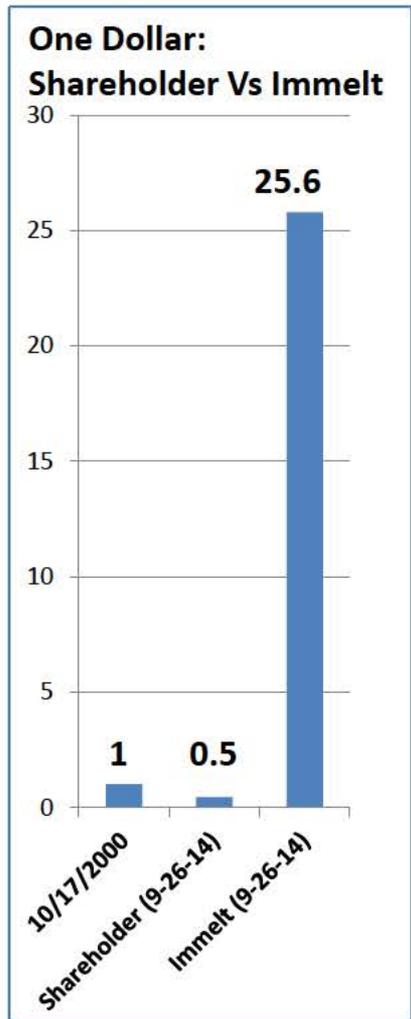
The increase in shareholder voice as represented by cumulative voting, may serve to better align shareholder performance to CEO performance (see image).

"If you AGREE, please mark your proxy FOR this resolution."

Debt/Earnings (DE) Study: GE, JNJ, AAPL

Immelt (10-1-00) buys @ 6.67, sells @ 57.75 (options), then buys @ 8.26. On 9-26-14 (26.53), he **gains 2,580%**

Shareholders during the same time are **down 55%**.



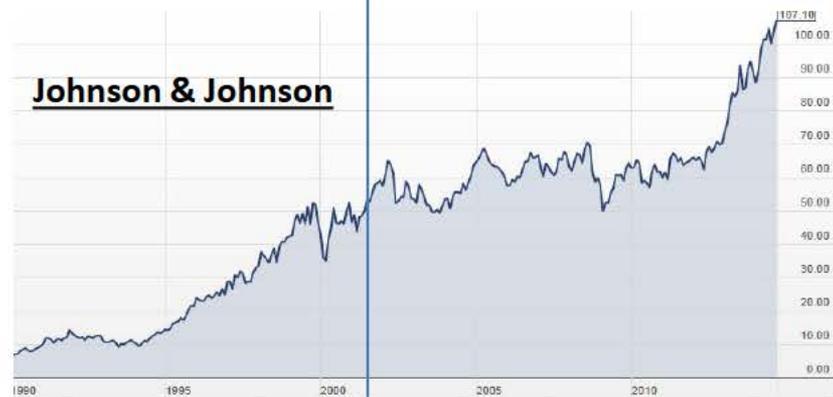
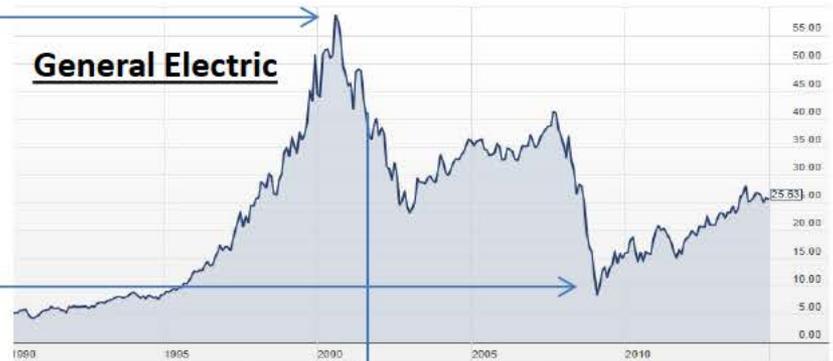
DE = 25 **Very High**
45% Drop (9/11/01- 9/26/2014)



DE = 1 **Very Low**
92% Gain (9/11/01- 9/26/2014)



DE = 0 (2-3-2004) **Perfect!**
480% Gain (9/11/01- 9/26/2014)



Harangozo Image

Debt Driven Volatility Hurts Shareholders, yet Enriches the CEO who 'wisely' trades

From: Martin Harangozo

Date: May 7, 2014 at 12:37:00 PM EDT

To: "lori.zyskowski@ge.com" <lori.zyskowski@ge.com>, "brackett.denniston@ge.com" <brackett.denniston@ge.com>, Martin Harangozo

Subject: Martin Harangozo Cumulative Voting Proposal

Reply-To: Martin Harangozo

Dear Mr. Denniston and Ms Zyskowski,

As always, it was a pleasure to be invited to meet you (Lori) and other members of the GE team (John Rice and I spoke) at the GE 2014 shareholder meeting.

I would like to present the below shareholder proposal for shareholder voting at the GE 2015 meeting in accordance with SEC rule 14a - 8. As I have owned sufficient number of shares in my company 401K holdings, my qualifications for making a proxy recommendation can be confirmed by the company. I intend to hold these shares at minimum until the GE 2015 shareholder meeting ends.

Please be so kind and advise me if I am first in line to present cumulative voting for the GE 2015 shareholder meeting.

Thanks and best regards

-Martin Harangozo

RESOLVED: “That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit.”

REASONS: “Many states have mandatory cumulative voting, so do National Banks”.

“In addition, many corporations have adopted cumulative voting.”

“For 2014, the owners of shares representing approximately 27% of shares voting, voted FOR this proposal.”

Benjamin Graham, senior author of *Security Analysis* and author of *The Intelligent Investor* recommends cumulative voting in the book *Security Analysis* third edition 1951 page 619.

“If you AGREE, please mark your proxy FOR this resolution.”

From: Martin Harangozo ***
Sent: Tuesday, July 30, 2013 2:28 PM
To: Zyskowski, Lori (GE, Corporate); Denniston, Brackett (GE, Corporate); Martin Harangozo
Subject: Martin Harangozo Cumulative Voting

Lori, Brackett,

I would also like to submit my cumulative voting proposal (2014) see below, for the years 2015 through 2063. This will take me to age 100 (I am embracing the GE health ahead initiative).

I will hold my shares until the closing of the meeting for those years.

Please confirm that I am also first in line for cumulative voting for the years 2015 to 2063 and that all procedures have been met for this proposal for these years.

Thanks

-Martin Harangozo

From: "Zyskowski, Lori (GE, Corporate)" <Lori.Zyskowski@ge.com> ***
To: Martin Harangozo
Sent: Monday, March 25, 2013 4:01 PM
Subject: RE: Multiple Candidate Voting results

Martin,

You are first in line for cumulative voting for 2014.

Lori

From: Martin Harangozo ***
Sent: Wednesday, March 20, 2013 5:10 PM
To: Zyskowski, Lori (GE, Corporate)
Subject: Re: Multiple Candidate Voting results

Thank you.

Can you tell me if I am first in line for cumulative voting for 2014 (see below)? I assume Evelyn Davis retired for 2014 as well.

Kind regards

-Martin

From: "Zyskowski, Lori (GE, Corporate)" <Lori.Zyskowski@ge.com>
To: Martin Harangozo ***
Sent: Wednesday, March 20, 2013 4:03 PM
Subject: RE: Multiple Canidate Voting results

Martin,

Here are the results that I was able to find. My records do not show any proposals from Mr. Naylor for 2000.

2001: 3.8% FOR, 96.2% AGAINST
2003: 4.8% FOR, 95.2% AGAINST

It will be interesting to see the difference, however, I wouldn't put too much weight on any difference, given the changes in the corporate governance environment and voting patterns since Sarbanes Oxley.

Lori

From: Martin Harangozo ***
Sent: Wednesday, March 20, 2013 1:30 PM
To: Zyskowski, Lori (GE, Corporate); Martin Harangozo
Subject: Multiple Canidate Voting results

Ms Zyskowski;

You had mentioned that you can provide me with the voting success of Mr. Naylor's proposals for the years 2000, 2001, 2003. Please be so kind and do so. I would like to calculate the impact of my touch.

Kind Regards.

-Martin Harangozo

----- Forwarded Message -----
From: Martin Harangozo ***
To: Martin Harangozo ***
Sent: Wednesday, March 20, 2013 1:12 PM
Subject: Fw: Brackett Denniston (shareholder proposal Martin Harangozo 2014)

----- Forwarded Message -----
From: Martin Harangozo ***
To: "brackett.denniston@ge.com" <brackett.denniston@ge.com>; "lori.zyskowski@ge.com" <lori.zyskowski@ge.com>; "shareholderproposals@gibsondunn.com" <shareholderproposals@gibsondunn.com>
Sent: Wednesday, March 20, 2013 1:11 PM
Subject: Re: Brackett Denniston (shareholder proposal Martin Harangozo 2014)

Mr. Denniston

Please withdraw my previous 2014 proposal dated before the below proposal to make below proposal my only proposal.

Kindest Regards

Martin Harangozo

cc Lori Zyskowski
Gibson Dunn

From: Martin Harangozo ***
To: Martin Harangozo *** ; "brackett.denniston@ge.com" <brackett.denniston@ge.com>; "lori.zyskowski@ge.com" <lori.zyskowski@ge.com>; "shareholderproposals@gibsondunn.com" <shareholderproposals@gibsondunn.com>; "shareholderproposals@sec.gov" <shareholderproposals@sec.gov>
Sent: Wednesday, March 20, 2013 1:06 PM
Subject: Brackett Denniston (shareholder proposal Martin Harangozo 2014)

Please forward to Mr. Brackett Denniston

Secretary
General Electric Company
3135 Easton Turnpike
Fairfield Connecticut
06828

cc Lori Zyskowski
SEC
Gibson Dunn

Dear Mr. Denniston;

Please include the below 467 word shareholder proposal in the proxy for presentation at the General Electric 2014 shareholder meeting. A sufficient portion of my shares are held with the company to submit a shareholder proposal. Please confirm this. I will hold this portion at minimum until the 2014 shareholder meeting concludes.

In the spirit of ecomagination, I send this electronically instead of by paper mail. I also provide my identification details.

.
Kindest Regards

Martin Harangozo

Cumulative Voting

Whereas

One dollar growing seven point two percent during Christ crucifixion would become one with sixty zeros, three per century. Divided by ten billion people, each one has dollar with fifty zeros, much more than trillion times Warren Buffets wealth.

The market grew over ten percent, over hundred years. Yet five thousand children starve daily. Civil war pensioners enjoyed pensions hundred years following war.

Contributions keep General Electric pension fund solvent. Can contributions continue hundred years? History provides concerns and answers.

Kongo Gumi thrived fourteen centuries, succumbed to debt, failed teaching earnings with debt kills mature companies. Thirty original Dow companies subtract one failed, experiencing, growth, below average growth, failure. During Bethlehem Steel bankruptcy, employees lost health benefits addressing Pneumonoultramicroscopic silicovulcanokoniosis, and pensions. Notwithstanding General Electric decade long nine one one excuses, Jeffrey Reeves teaches largest debt free companies grew two hundred thirty three percent in five years while the market declined three percent <http://investorplace.com/2010/10/debt-free-companies-with-great-returns/>. General Electric loaded with debt in two thousand proxy mentions hundred forty eight dollar stock producing trillion dollar valuation. Awe sugar! Stock falls below six losing half trillion. Protected dividends mostly vanish. Trillion dollar milestone is approached closest by debt free Apple. Supreme sustainability eliminates debt bolstering dividend integrity.

One dollar indexed September six two thousand one before General Electric succession becomes dollar thirty eleven years later. With General Electric fifty three cents.

Globally indexing retained earnings creates holding that systematically selects and culls companies solely on capitalization ensuring survivorship. This has more fiduciary responsibility then trading General Electric losing billions.

Debt free indexing will Control Poke Yoke General Electric benefiting pensioners, shareholders, employees, suppliers, governments, the world.

Shareholders must act now to correct General Electric so called outperformance polarity, raise performance to market average, even better, the very handsome debt free performance, avoid Bethlehem Steel's demise, perpetually grow.

Supporting statements avoid recommending ordinary business rather highlight opportunity, harvesting mechanisms, responsibility, dangerous pitfalls begging freshened oversight regarding director elections.

RESOLVED: "That the stockholders of General Electric, assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors , which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit."

REASONS: "Many states have mandatory cumulative voting, so do National Banks".

“In addition, many corporations have adopted cumulative voting.”

“For 2012, the owners of shares representing approximately 26.3% of shares voting, voted FOR this proposal.”

“If you AGREE, please mark your proxy FOR this resolution.”

From: Martin Harangozo

To: "brackett.denniston@ge.com" <brackett.denniston@ge.com>

Cc: "trevor.shauenberg@ge.com" <trevor.shauenberg@ge.com>; "joanne.morris@ge.com" <joanne.morris@ge.com>;

"jamie.miller@ge.com" <jamie.miller@ge.com>; "jessica.holscott@ge.com" <jessica.holscott@ge.com>;

"keith.connors@ge.com" <keith.connors@ge.com>; "vikas.anand@ge.com" <vikas.anand@ge.com>;

"satyen.shah@ge.com" <satyen.shah@ge.com>; "gerritschneider@ge.com" <gerritschneider@ge.com>;

"elizabeth.seibert@ge.com" <elizabeth.seibert@ge.com>; "irene.mcgeachy@ge.com" <irene.mcgeachy@ge.com>;

"lori.zyskowski@ge.com" <lori.zyskowski@ge.com>; "jessica.oster@ge.com" <jessica.oster@ge.com>;

"eliza.fraser@ge.com" <eliza.fraser@ge.com>; "sarah.wax@ge.com" <sarah.wax@ge.com>

Sent: Wednesday, November 14, 2012 9:05 AM

Subject: to Brackett Denniston (shareholder proposal)

Please forward to Mr. Brackett Denniston

Secretary

General Electric Company

3135 Easton Turnpike

Fairfield Connecticut

06828

Dear Mr. Denniston;

Please include the below 467 word shareholder proposal in the proxy for presentation at the 2013 shareholder meeting. A sufficient portion of my shares are held with the company to submit a shareholder proposal. Please confirm this. I will hold this portion at minimum until the 2013 shareholder meeting concludes. In the spirit of ecomagination, I send this electronically instead of by paper mail. I also provide my identification details

Martin Harangozo

Whereas

One dollar growing seven point two percent during Christ crucifixion would grow to one with sixty zeros, three zeros for each hundred years. Divided by ten billion people would give each one dollar with fifty zeros, much more money than a trillion times Warren Buffets wealth.

The survivorship market grew over ten percent reinvesting dividends over hundred years. Rabbits can compound from two to hundred in one year or five thousand percent. Notwithstanding growth opportunities five thousand children starve daily.

Civil war pensioners enjoy pensions hundred years following war.

Contributions keep **General Electric** pension fund solvent. Can contributions continue hundred years? History provides concerns and answers.

Company Kongo Gumi thrived fourteen hundred years only to succumb to debt and fail teaching earnings with debt is analogous to cheese on a mousetrap with the spring ready to kill any time. Thirty original Dow companies subtract one failed, experiencing three critical business phases, above average growth, below average growth, failure. During Bethlehem Steel bankruptcy, employees lost health benefits addressing

Pneumonoultramicroscopicsilicovolcanokoniosis, and, employees pensions vanished . Notwithstanding General Electric decade long nine one one references, Jeffrey Reeves teaches Investor place October thirty twenty ten the largest debt free companies grew two hundred thirty three percent in five years while the market declined three percent <http://investorplace.com/2010/10/debt-free-companies-with-great-returns/>. General Electric loaded with debt in two thousand proxy mentions hundred forty eight dollar stock producing trillion dollar valuation. Awe sugar! Stock falls below six losing half trillion. Protected dividends mostly vanish. Trillion dollar milestone is approached closest by debt free Apple. Supreme sustainability eliminates debt thereby bolstering dividend integrity.

One dollar indexed September six two thousand one before General Electric succession becomes dollar thirty eleven years later. With General Electric fifty three cents.

Globally indexing earnings beyond dividends liability free from General Electric creates holding that systematically without human error or bias selects and culls companies solely on their capitalization ensuring survivorship. This has more fiduciary responsibility then trading General Electric losing billions.

Debt free indexing will Control Poke a Yoke General Electric benefiting pensioners, shareholders, employees, suppliers, governments even the world.

Shareholders must act now to correct General Electric so called outperformance polarity, raise performance to market average or better yet the very frothy debt free performance, avoid the Bethlehem Steel demise, perpetually grow. Shareholder failure to jump supports the original Dow thirty trend to disappointment.

History again teaches greatest economies result from leaders earning responsibility via election choices not entitled appointments. Shareholders previously supported victory for candidates they choose. Clearly presidential elections where citizens vote for, against, or abstain only for the incumbent would lack purpose.

Supporting statements avoid recommending ordinary business rather highlight opportunity, harvesting mechanisms, responsibility, and dangerous pitfalls begging attention and freshened oversight.

This proposal recommends the proxy features at minimum two candidates for each available board seat.

HARANGOZO PROPONENT PROPOSALS

-----Original Message-----

From:

Sent: Thursday, November 10, 2016 1:41 PM

To: ~CORP ShareownerProposals <Shareowner.Proposals@ge.com>

Cc: shareholderproposals@sec.gov

Subject: RobertsGEShareholderProposal 2017

Please include the attached shareholder proposal and image in the General Electric 2017 proxy statement.

I will hold sufficient shares of GE common stock until the shareholder meeting concludes.

Regards

Tim Roberts

Timothy Roberts.

sent to:

shareowner.proposals@ge.com

cc:

shareholderproposals@sec.gov

Right to Act by Written Consent

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 be consistent with giving shareholders the fullest power to act by written consent in accordance with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

This proposal would empower shareholders by giving them the ability to effect change at our company without being forced to wait until an annual shareholder meeting. Shareholders could replace a director using action by written consent. Shareholder action by written consent could save our company the cost of holding a physical meeting between annual meetings. If shareholders had the power to replace directors through written consent, it is likely that our board would be more responsive to director qualifications.

Welch outperformed, Immelt underperformed the market as shown by the image that excludes dividends. Some shareholders believe dishonesty is the culprit. Examples abound. Some shareholders believe 2010 purchasing boss Matthew Johnson at the former General Electric Appliance service parts business fostered dishonesty. Some shareholders believe that Carol Mays impersonated a buyer and lied about it, Matthew Johnson lied to cover Carol Mays, and Mark Shirkness appeared disappointed with efforts to drive out truth. Wayne Christner at Parker Hannifin Corporation and Anna at W L molding company recognized Carol Mays as a buyer. General Electric honored Carol Mays prices confirming the suppliers. Some shareholders believe an Indian team member sold General Electric owned appliance service parts using e-bay, pocketing an inordinate booty. While *The Spirit And Letter*

gecompany.com/gecom/citizenship/pdfs/TheSpirit&TheLetter.pdf

promise confidentiality regarding concerns, General Electric provided concerns to a third party knowing they would post on internet.

<https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2015/martinharangozo121515-14a8-incoming.pdf>.

Lori Zyskowski 2013 General Electric employee unsuccessfully bartered confidentiality in exchange to silence shareholder voice.

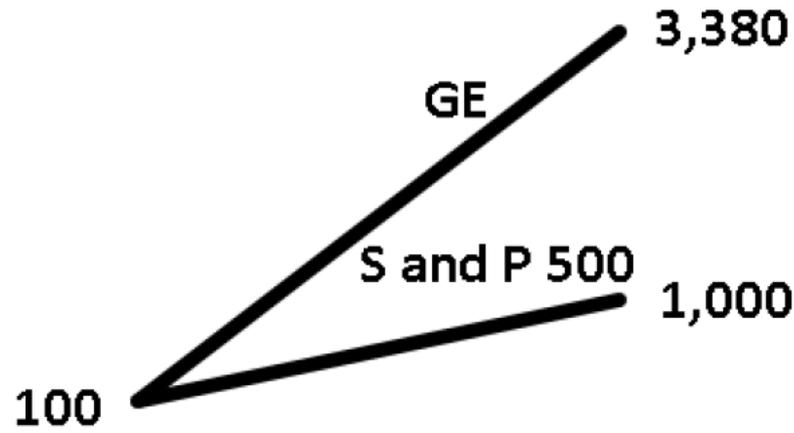
Some shareholders believe proposals are effective in voicing concerns. When Matthew Johnson appeared in 2014 proxy, the iconic hundred year appliance business sold months after the shareholder meeting.

For assistance, please mail your concerns to me at:

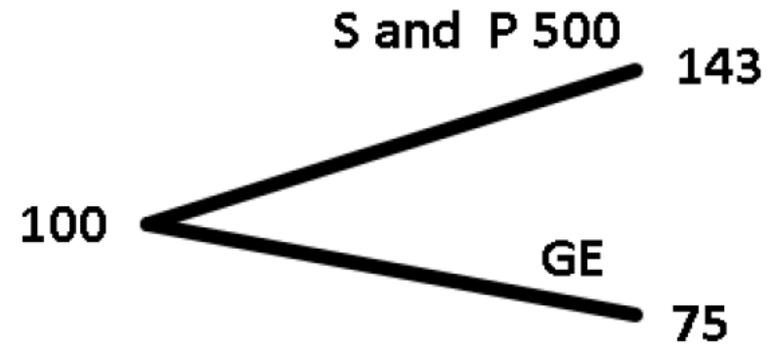
Timothy Roberts.

Shareholders acting by written consent may contribute to reversing current market underperformance.

Welch 1981 - 2001 :)



Immelt 2001 - 2016 :(...



From:

Sent: Thursday, November 5, 2015 1:46 PM

To: Denniston, Brackett (GE Corporate); ShareholderProposals@sec.gov; Briggs, Aaron (GE Corporate)

Cc: timclayroberts

Subject: GERobertsProposalSubmitted2015

Dear Mr. Denniston,

Please include the attached shareholder proposal and image in the GE proxy for voting at the 2016 shareholder meeting. The image may be copied in black and white.

Thanks

“Resolved: We request that the Company prepare a report, at reasonable cost, that outlines whether the spirit and letter procedures as published by the company is indeed consistent with company practices regarding two submissions the company made to the SEC . The report is to include a study that discloses if Mr. Jeffrey Immelt reasonably followed this procedure regarding these responses, and if not whether discipline is in order with the possibility of termination <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2014/robertfredrich020514-14a8.pdf>, <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>.

The Spirit and Letter advises its readers that concerns submitted will be treated confidentially, and on a need to know basis http://www.ge.com/files_citizenship/pdf/TheSpirit&TheLetter.pdf.

During 2011, GE incurred legal costs and fines of over 200 million dollars as the SEC alleged that GE used a variety of accounting misdeeds in reporting income. During the year 2011 a concern was raised regarding the accounting practices of Mr. Matthew Johnson, General Electric’s 2011 Appliance Parts Sourcing Boss. The individual raising the concern, a 21 year company veteran, submitted his concern using proper channels offered by the company.

Elements of the concern including the separation date of the employee raising the concern were submitted to the SEC. This submission was a failed company effort to silence one or more shareholders from making a proxy recommendation. As this involved the company’s corporate counsel, it stands to reason that Mr. Immelt was knowledgeable and or complicit in this decision.

Some shareholders have met peacefully, and lawfully discussed the matter concerning Matthew Johnson. After careful and thoughtful review, some shareholders believe that Matthew Johnson used accounting practices not consistent with Generally Accepted Accounting Principles, and, or, failed to use prudence in accounting as recommended in the “Spirit and Letter”. Some shareholders found evidence, and believe that the retaliation efforts of Matthew Johnson included following his victim to a church, and falsely accusing the victim of threatening to kill him (MatthewJohnson). Some shareholders believe this last retaliation effort by Matthew Johnson was designed to interfere with the victims religious practices.

The importance of such a study is illuminated by another example of an employee who raised a fire an explosion concern at the Louisville KY appliance facility. His social security number was made public. He was reinstated after a four year legal battle with compensation. Some shareholders believe his case is rare, and that his success was in part due to sworn testimony of a company boss who exclaimed **case 3.08-cv-00008-JBC-DW Document 75**. Concerns should be received diplomatically without retaliation, retaliation including, publically disclosing data that is promised to be held in strict confidentiality. The fire concerns are interesting to some shareholders as ironically there was a fire at General Electric Appliance Park (see image).

ROBERTS IMAGE



From:

Sent: Friday, November 6, 2015 2:49 PM

To: Denniston, Brackett (GE Corporate); ShareholderProposals ; Briggs, Aaron (GE Corporate)

Subject: Fwd: Fredrich2015

Please include the attached shareowner proposal on the proxy for voting at the GE 2016 annual meeting.

Robert Fredrich asked me to send this to you on his behalf.

Tim Roberts

As health care costs increase, claims that lifestyle choices substantially improve health, life and related expenses abound.

Nobel Prize recipient Dr. Otto Heinrich Warburg claims cancer and oxygen have inverse relationship. Johanna Budwig recommended diets to fight cancer. Susan Silberstein, PHD claims healthy diets prevent cancers.

These claims are however controversial. A master data base showing the impact of the best lifestyle choices, which foods and activity resolve specific ailments, all taken under a qualified health care provider, is needed.

While some health ahead encouragement exists at General Electric, the initiatives have been spotty. Mark Shirkness, appliance service leader provided tee shirts with ten commandments for health. Some shareholders who met peacefully and collaborated lawfully believe Mark Shirkness's underling Matthew Johnson, 2011 Appliance Parts Sourcing Boss objected to health ahead. General Electric appliance park medical center made available classification of individuals as normal, overweight, obese and extremely obese depending on height and weight.

An individual, who concurs with the General Electric classifications glanced at Matthew Johnson and corresponded that Matthew Johnson was very obese. Some shareholders believe Matthew Johnson retaliated against those following the health commandments of Mark Shirkness. Some shareholders believe consuming resources promoting health, yet leaving intact a possibly very obese boss with retaliation powers is the height of health ahead hypocrisy.

As shareholders pay health costs, patients suffer health absence, a potential win win opportunity to improve life while saving shareholders thousands per employee exists. Eric Finkelstein PHD, and others, claim very obese people can costs 4944 in added lost work and medical costs.

<http://www.reuters.com/article/2012/04/30/us-obesity-idUSBRE83T0C820120430>. Invested at ten percent for thirty two year career accumulates to a million dollar problem (see image). If Matthew Johnson is very

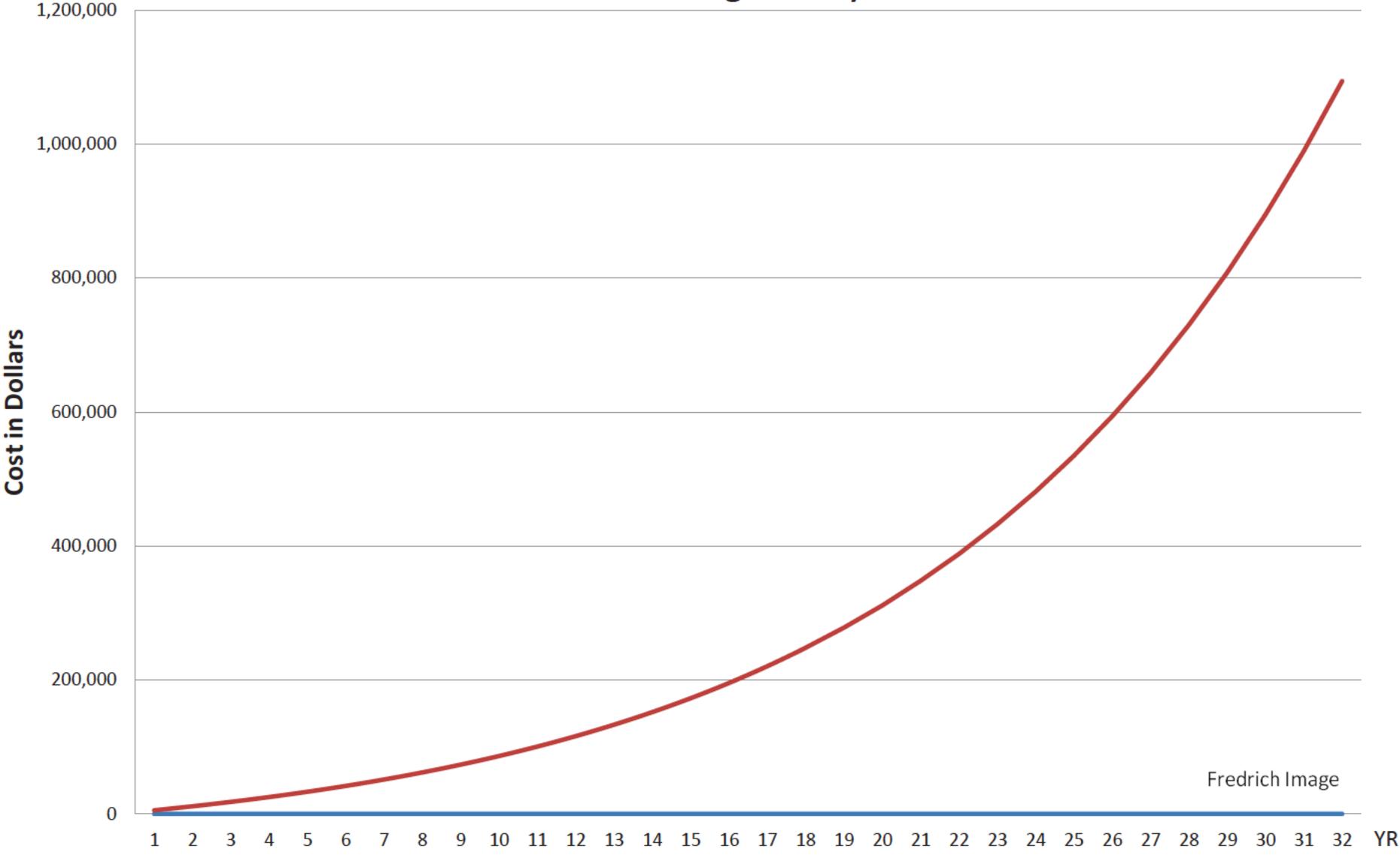
obese with numerous obese dependents throughout his career, he may be the six million dollar man in costs above normal employees.

General Electric can implement the most important six sigma project in history, and become the angel of life.

Thousands of experiments performed on tens of thousands of employees can create a master base of data. All people from the Mengele factory in Gunzburg Germany, to the hideouts in Paraguay, can use this data for numerically supported health options.

This proposal recommends following all applicable laws, and at reasonable cost, permit employees wishing to do so to donate their data, and participate in company sponsored data collection efforts quantifying natural cures, all performed under qualified health professionals.

Possible added Costs of a Very Obese Man (Lost Work + Medical Expenses Growing at 10%)



Fredrich Image

RECEIVED

NOV 12 2013

B. B. DENNISTON III

Robert Fredrich

FISMA & OMB MEMORANDUM M-07-16

November 4, 2013

Mr. Brackett Denniston Secretary
General Electric Company 3135 Easton Turnpike
Fairfield, Connecticut 06828

Dear Mr. Denniston

I am the owner of some common shares of General Electric Stock, and respectfully submit the enclosed Share Owner Proposal to be placed on the GE 2014 proxy for voting as per SEC rule 14a-8.

I also include my proof of ownership.

I will hold my shares until the end of the 2014 shareholder meeting.

Sincerely,

Robert Fredrich

Robert Fredrich

The shareholders recommend General Electric hire an investment bank to explore the sale of the company.

Reasons

I believe the sale of General Electric would release significantly more value to the shareholders than is reflected in the share price.

General Electric's conglomerate structure is a collection of businesses strung together like a basket of companies in a mutual fund. Former Plastics Chief John Krenicki correctly commented "We're not going to be successful with the mutual fund management approach. The company operates several large unrelated lines of business. In my shared opinion the board's capacity to effectively oversee General Electric is severely compromised because outside directors have high profile demanding career obligations elsewhere.

There are routine compromises in the "spirit and letter commitment"

August 2012 General Electric recalled million appliances posing fire hazards.

Coincidentally months earlier a court ordered General Electric to pay an employee making the employee whole as if the employee was never separated from the company. The separation from the company occurred shortly after reporting that an appliance failed the fire and explosion test.

General Electric used child photography in its unsuccessful four year legal battle against the employee raising fire and explosion appliance concerns.

(Case 3:08-CV-00082-JHM-DW PageID# 1325)

August 2009 the Securities and Exchange Commission filed a civil fraud and other charges against General Electric Company alleging it misled investors.

"General Electric bent the accounting rules beyond the breaking point" said Robert Khuzami Director of the Securities and Exchange Commission's Division of Enforcement. General Electric agreed to a fifty million penalty.

November 2010 a shareholder raised concerns regarding accounting income for 2010 on parts when in fact those parts were not yet sold and some of the parts were not projected to be sold until the second half of 2011. Company Parts Sourcing Boss Matthew Johnson stated "We do not necessarily want to do it we need to tee it up as a possibility where you can recognize income vs. cash. Depends on which is more important to the business at the time".

<http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>

False accounting resulted in the 2009 fines to the Securities and Exchange Commission.

This accounting perhaps explains how in 2009 share holders were promised that the dividend would be protected yet for the most part disappeared. General Electric underperformed the market 2001 to 2012.

The only solution is the sale of the company

R. F.

Timothy Clay Roberts

FISMA & OMB MEMORANDUM M-07-16

September 27, 2015

Mr. Brackett B. Denniston III, Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

RECEIVED

OCT 06 2014

B. B. DENNISTON III

Dear Brackett,

I am enclosing a shareholder proposal to be presented for voting at the 2015 shareholder meeting per rule 14a-8. This is on behalf of my fellow shareholder Robert Fredrich. Please see his request enclosed.

For questions, please contact me at:

FISMA & OMB MEMORANDUM M-07-16

Or send me an e-mail at:

Sincerely,



Timothy Roberts

“RESOLVED: Shareholders request that our Board establish a rule (specified in our charter or bylaws if practicable) of separating the roles of our CEO and Board Chairman, so that an independent director who has not served as an executive officer of our Company, serve as our Chairman whenever possible.

“This proposal gives our company an opportunity to follow SEC Staff Legal Bulletin 14C to cure a Chairman’s non-independence. This proposal shall not apply to the extent that compliance would necessarily breach any contractual obligations in effect at the time of the 2015 shareholder meeting. “The primary purpose of our Chairman and Board of Directors is to protect shareholders’ interests by providing independent oversight of management, including our Chief Executive Officer. Separating the roles of CEO and Chairman can promote greater management accountability to shareholders and lead to a more objective evaluation of our CEO.

There are routine compromises in the “spirit and letter commitment”

August 2009 the Securities and Exchange Commission filed a civil fraud and other charges against General Electric Company alleging it misled investors. “General Electric bent the accounting rules beyond the breaking point” said Robert Khuzami Director of the Securities and Exchange Commission’s Division of Enforcement. General Electric agreed to a fifty million penalty. November 2010 a shareholder raised concerns regarding accounting income for 2010 on parts when in fact those parts were not yet sold and some of the parts were not projected to be sold until the second half of 2011. Company Parts Sourcing Boss Matthew Johnson stated “We do not necessarily want to do it we need to tee it up as a possibility where you can recognize income vs. cash. Depends on which is more important to the business at the time”.

<http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>

False accounting resulted in the 2009 fines to the Securities and Exchange Commission.

This accounting perhaps explains how in 2009 shareholders were promised that the dividend would be protected yet for the most part disappeared. General Electric underperformed the market 2001 to 2012.

Some shareholders find General Electric could use polish in the area of diversity. In 2011 a court advised General Electric that a sworn affidavit regarding a General Electric boss discussing an employee gives possible rise to racial discrimination, even if General Electric argues otherwise. The General Electric boss exclaimed a racial slur when discussing the employee. The racial slur by the General Electric boss was

Case 3.08-cv-00008-JBC-DW Document 75.

The only solution is an independent board chairman who contributes to oversight.

Neal Renn

FISMA & OMB MEMORANDUM M-07-16

RECEIVED

NOV 12 2013

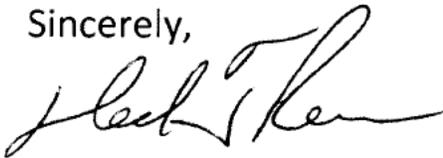
B. B. DENNISTON III

Mr. Brackett B. Denniston III Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, Connecticut 06828

Dear Mr. Denniston

I respectfully submit the below 414 word Share Owner Proposal to be placed on the GE 2014 proxy for voting as per SEC rule 14a-8. My shares are held in my 401K plan enabling you to confirm my shares. I will hold my shares until the end of the 2014 shareholder meeting.

Sincerely,



Neal Renn

11/6/2013

“Resolved: In light of heightened public safety concerns, we request that the Company prepare a report, at reasonable cost, that outlines the current vulnerability and substantial risks of the interim storage of irradiated fuel rods at all GE-designed reactor sites and that proposes measures to reduce those risks. A copy of the report, omitting proprietary and security information should be available to shareholders on request by August 2014.

“Supporting Statement: General Electric remains morally responsible and financially liable for reactors it has designed and sold to utilities, for seeking to secure their radioactive wastes, and for protecting workers and the public into the indefinite future. We believe this study is essential for realistic and responsible security, economic and ethical planning.”

The report must include the vulnerability that exists if human error accidental or deliberate is accurately included in the vulnerability and risk analysis.

Current economy pressures employees to falsify completed work pandering to the mood of the boss.

Appliance division, written policy of document retention required employees to certify they completed this procedure discard ding all documents two years old unless there was compelling business or legal reason to keep documents.

Sources familiar with this matter discovered that the Parts Sourcing division, this procedure was not followed for forty eight years yielding approximately fifty thousand documents violating procedure. Moreover an honorable employee completed document retention per written procedure for the first time in forty eight years, reported the violation in 2010, yet was not honored.

Matthew Johnson, 2010 Appliance Parts Sourcing boss presented angry facial expressions. Johnson stated he thought he and Chris completed document retention. Chris was a reference to Christine Waldron who in conjunction with Matthew Johnson were Service Parts Sourcing bosses approximately ten years. Matthew Johnson retaliated against the honorable employee.

Clearly shareholders would not want Matthew Johnson, Christine Waldron or subordinates they intimidated to “lie for the boss” certifying nuclear power plants aircraft engines or appliance safety.

Johnson led saving two million dollars in 2010 with projects that included protocols of raising prices to the tune of six million so that suppliers can generously offer a two million price decrease. Synonymous to approaching a car dealer for a fifty thousand dollar car insisting on paying fifty thousand seven hundred fifty dollars to get a two hundred fifty dollar rebate. The shareholders pay for the nonsense.

Human flaws as these, factored into the vulnerability and risk report could shed more accurate light into realistic and responsible security, economic and ethical planning.