



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

January 30, 2019

Mary Louise Weber
Verizon Communications Inc.
mary.l.weber@verizon.com

Re: Verizon Communications Inc.

Dear Ms. Weber:

This letter is in regard to your correspondence dated January 30, 2019 concerning the shareholder proposal (the "Proposal") submitted to Verizon Communications Inc. (the "Company") by Harrington Investments, Inc. (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its December 21, 2018 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Kasey L. Robinson
Special Counsel

cc: John Harrington
Harrington Investments, Inc.
john@harringtoninvestments.com



Mary Louise Weber
Associate General Counsel

One Verizon Way
Mail Code VC54S
Basking Ridge, NJ 07920

January 30, 2019

By email to shareholderproposals@sec.gov

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

Re: Verizon Communications Inc. 2019 Annual Meeting
Shareholder Proposal of Harrington Investments, Inc.

Ladies and Gentlemen:

I refer to my letter dated December 21, 2018, pursuant to which Verizon Communications Inc. ("Verizon") requested that the Staff of the Division of Corporation Finance of the Securities and Exchange Commission concur with our view that the shareholder proposal and supporting statement (the "Proposal") submitted by Harrington Investments, Inc. (the "Proponent") may be properly omitted from the proxy materials to be distributed by Verizon in connection with its 2019 annual meeting of shareholders.

Attached hereto as Exhibit A is a letter dated January 30, 2019, from John C. Harrington, stating the Proponent's agreement to withdraw the Proposal. Accordingly, Verizon hereby withdraws its request for no action relief relating to the Proposal.

If you have any questions with respect to this matter, please telephone me at (908) 559-5636.

Very truly yours,

Mary Louise Weber
Associate General Counsel

Enclosure

Cc: John Harrington, Harrington Investments, Inc.

EXHIBIT A



January 30, 2019

Via E-mail: Mary.L.Weber@verizon.com

Mary Louise Weber
Associate General Counsel
Verizon Communications, Inc.
One Verizon Way - VC54S440
Basking Ridge, NJ 07920

Dear Ms. Weber:

I am sorry we were never able to discuss my shareholder resolution requesting Verizon (VZ) Corporate Governance and Policy Committee to produce a report to shareholders on whether our Company "throttled" service during the 2018 fire events, thus endangering public safety.

I appreciate that the Committee undertook a review of the incident and hope that such a fiduciary review will prevent future incidents. It did receive substantial and widespread press coverage, as several of my clients did bring it to my attention as fellow wildfire victims. Also, per your letter of December 21, 2018 challenge to the SEC to omit our proposal, Harrington Investments, Inc. (HII) is an institutional shareholder of VZ stock (\$1.1 million/ 20,855 shares), and as such, felt it was our duty as owners to raise this serious issue where Verizon's action ignored public safety, including endangering public safety officers, fire fighters, and other citizens.

Relying on the Verizon management pledge and your director's fiduciary duty and commitment to reduce the likelihood of a similar company incident recurring, however, we will withdraw this proposal, provided that the Company includes this letter with the correspondence when submitting your withdrawal letter to the SEC.

Sincerely,



John C. Harrington

Cc: Sanford Lewis, Attorney At Law (via e-mail)
sanfordlewis@strategiccounsel.net
Brianna Harrington (via e-mail)
brianna@harringtoninvestments.com





Mary Louise Weber
Associate General Counsel

One Verizon Way
Mail Code VC54S
Basking Ridge, NJ 07920

December 21, 2018

By email to shareholderproposals@sec.gov

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

Re: Verizon Communications Inc. 2019 Annual Meeting
Shareholder Proposal of Harrington Investments, Inc.

Ladies and Gentlemen:

I am writing on behalf of Verizon Communications Inc., a Delaware corporation (“Verizon” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with our view that, for the reasons stated below, Verizon may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Harrington Investments, Inc. (the “Proponent”), from the proxy materials to be distributed by Verizon in connection with its 2019 annual meeting of shareholders (the “2019 proxy materials”). A copy of the Proposal and related correspondence with the Proponent is included in Exhibit A hereto.

In accordance with Rule 14a-8(j), I am submitting this letter not less than 80 calendar days before Verizon intends to file its definitive 2019 proxy materials with the Commission and have concurrently sent a copy of this correspondence to the Proponent.

The Proposal

The resolution contained in the Proposal requests that “the Corporate Governance and Policy Committee produce a report to shareholders with a summary analysis on whether our Company ‘throttled’ service during the 2018 Mendocino Complex Fire and other similar 2018 fire events, the Company’s assessment of whether any such throttling interfered with fire safety personnel’s ability to function effectively in emergency firefighting activities, and any measures the Company is taking to prevent similar actions in the future to reduce the risk to our Company’s reputation and corporate responsibility profile.” The resolution further specifies that “Such report shall be prepared at reasonable expense and exclude proprietary or legally privileged information.”

Basis for Exclusion

In accordance with Rule 14a-8, Verizon respectfully requests that the Staff confirm that no enforcement action will be recommended against Verizon if the Proposal is omitted from Verizon's 2019 proxy materials pursuant to Rule 14a-8(i)(7), because the Proposal deals with matters relating to Verizon's ordinary business operations.

Background

The Proposal requests that Verizon issue a report addressing Verizon's provision of mobile broadband service to the Santa Clara Fire Department (the "SCFD") during the Mendocino Complex fire and similar fire events in 2018. Verizon offers a variety of plans and options that public safety customers may select depending on their specific needs. The SCFD subscribed to a tiered data plan that included an unlimited amount of broadband data with a specified right for Verizon to limit the speed after the SCFD used a certain amount of data during the billing period. In June 2018 during the Mendocino Complex Fire event, the SCFD's data usage triggered a data speed restriction.

Verizon has a practice to remove data speed restrictions when the customer contacts us in emergency situations. When the SCFD contacted us during the fire, our practice to lift the speed restriction for the duration of the emergency was not followed. As a remedy, and to mitigate the possibility of future human error in this type of situation, Verizon has introduced a new plan for first responders (law enforcement, fire services and emergency medical services) that has no speed restrictions at all – at no additional charge to the customer's current mobile broadband plan.

Verizon has also updated training for government call center representatives and account representatives to ensure that they are aware both of the new plan and of the need to promptly escalate and remove any speed restrictions during times of declared emergency for customers who have not yet migrated to the new plan.

Analysis

I. The Proposal may be excluded under Rule 14a-8(i)(7) because it deals with matters relating to Verizon's ordinary business operations

Rule 14a-8(i)(7) permits a company to omit a shareholder proposal from its proxy materials if it deals with a matter relating to the company's ordinary business operations. When adopting amendments to Rule 14a-8 in 1998, the Commission explained that the general policy underlying the "ordinary business" exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"). As explained in the 1998 Release, this general policy reflects two central considerations: (i) "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight;" and (ii) the "degree to which the proposal seeks to 'micro-manage'

the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

Where a shareholder proposal requests the preparation of a special report, the Staff has stated that it looks to the underlying subject matter of the report to determine whether the proposal relates to an ordinary business matter. Where it does, the proposal is excludable under Rule 14a-8(i)(7). *Staff Legal Bulletin No. 14E* (October 27, 2009). Verizon believes that the Proposal may be properly omitted from its 2019 proxy materials under Rule 14a-8(i)(7) because the subject matter of the requested report relates to the parameters and pricing of Verizon's wireless service offerings, the operation of its network, and its customer service function.

A. The Proposal relates to the parameters and pricing of Verizon's wireless service offerings.

A core function of Verizon's wireless business is designing and offering service plans with different options with respect to voice and data usage, speed, and pricing, which customers may select depending on their specific needs. For example, some plans charge a monthly fee for a set amount of data and then impose additional charges based on any extra data used. Other plans charge a set monthly fee for an unlimited amount of data but provide that data usage after a set tier may be at a slower speed. An advantage of this type of plan is that it allows customers certainty as to their monthly bill. These types of tiered data speed plans have been in use for many years and are permitted under Federal Communications Commission (FCC) rules. These plans were also permissible, and were in place, when the FCC's 2015 open Internet rules were in effect. The SCFD subscribed to a tiered data plan that included an unlimited amount of broadband data with a specified right for Verizon to limit the speed after the SCFD used a certain amount of data during the billing period. The Proposal, which requests a summary analysis of whether data speed restrictions that were permitted by the SCFD's plan were, in fact, implemented over Verizon's network, focuses on matters that fall squarely within Verizon's ordinary business operations.

Decisions about the services to offer customers are fundamental to management's ability to run a company on a day-to-day basis. Decisions regarding a company's offering of products and services involve complex operational and business management judgments that are generally not appropriate for direct shareholder oversight, and accordingly, the Staff has consistently concurred in the exclusion under Rule 14a-8(i)(7) of proposals that relate these matters. For example, in *AT&T Inc.* (January 4, 2017), the Staff permitted exclusion of a proposal relating to AT&T's progress toward providing internet service and products for low-income customers, and in *AT&T Inc.* (December 28, 2016), the Staff permitted exclusion of a proposal that would have had the company provide its customers free tools to identify and block unwanted autodialed calls. Likewise, in *The Walt Disney Company* (November 23, 2015), the Staff concurred in the exclusion of a proposal requesting the release of the film *Song of the South* on Blu-ray in 2016 for the company's 70th anniversary. Similarly, in *Papa John's International, Inc.* (February 13, 2015), the Staff permitted exclusion of a proposal requesting the addition of certain items to the company's menu. In each of these decisions, the Staff noted that the proposals related to the products and/or services offered by the companies. See also *The TJX Companies, Inc.* (April 16, 2018) (permitting exclusion of a proposal relating to the development and disclosure of a universal and comprehensive animal welfare policy applying to all of the company's stores, merchandise and suppliers); *Hewlett-Packard Company* (January 23, 2015) (permitting exclusion of a proposal

requesting that the board provide a report on the company's sales of products and services to the military, police and intelligence agencies of foreign countries); *Wal-Mart Stores, Inc.* (March 20, 2014) (permitting exclusion of a proposal requesting that a committee of the company's board of directors be charged with oversight of the company's policies and standards for determining whether or not to sell certain products); and *Wal-Mart Stores, Inc.* (March 30, 2010) (permitting exclusion of a proposal requiring that all company stores stock certain amounts of locally produced and packaged food).

In addition, by implicating Verizon's wireless service offerings, the Proposal also necessarily implicates the pricing of these offerings. The Staff has also consistently concurred in the exclusion under Rule 14a-8(i)(7) of proposals that relate to prices charged by a company for its products or services. In *Verizon Communications Inc.* (December 16, 2016), the Staff permitted exclusion of a proposal that would have required Verizon to offer its shareholders a discount on Verizon Wireless services, noting that the proposal related to the company's discount pricing policies. Likewise, in *Ford Motor Company* (January 31, 2011), the Staff permitted exclusion of a proposal that requested that the company provide a spare tire and mounting hardware at manufacturing cost to shareholders who purchase a new vehicle, noting that "[p]roposals concerning discount pricing policies are generally excludable under rule 14a-8(i)(7) because the setting of prices for products and services is fundamental to management's ability to run a company on a day-to-day basis." See also *Host Hotels & Resorts, Inc.* (February 6, 2014) (permitting exclusion of a proposal requesting that the board of directors seek a shareholder vote on providing discounted hotel rates to senior citizens and shareholders); and *MGM MIRAGE* (March 6, 2009) (permitting exclusion of a proposal requesting that the company take certain actions regarding the marketing and pricing strategies for its Las Vegas dining offerings).

B. The Proposal implicates Verizon's customer relations.

The Proposal implicates Verizon's customer relations because the incident at issue arose out of a customer service representative's failure to implement a company practice to remove data speed restrictions when a public safety customer contacts us in emergency situations. The Staff has consistently concurred in the exclusion under Rule 14a-8(i)(7) of proposals that concern customer relations. For example, in *Ford Motor Company* (February 13, 2013), the Staff allowed the exclusion of a proposal requesting that the company review dealership performance and remove dealers that are inept at repairing vehicles and show poor customer service, noting that "[p]roposals concerning customer relations are generally excludable under rule 14a-8(i)(7)." See also *DeVry Inc.* (September 6, 2013); *General Electric Company* (January 7, 2005); and *Deere & Company* (November 30, 2000).

II. Verizon's Corporate Governance and Policy Committee has determined that the Proposal does not raise a significant policy issue that transcends Verizon's ordinary business operations.

The Commission noted in the 1998 Release that shareholder proposals related to ordinary business operations but focusing on sufficiently significant social policy issues generally would not be excludable, because the proposals would "transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." In Staff Legal

Bulletin No. 14I (November 1, 2017), the Staff stated that a board of directors, acting pursuant to its fiduciary duties and “with the knowledge of the company’s business and implications of a particular proposal on that company’s business, is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote.”

In November 2018, Verizon’s Corporate Governance and Policy Committee undertook a thorough review of the incident detailed in the Proposal and the measures that management has taken to reduce the likelihood that a similar incident would happen again. The Committee then reviewed the Proposal and discussed the relationship of the Proposal to Verizon’s operations and policies in order to determine whether the Proposal raises a significant social policy issue that transcends the Company’s ordinary business operations. In analyzing whether the Proposal raises any social policy issues beyond the operational issues that management has already addressed, the Committee considered the following factors:

- The issue raised by the Proposal – ensuring the reliability of first responders’ communications services during an emergency – falls squarely within Verizon’s day-to-day business operations and is critical to Verizon’s reputation and brand;
- While the data speed restriction incident did receive a fair amount of press coverage in California and prompt several inquiries from legislators and regulators asking the Company to explain what happened and what measures it was taking to prevent future incidents, it did not receive widespread press coverage or prompt a public debate;
- The Company’s institutional shareholders have never raised this issue with management or expressed views on the issue generally; and
- No legislation or administrative rulemaking has been initiated to address the issue.

In discussing the Proposal, the Committee specifically noted that the Proposal did not mention, much less focus on, the issue of net neutrality. The Committee also concluded that the facts and circumstances of the incident, including the terms and conditions of the SCFD’s tiered data plan, did not implicate the net neutrality issue in any way.

Acting consistent with its fiduciary duties and after due consideration of the relationship of the Proposal to Verizon’s business operations and policies, the Committee determined that the Proposal does not transcend the Company’s ordinary business operations or raise a social policy issue sufficiently significant to warrant a shareholder vote.

Conclusion

For the foregoing reasons, Verizon believes that the Proposal may be properly excluded from its 2019 proxy materials in reliance on Rule 14a-8(i)(7). Verizon respectfully requests that the Staff confirm that it will not recommend enforcement action to the Commission if Verizon omits the Proposal from its 2019 proxy materials.

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
December 21, 2018
Page 6

Verizon requests that the Staff send a copy of its determination of this matter to the Proponent by email to info@harringtoninvestments.com and to the undersigned by email to mary.l.weber@verizon.com.

If you have any questions with respect to this matter, please telephone me at (908) 559-5636.

Very truly yours,

A handwritten signature in cursive script that reads "Mary Louise Weber".

Mary Louise Weber
Associate General Counsel

Enclosures

Cc: John Harrington, Harrington Investments, Inc.

EXHIBIT A



September 12, 2018

Assistant Corporate Secretary
Verizon Communications Inc.,
1095 Avenue of the Americas,
New York, New York 10036

RE: Shareholder Proposal

Dear General Counsel and Secretary,

As a shareholder in the Verizon Communications, Inc., I am filing the enclosed shareholder resolution pursuant to Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934 for inclusion in the Verizon Communications, Inc. Proxy Statement for the 2019 annual meeting of shareholders.

I am the beneficial owner of at least \$2,000 worth of the Verizon Communications, Inc. stock. I have held the requisite number of shares for over one year, and plan to hold sufficient shares in the Verizon Communications, Inc. through the date of the annual shareholders' meeting. In accordance with Rule 14a-8 of the Securities Exchange Act of 1934, verification of ownership is included. I or a representative will attend the stockholders' meeting to move the resolution as required by SEC rules.

If you have any questions, I can be contacted at (707) 252-6166.

Sincerely,

A handwritten signature in black ink, appearing to read "John C. Harrington", is written over a large, light-colored scribble or watermark.

John C. Harrington

President and C.E.O.
Harrington Investments, Inc.

Whereas, our company provides telecommunications data service throughout the United States, including California and the West, to residential and commercial customers, including public agencies, which includes fire and police and other public safety personnel as well as healthcare agencies; and

Whereas, our company also specifically provides services to county fire districts while such firefighters are responding to public safety emergencies and catastrophic events, including major firefighting activities in several major fires throughout California; and

Whereas, our company as an internet service provider, has been accused of interfering with fire fighters' ability to function effectively and having had a significant impact on the ability to provide emergency services, especially during the 2018 Mendocino Complex Fire, by reducing speeds of internet service until public safety personnel could switch to a new more expensive data plan; and

Whereas, such service disruption or "throttling" of service, allegedly interfered with fire safety personnel to function effectively in emergency firefighting activities, and

Whereas, such fire safety officials argued that, "In light of our experience, County Fire believes it is likely that Verizon will continue to use the exigent nature of public safety emergencies and catastrophic events to coerce public agencies into higher cost plans ultimately paying significantly more for mission-critical service – even if that means risking harm to public safety during negotiations,"¹ and

Whereas, our company's board of directors have a fiduciary duty to oversee corporate management as well as a duty to safeguard the public safety of all stakeholders, including our customers, employees, and public safety and emergency personnel who risk their lives to provide public safety; and

Whereas, Verizon has a Corporate Governance and Policy Committee which has the responsibility to "Periodically review the Corporation's position and engagement on important public policy issues that may affect its business and reputation, including those relating to political contributions, lobbying activities, corporate responsibility and sustainability,"

Be it therefore Resolved, shareholders request that the Corporate Governance and Policy Committee produce a report to shareholders with a summary analysis on whether our Company "throttled" service during the 2018 Mendocino Complex Fire and other similar 2018 fire events, the Company's assessment of whether any such throttling interfered with fire safety personnel's ability to function effectively in emergency firefighting activities, and any measures the Company is taking to prevent similar actions in the future to reduce the risk to our Company's reputation and corporate responsibility profile. Such report shall be prepared at reasonable expense and exclude proprietary or legally privileged information.

¹ Declaration of Fire Chief Anthony Bowden, Mozilla Corporation, et al. v. Federal Communications Commission and United States of America, United States Court of Appeals for the District of Columbia Circuit, Case # 18-1051 (Lead), Document # 1746555, Filed August 20, 2018, Page ADD4



September 12, 2018

Assistant Corporate Secretary
Verizon Communications Inc.
1095 Avenue of the Americas
New York, New York 10036
New York, NY 10036

Account #: ***
Questions: Please call Schwab
Alliance at 1-800-515-2157.

Dear Corporate Secretary,

This letter is to confirm that Charles Schwab is the record holder for the beneficial owner of the Harrington Investments, Inc account and which holds in the account 200 shares of common stock in Verizon Communications, Inc.

These shares have been held continuously for at least one year prior to and including September 12, 2018. The shares are held at Depository Trust Company under the Participant Account Name of Charles Schwab & Co., Inc, number 0164.

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Should additional information be needed, please feel free to contact me directly at 877-393-1951 between the hours of 11:30am and 8:00pm EST.

Sincerely,

Michael Woolums
Advisor Services
2423 E Lincoln Dr
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").

Schwab Advisor Services™ serves independent investment advisors, and includes the custody, trading, and support services of Schwab.



Weber, Mary Louise <mary.l.weber@verizon.com>

Verizon Shareholder Proposal

1 message

Weber, Mary Louise (Mary Louise Weber) <mary.l.weber@one.verizon.com>
To: "brianna@harringtoninvestments.com" <brianna@harringtoninvestments.com>
Cc: "Sasfai, Beth A (Beth Sasfai)" <beth.a.sasfai@one.verizon.com>

Thu, Sep 27, 2018 at 1:14 PM

Hi Brianna,

It was nice to meet you over the phone. As we discussed, Verizon would like to schedule a call with you and John and our Executive Vice President of Public Policy & General Counsel to discuss the shareholder proposal in November after the Corporate Governance & Public Policy Committee of the Board of Directors has been briefed on the issue raised by the proposal.

As I mentioned, I will be out of the office until October 10. If you have any questions before I return, please contact Beth Sasfai, Vice President – Corporate Governance, at 908-559-5730.

I look forward to speaking with you later this fall.

Kind regards,

Mary Lou Weber



Mary Louise Weber
Associate General Counsel

One Verizon Way, VC54S440

Basking Ridge, NJ 07920

O 908-559-5636 | M 917-846-2698
mary.l.weber@verizon.com



Weber, Mary Louise <mary.l.weber@verizon.com>

Verizon Communications shareholder proposal

1 message

Weber, Mary Louise <mary.l.weber@verizon.com>
To: brianna@harringtoninvestments.com

Tue, Nov 13, 2018 at 2:33 PM

Hi Brianna,

I'm wondering whether you received the message that I left last week. I was calling to inquire whether your firm would be interested in having a call with our EVP of Public Policy and General Counsel this month to discuss the shareholder proposal. Please let me know what times you would be available for a call this month.

Kind regards,
Mary Lou Weber

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Mary Louise Weber
Assoc. General Counsel
Legal

O 908.559.5636 | M 917.846.2698
MARY.L.WEBER@VERIZON.COM