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

DIVISION OF
CORPORATION FINANCE

March 1, 2019

David C. Sienko
Hecla Mining Company
dsienko@hecla-mining.com

Re: Hecla Mining Company
Incoming letter dated December 19, 2018

Dear Mr. Sienko:

This letter is in response to your correspondence dated December 19, 2018 concerning the shareholder proposal (the "Proposal") submitted to Hecla Mining Company (the "Company") by Lisa and Paul Sala (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponents submitted January 7, 2019. Copies of all of the correspondence on which this response is based 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,

M. Hughes Bates
Special Counsel

Enclosure

cc: Steven McCloud
smccloud@usw.org

March 1, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Hecla Mining Company
Incoming letter dated December 19, 2018

The Proposal urges the board to take the necessary steps to eliminate the classification of the board to require that all directors stand for election annually and to complete the declassification in a manner that does not affect the unexpired terms of directors.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). In this regard, we note your representation that the Company will provide shareholders at its 2019 annual meeting with an opportunity to approve an amendment to the Company's certificate of incorporation to provide for the annual election of directors. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Kasey L. Robinson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

VIA Email – shareholdersproposals@sec.gov

Division of Corporate Finance
Securities and Exchange Commission
100 F Street NE
Washington DC 20549

Re: Hecla Mining Company's 12/19/2018 no-action request regarding Paul and Lisa Sala's proposal

To whom it may concern:

We are writing in response to Hecla Mining Company's (the "Company") December 19th 2018 request that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission concur with their intention to exclude our shareholder proposal (the "Proposal") from their proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders (collectively, the "2019 Proxy"). For the reasons outlined below, we respectfully request that the Staff not concur with the Company's view that the Proposal may be excluded from the 2019 Proxy.

The Proposal asks that the Company's Board of Directors "take the necessary steps to eliminate the classification of the Board of Directors (the "Board") of the Company to require that all directors stand for election annually." The Company asserts that the Proposal may be excluded from the 2019 Proxy pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal because the Board intends to propose an amendment to the Company's Certificate of Incorporation (the "Charter Amendment") to declassify the Board at the Company's 2019 Annual Meeting.

However, the Board's proposed Charter Amendment is only the first step required by the Board to implement the Proposal. The Proposal contemplates that the Board will take the necessary steps (plural) to achieve this goal. Notably, the Company's Certificate of Incorporation requires that such an amendment receive the affirmative vote of 80% of all outstanding shares of the Company. Past history shows that additional steps will be required to satisfy this supermajority voting requirement.

There have been seven proposals voted on by shareholders at the Company's last five Annual General Meetings that sought to amend the Company's Certificate of Incorporation and Bylaws which required the same 80% supermajority of all outstanding shares as the Company's 2019 proposal. Those seven proposals have been approved by an average of over 97% of the votes. However, none of these proposals were enacted due to not reaching the required 80% of outstanding shares.

In 2010, the Company put forth a proposal to approve the adoption of the Company's 2010 Stock Incentive Plan. When the Company did not receive enough votes to meet the required threshold of outstanding shares, the Company adjourned that portion of the meeting for approximately one month "for the purpose of obtaining the votes of a majority of outstanding shares." When the Company reconvened the meeting they had secured enough votes to pass the 2010 Stock Incentive Plan.

Until the Board takes the necessary steps to satisfy the supermajority vote requirement, the Board will not have substantially implemented the Proposal. These additional steps include a robust solicitation of the Company's shareholders to ensure that at least 80% of all outstanding shares vote for the Charter Amendment at the 2019 Annual Meeting. If insufficient votes are cast to adopt the Charter Amendment, the Board will need to adjourn the 2019 Annual Meeting to solicit additional votes as was done in 2010.

The Company's letter to the Staff does not make any such representation that the Board will take these necessary steps to pass the Charter Amendment. In fact, the Company's letter only states that the Board has approved inclusion of the Charter Amendment in the 2019 Proxy, and does not even represent that the Board will favorably recommend adoption of the Charter Amendment. For these reasons, the Board's proposed Charter Amendment does not substantially implement the Proposal.

In summary, we disagree that the Board has taken the necessary steps to declassify the Board as called for by the Proposal. The inclusion of a Charter Amendment in the 2019 Proxy will accomplish nothing unless the Board favorably recommends that shareholders vote for the Charter Amendment, conducts a robust proxy solicitation of all shares outstanding to satisfy the supermajority vote requirement, and is prepared to adjourn the 2019 annual meeting if necessary to solicit additional votes.

For these reasons, we ask that the Staff not concur with the Company's decision to exclude the Proposal from the 2019 Proxy.

Thank you for your consideration,
Paul and Lisa Sala

Paul S Sala

Lisa A Sala

David C. Sienko
Vice President & General Counsel
Direct – 208.209.1258
Fax – 208.209.1278
dsienko@hecla-mining.com

December 19, 2018

VIA E-MAIL (shareholderproposals@sec.gov)

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

Re: Hecla Mining Company – Shareholder Proposal Submitted by Lisa and Paul Sala

Ladies and Gentlemen:

We are writing pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to confirm to the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that Hecla Mining Company (the "Company") intends to exclude from its proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders (collectively, the "2019 Proxy Materials") a shareholder proposal and statements in support thereof (the "Proposal") received from Lisa and Paul Sala (the "Proponent").

For the reasons outlined below, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2019 Proxy Materials.

In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are submitting this request for no-action relief via the Commission's email address, shareholderproposals@sec.gov. In accordance with Rule 14a-8(j) of the Exchange Act, this letter is being filed with the Commission no later than 80 calendar days before the Company intends to file the definitive 2019 Proxy Materials with the Commission, and we are contemporaneously sending a copy of this letter and its attachments to the Proponent and their designated agent, Steven McCloud (the "Agent"). Pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008), Mr. McCloud and the Proponent are requested to copy the undersigned on any correspondence they choose to make to the Staff.

THE PROPOSAL

The Proposal, dated November 30, 2018 and received by the Company via certified mail on or about December 3, 2018, states: "RESOLVED, that the shareholders of Hecla Mining Company (the "Company") urge the Board of Directors (the "Board") to take the

***FISMA & OMB Memorandum M-07-16

necessary steps to eliminate the classification of the Board of the Company to require that all directors stand for election annually. The Board declassification shall be completed in a manner that does not affect the unexpired terms of directors previously elected."

The Proposal and the accompanying supporting statement are attached to this letter as **Exhibit A.**

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur with the Company's view that it may exclude the Proposal from the 2019 Proxy Materials pursuant to Rule 14a-(8)(i)(10) because the Company has substantially implemented the Proposal.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because the Company Has Substantially Implemented the Proposal

A. Rule 14a-8(i)(10) Background

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already "substantially implemented" the proposal. The Staff has stated that the purpose of the predecessor provision to Rule 14a-8(i)(10) was "to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management." *Exchange Act Release No. 12598* (July 7, 1976). The Commission later stated that a formalistic application of the rule requiring full implementation "defeated [the rule's] purpose", and then adopted a revised interpretation to the rule to permit the omission of proposals that had been "*substantially* implemented." (emphasis added) *Exchange Act Release No. 20091* (Aug. 16, 1983) and *Exchange Act Release No. 40018*, at n.30 (May 21, 1998).

In determining whether the shareholder proposal has been "substantially implemented," the Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Walgreen Co.* (Sept. 26, 2013); *Texaco, Inc.* (Mar. 28, 1991). When a company has satisfied the proposal's essential objectives, the Staff has concurred that the proposal has been "substantially implemented" and may be excluded under Rule 14a-8(i)(10). *See, e.g. PPG Industries, Inc.* (Jan. 23, 2018); *Apple Inc.* (Dec. 12, 2017); *QUALCOMM Incorporated* (Dec. 8, 2017); *NETGEAR, Inc.* (Mar. 31, 2015); *Pfizer, Inc.* (Jan. 11, 2013, recon. avail. Mar. 1, 2013); *Exelon, Inc.* (Feb. 26, 2010); *Hewlett-Packard Co.* (Dec. 11, 2007).

Directly related to the facts at hand, the Staff has consistently concurred that a board action submitting a declassification amendment for shareholder approval substantially implements a shareholder declassification proposal, and therefore, the shareholder proposal may be excluded from proxy materials in accordance Rule 14a-8(i)(10). *See, e.g.*, *Costco Wholesale Corp* (Nov. 16, 2018); *iRobot Corp.* (Feb. 9, 2018); *AbbVie Inc.* (Dec. 22, 2016); *PPG Industries, Inc.* (Jan. 23, 2018); *Ryder System, Inc.* (Feb. 11, 2015); *LaSalle Hotel Properties* (Feb. 27, 2014); *Dun & Bradstreet Corp.* (Feb. 4, 2011); *Baxter International Inc.* (Feb. 3, 2011); *Visteon Corp.* (Feb. 15, 2007); *Northrop Grumman Corp.* (Mar. 22, 2005) (concurring in each case with the exclusion of a shareholder declassification proposal where the board directed the submission of a declassification amendment for shareholder approval).

B. The Company's Proposal Substantially Implements the Proposal

On December 12, 2018, the Board approved for inclusion in the 2019 Proxy Materials a proposal to amend the Company's Restated Certificate of Incorporation ("Certificate of Incorporation") to declassify the Board in a manner that does not affect the unexpired terms of directors previously elected (the "Amendment"). The Board's decision reflected, in part, feedback from the Company's shareholders, including the results of the Company's 2018 Annual Meeting of Shareholders, where the shareholders approved a proposal which "urged the Board to take the necessary steps to [declassify the Board]" (the "2018 Proposal"). The Proposal that is the subject of this letter is identical to the 2018 Proposal, which was also put forth by the Proponent. The 2018 Proposal and the accompanying supporting statement are attached to this letter as **Exhibit B.**

Acting upon the recommendation of shareholders as expressed at the 2018 Annual Meeting of Shareholders, at the 2019 Annual Meeting of Shareholders, the Board will recommend to the Company's shareholders that they approve the Amendment, which is precisely what the Proposal seeks to accomplish (as did the 2018 Proposal). If approved by the Company's shareholders as required by Delaware Law, the Amendment would eliminate the classification of the Board over a three-year period beginning at the 2020 Annual Meeting of Shareholders. Directors would be elected to one-year terms following the expiration of the directors' existing terms, resulting in all directors being elected annually beginning at the 2022 Annual Meeting of Shareholders, i.e. it will "be completed in a manner that does not affect the unexpired terms of directors previously elected" as set forth in the Proposal.

In accordance with the Certificate of Incorporation, to be approved, the Amendment will require the affirmative vote of shares representing not less than 80% of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors. If approved by shareholders, the Amendment would become effective upon filing a Certificate of Amendment with the Secretary of State of the State of Delaware, which the Company would file promptly following the 2019 Annual

Meeting of Shareholders. If shareholders approve the Amendment, the Board will also make certain conforming changes to the Company's By-Laws.

The Proposal requests that the Company "take the steps necessary to eliminate the classification of the Board of Directors of the Company to require that all directors stand for election annually." The essential objective of the Proposal is to require the Company's directors to be elected annually to one-year terms.

The Company has and will continue to "take the steps necessary" to accomplish **exactly** what the Proposal requests – by approving the Amendment and recommending it for shareholder approval at the 2019 Annual Meeting of Shareholders. The Amendment would have the same effect as the Proposal—it would implement declassification of the Board over the same three-year period proposed by the Proposal.

Therefore, the Board's determination to submit the Amendment for shareholder approval substantially implements the Proposal's objective and, as such, pursuant to Rule 14a-8(i)(10), we respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2019 Proxy Materials.

CONCLUSION

For the foregoing reasons, we are of the view that the Proposal has already been substantially implemented by the Company. As such, we respectfully request that the Staff confirm that it will not recommend enforcement action if the Company excludes the Proposal from its 2019 Proxy Materials in reliance on Rule 14a-8(i)(10).

If you have any questions, or if the Staff is unable to concur with our view without additional information or discussions, we respectfully request the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. Please do not hesitate to contact the undersigned, David C. Sienko, at 208-209-1258 or dsienko@hecla-mining.com.

Very truly yours,

David C. Sienko

cc: Lisa and Paul Sala
Steven McCloud (as agent for Lisa and Paula Sala)

Enclosures

Exhibit A

November 30, 2018

DEC - 3 2018

Mr. Michael B. White
Corporate Secretary
Hecla Mining Corporation
6500 N. Mineral Drive,
Suite 200,
Coeur d'Alene, Idaho 83815-9408

Dear Mr. White,

On behalf of Mr. Paul Sala and Mrs. Lisa Sala, owners of 1,000 shares of Hecla Mining Corporation common stock, we write to give notice that pursuant to the 2018 proxy statement of Hecla Mining Corporation (the "Company"), we intend to present the attached proposal (the "Proposal") at the 2019 annual meeting of shareholders (the "Annual Meeting"). We request that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

Included in this package are statements that verify our ownership. In addition, a letter from our custodian bank documenting our continuous ownership of the requisite amount of the Company stock will be sent under separate cover. We also intend to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the annual meeting.

We represent that ourselves or our agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. We declare that we have no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to the attention of Steven McCloud who can be reached at 412-562-2400.

Sincerely,

Paul Sala

Lisa Sala

Mr. Paul Sala and Mrs. Lisa Sala

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RESOLVED, that the shareholders of Hecla Mining Company (the "Company") urge the Board of Directors (the "Board") to take the necessary steps to eliminate the classification of the Board of the Company to require that all directors stand for election annually. The Board declassification shall be completed in a manner that does not affect the unexpired terms of directors previously elected.

Supporting Statement of Shareholder

We believe the election of directors is the most powerful way that our Company's shareholders can influence the corporate governance and strategic direction of our Company. Currently, the Board is divided into three classes of directors. Each class of directors serves staggered three-year terms. Because of this structure, shareholders may only vote on roughly one-third of the Company's directors each year.

In our view, the staggered term structure of the Company's Board is not in the best interest of shareholders because it reduces management accountability to shareholders. We believe that shareholders should have the opportunity to vote on the performance of the entire Board each year. We feel that such annual accountability helps focus directors on the performance of top executives and on increasing shareholder value. Annual elections of all directors give shareholders the power to either completely replace the Board or replace any individual director on the Board, if a situation arises that warrants such drastic action.

We do not believe that annual director elections will be destabilizing to our Company's Board or negatively impact the continuity of director service. Our directors, like the directors of the overwhelming majority of other public companies, are routinely elected by a wide margin of shareholder votes. In our opinion, annual director elections will increase the responsiveness of directors to shareholder concerns without limiting the Company's ability to attract highly qualified directors who are willing to oversee the Company continuously for several years.

There are indications from academic studies that classified boards have an adverse impact on shareholder value. For instance, a study by Harvard Law School professors Lucian Bebchuk and Alma Cohen concludes that "staggered boards are associated with a reduced firm value" (*The Costs of Entrenched Boards,* Journal of Financial Economics, Vol. 78, pp. 409-433, 2005). Moreover, this study finds that the reduction in firm value is most significant at companies, such as ours, where classified boards have been established through their corporate charters.

We urge shareholders to vote FOR this proposal.

Exhibit B

November 22, 2017

NOV 30 2017
Legal Dept

Mr. Michael B. White
Corporate Secretary
Hecla Mining Corporation
6500 N. Mineral Drive,
Suite 200,
Coeur d'Alene, Idaho 83815-9408

Dear Mr. White,

On behalf of Mr. Paul Sala and Mrs. Lisa Sala, owners of 1,000 shares of Hecla Mining Corporation common stock, we write to give notice that pursuant to the 2017 proxy statement of Hecla Mining Corporation (the "Company"), we intend to present the attached proposal (the "Proposal") at the 2018 annual meeting of shareholders (the "Annual Meeting"). We request that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

Included in this package are statements that verify our ownership. In addition, a letter from our custodian bank documenting our continuous ownership of the requisite amount of the Company stock will be sent under separate cover. We also intend to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the annual meeting.

We represent that ourselves or our agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. We declare that we have no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to the attention of Shawn Gilchrist who can be reached at 412-562-2400.

Sincerely,

Paul Sala
Lisa Sala

Mr. Paul Sala and Mrs. Lisa Sala

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Resolved: That the shareholders of Hecla Mining Company (the "Company") urge the Board of Directors (the "Board") to take the necessary steps to eliminate the classification of the Board of the Company to require that all directors stand for election annually. The Board declassification shall be completed in a manner that does not affect the unexpired terms of directors previously elected.

Supporting Statement

We believe the election of directors is the most powerful way that our Company's shareholders can influence the corporate governance and strategic direction of our Company. Currently, the Board is divided into three classes of directors. Each class of directors serves staggered three-year terms. Because of this structure, shareholders may only vote on roughly one-third of the Company's directors each year.

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We urge shareholders to vote FOR this proposal.