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

DIVISION OF
CORPORATION FINANCE

February 6, 2019

Mark H. Duesenberg
Ferro Corporation
mark.duesenberg@ferro.com

Re: Ferro Corporation
Incoming letter dated November 29, 2018

Dear Mr. Duesenberg:

This letter is in response to your correspondence dated November 29, 2018 concerning the shareholder proposal (the "Proposal") submitted to Ferro Corporation (the "Company") by Kenneth Steiner (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated December 2, 2018, December 9, 2018, December 27, 2018, December 30, 2018, January 14, 2019, January 21, 2019 and January 27, 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: John Chevedden
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***FISMA & OMB Memorandum M-07-16

February 6, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Ferro Corporation
Incoming letter dated November 29, 2018

The Proposal requests that the board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's policies, practices and procedures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal. 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). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

Sincerely,

Lisa Krestynick
Attorney-Adviser

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.

JOHN CHEVEDDEN

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January 27, 2019

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

 # 7 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 29, 2018 no-action request.

The company did not acknowledge that Rule 14a-8 has no reference to Rule 14a-4(a)(3) or Rule 14a-4(b)(1).

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com>

JOHN CHEVEDDEN

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January 21, 2019

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

 # 6 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

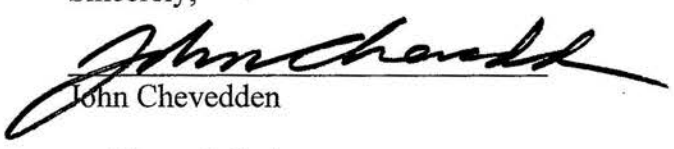
This is in regard to the November 29, 2018 no-action request.

The following is another way to look at the exact words in the resolved statement to see whether the resolved statement claims that the company has "greater-than-majority voting standards within the Articles or Regulations":

"RESOLVED, Shareholders request that our board take each step necessary
so that each voting requirement
in our charter and bylaws
(that is explicit or implicit due to default to state law)
that calls for a greater than simple majority vote
be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals,
or a simple majority
in compliance with applicable laws.
If necessary this means the closest standard to a majority of the votes cast for and against such proposals
consistent with applicable laws."

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com>

JOHN CHEVEDDEN

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January 14, 2019

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

 # 5 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 29, 2018 no-action request.

The company did not explain how a ballot item needing a 67%-vote of shares outstanding can be approved if 67% of shares outstanding cast ballots and 66% of shares outstanding vote for and 1% of shares outstanding vote against (page 5).

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com>

JOHN CHEVEDDEN

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December 30, 2018

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

 # 4 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 29, 2018 no-action request.

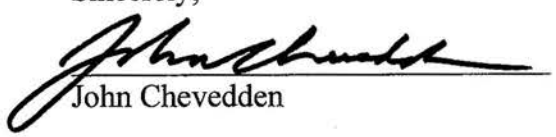
The attached text from page 6 of the company letter is important to consider.

Also the company does not explain how it is relevant that there may not be any greater than majority voting standards in the Articles or Regulations when it is not accompanied by a statement by the company that the company lacks the power to take steps in the 6 months preceding the annual meeting to put greater than majority voting standards into the Articles or Regulations.

The rule 14a-8 proposal needs to be able to address steps the company can take in the 6 months preceding the annual meeting that can impact the rule 14a-8 proposal.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com

The Ohio Revised Code contains several different sections that call for a supermajority vote but that allow a company to change those standards through its articles or regulations. Each of these provisions addresses a different concern. For example, unless the articles or regulations require otherwise, the affirmative vote of at least two thirds of the outstanding shares entitled to vote is required for mergers (Section 1701.78), sales or dispositions of corporate assets (Section 1701.76), and voluntary dissolutions (Section 1701.86).

JOHN CHEVEDDEN

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December 27, 2018

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

 # 3 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 29, 2018 no-action request.

The company did not provide any precedent of a proposal that specified that it addressed 2 categories of super majority voting and a company then got credit for implementing the 2 categories of super majority voting simply because the status quo of the company at that time matched one of the 2 categories.

However this is exactly what the company is asking for in its request.

The company failed to address the following rule in regard to its belated claim of more than one proposal within the Simple Majority Vote proposal:

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

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

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com

JOHN CHEVEDDEN

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December 9, 2018

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

 # 2 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

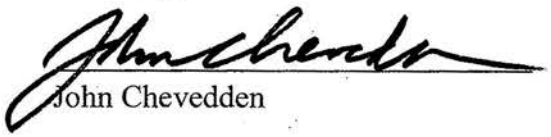
This is in regard to the November 29, 2018 no-action request.

The company claim C (multiple proposals) appears to contradict the company claim A (implemented by maintaining the status quo) and B (accuracy).

Abbott Laboratories (January 29, 2016) is the alleged precedent that the company spends the most time on. However Abbott is not an apples-to-apples comparison because the rule 14a-8 proposal in Abbott (attached) did not contain the key words in this proposal – (that is explicit or implicit due to default to state law).

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com

[ABT: Rule 14a-8 Proposal, November 7, 2015]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes the laws of the state in which our company is incorporated and all applicable rules in regard to abstentions.

Shareowners are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements, the target of this proposal, have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these widely supported proposals included Ray T. Chevedden and William Steiner.

Please vote to enhance shareholder value:

Simple Majority Vote – Proposal [4]

JOHN CHEVEDDEN

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December 2, 2018

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

 # 1 Rule 14a-8 Proposal
Ferro Corporation (FOE)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 29, 2018 no-action request.

On page 6 the company seems to claim that the rule 14a-8 proposal is more than one proposal.

If this is the case then the company did not give the proponent an opportunity to reduce the proposal to one proposal during the prescribed 14-day period.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Kenneth Steiner

Mark H. Duesenberg <mark.duesenberg@ferro.com

[FOE: Rule 14a-8 Proposal, October 22, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent voting advice.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election in which 67% of shares cast ballots. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change. This can be particularly important during periods of management underperformance and/or an economic downturn. For instance in the year leading up to the submittal of this proposal Ferro stock fell from $23 to $17.

Please vote yes:
Simple Majority Vote – Proposal [4]
[The above line – *Is* for publication.]

FERRO

Where innovation
delivers performance™

FERRO.COM

LAW DEPARTMENT
Ferro Corporation
6060 Parkland Boulevard - Suite 250
Mayfield Heights, Ohio 44124 USA
Phone Number +1.216.875.5600

November 29, 2018

Via E-Mail to shareholderproposals@sec.gov

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

Re: Ferro Corporation - Request to Omit Shareholder Proposal
Submitted by Kenneth Steiner

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Ferro Corporation, an Ohio corporation ("we" or the "Company"), hereby gives notice of its intention to omit from the proxy statement and form of proxy for the Company's 2019 Annual Meeting of Shareholders (together, the "2019 Proxy Materials") a shareholder proposal (including its supporting statement, the "Proposal") received from Kenneth Steiner (the "Proponent"). The full text of the Proposal and all other relevant correspondence with John Chevedden, on behalf of the Proponent, are attached as Exhibit A.

The Company believes it may properly omit the Proposal from the 2019 Proxy Materials for the reasons discussed below. The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2019 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff at shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), we have filed this letter with the Commission no later than 80 calendar days before we intend to file our definitive 2019 Proxy Materials with the Commission. A copy of this letter is being sent simultaneously to John Chevedden, on behalf of the Proponent, as notification of the Company's intention to omit the Proposal from the 2019 Proxy Materials.

I. The Proposal

The Proposal reads as follows (the Proponent having indicated that the number "4" is a placeholder for the proposal number to be ultimately assigned by the Company):

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes case for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matter in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent voting advice.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election in which 67% of shares cast ballots. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change. This can be particularly important during periods of management underperformance and/or an economic downturn. For instance in the year leading up to the submittal of this proposal Ferro stock fell from $23 to $17.

Please vote yes:

Simple Majority Vote – Proposal [4]

Grounds for Exclusion of the Proposal.

A. The Proposal may be properly omitted from the 2019 Proxy Materials under Rule 14a-8(i)(10) because it has been substantially implemented.

Rule 14a-8(i)(10) permits a company to omit a proposal from its proxy statement and form of proxy if the company has substantially implemented the proposal. The general policy underlying the substantial implementation basis for exclusion is "to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by the management." Release No. 34-12598 (July 7, 1976). In

determining whether a proposal has already been substantially implemented, "the Staff has not required that a company implement the action requested in a proposal exactly in all details," but rather has determined that a proposal has been substantially implemented where the "essential objectives" of the proposal have been satisfied. *AECOM* (Oct. 22, 2018).

Here, the Proposal requests that each voting requirement in the Company's charter and bylaws that calls for a greater than simple majority vote (that is explicit or implicit due to default to state law) be eliminated. However, the Company already amended its Code of Regulations (as amended, the "Regulations") in response to a previously-received shareholder proposal, which was included in its 2014 proxy statement (the "2014 Proxy"), that requested the elimination of voting standards in the charter and bylaws calling for greater than a simple majority vote.

The effect of the shareholder proposal in the 2014 Proxy was to revise provisions in the Regulations containing voting or participation requirements that had greater than a simple majority standard that could be lowered under Ohio law, specifically, those with respect to shareholders fixing the number of directors and amending the Regulations by written consent. The Company has already eliminated any provisions from its Regulations requiring greater than a simple majority vote. Furthermore, the Company's Articles of Incorporation (as amended, the "Articles") similarly do not contain provisions requiring greater than a simple majority vote. Therefore, the "essential objectives" of the Proposal have been satisfied, and the Proposal may be excluded under Rule 14a-8(i)(10) due to substantial implementation.

The Staff has found consistently that similar proposals calling for the elimination of charter or bylaw provisions requiring a greater than simple majority vote for shareholder action are excludable under Rule 14a-8(i)(10) where a company's governing documents do not contain any supermajority shareholder voting requirements. In *Brocade Communications Systems, Inc.* (Dec. 19, 2016), the proposal requested that "each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for the majority of the votes cast for or against applicable proposals, or a simple majority in compliance with applicable laws." The Staff concurred that this proposal was already substantially implemented because the company had previously amended its charter and bylaws to eliminate all shareholder voting provisions that required greater than a simple majority vote for certain shareholder actions. *See also State Street Corp.* (Mar. 5, 2018); *Abbvie, Inc.* (Feb. 16, 2018); *Goodyear Tire & Rubber Co.* (Jan. 19, 2018); *T. Rowe Price Group, Inc.* (January 17, 2018); *Dover Corporation* (Dec. 15, 2017); *QUALCOMM Incorporated* (Dec. 8, 2017); *Korn/Ferry International* (July 6, 2017); *The Progressive Corporation* (Feb. 18, 2016); *FLIR Systems, Inc.* (Feb. 10, 2016); *NetApp, Inc.* (June 10, 2015); *Express Scripts, Inc.* (Jan. 28, 2010); and *Home Depot* (Jan. 8, 2008) (in each case, concurring with the exclusion of a proposal requesting simple majority voting standards as substantially implemented where the company's charter or bylaws did not—or, as a result of pending amendments, would not—contain shareholder voting requirements for common stock calling for greater than a simple majority vote).

The Staff previously determined that a proposal with similar objectives to the Proposal was substantially implemented even when the company's bylaws referenced exceptions for statutory supermajority voting provisions. In *Abbott Laboratories* (Jan.

29, 2016), Abbott Laboratories' ("Abbott") bylaws stated that the applicable voting standard at all shareholder meetings at which a quorum was present was a majority, unless state law called for a greater number. Neither Abbott's articles of incorporation nor bylaws contained any voting requirements calling for greater than a majority vote, and the Staff granted exclusion of the proposal on substantial implementation grounds, concurring that the essential objectives of the proposal had already been satisfied. *See also Starbucks Corporation* (Dec. 1, 2011) .

The facts here warrant the same result. The Articles and Regulations do not contain any provisions requiring greater than a simple majority vote, and the mere possibility that some provision of the Ohio Revised Code applies to a particular shareholder vote does not change the analysis. Based on the foregoing, the Proposal may be excluded based on substantial implementation because its essential objectives have been satisfied.

B. The Proposal may be properly omitted from the 2019 Proxy Materials under Rule14a-8(i)(3) because it is materially false and misleading.

Rule 14a-8(i)(3) permits a registrant to omit a proposal from its proxy statement and the form of proxy if "the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." Rule 14a-9 provides that no solicitation may be made by means of any proxy materials "containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading." The Commission has interpreted Rule 14a-8(i)(3) to apply where the proposal is "so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. . . " Staff Legal Bulletin No. 14B (Sept. 15, 2004). *See also Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) ("[I]t appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the board of directors or the stockholders at large to comprehend precisely what the proposal would entail.").

1. The Proposal is false and misleading because it implies there are supermajority requirements contained within the Articles or Regulations.

Rule 14a-9 requires that the language of a proposal in a company's proxy statement assist shareholders in making the issues to be voted upon clear, rather than working to confuse and mislead. The Staff has repeatedly concurred in exclusions of proposals whose language does the latter.

In *JPMorgan Chase & Co.* (March 11, 2014, recon. denied March 28, 2014), the proposal requested that the Board "amend the Company's governing documents to provide that all matters presented to shareholders shall be decided by a simple majority

of the shares voted FOR and AGAINST an item (or, 'withheld' in the case of board elections)." The Staff agreed with the company that the proposal could be excluded under Rule 14a-8(i)(3) because it misrepresented the company's voting standard. The proposal referenced "withheld" votes with respect to director elections, suggesting the use of a plurality voting standard, when in fact the company applied a majority voting standard for uncontested elections and did not afford shareholders the right to "withhold" votes. *See also Goldman Sachs Group* (Jan. 14, 2014).

The Proposal's request here that the board eliminate provisions in the charter and bylaws requiring greater than a simple majority vote implies that the Articles and Regulations contain such provisions, when in fact they do not. Statutory provisions are not integrated into a company's organizational documents simply because state law provides direction in certain instances. There is nothing "in" the Articles or Regulations that requires a voting standard greater than that requested by the Proponent. To imply otherwise is materially false and misleading to shareholders and violates Rule 14a-9.

In addition to being false and misleading on its face, the Proposal is impermissibly vague. Because there are no greater-than-majority voting standards within the Articles or Regulations, the nature and scope of the Proposal's request, and the situations to which it would apply, are so vague and indefinite that neither the Company nor its shareholders can determine which provisions of the Regulations the Proposal is intended to address. Therefore, the Proposal may be properly excluded under Rule 14a-8(i)(3).

2. The statement in support of the Proposal that holders of 1% of the Company's shares can frustrate the will of the Company's other shareholders is false and misleading.

The Proponent also puts forth a false and misleading statement in support of the Proposal: "Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election in which 67% of shares cast ballots. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change." This contention is false. In particular, the statement refers to the will of a 1%-minority frustrating the will of a 66%-shareholder majority "in an election," thereby implying that the Company employs a supermajority voting standard specifically with respect to director elections. In fact, the Company's Articles do not include a voting standard with respect to director elections and instead the Company applies the plurality voting standard set forth in Ohio state law. This supporting statement is materially false because it suggests that the Company's directors are elected by supermajority vote when they are, actually, elected by plurality vote. Moreover, the assertion that "the will of a 66% shareholder majority" could fall short of a voting requirement is misleading because it implies that there exists at least one provision in the Articles or Regulations that calls for a supermajority vote. This implication goes to the very heart of the impact of the Proposal and is likely to deceive a reasonable shareholder into believing that such provisions exist when they do not. Likewise, the assertion that a 1% minority can defeat a 66% majority is inflammatory hyperbole designed to confuse and mislead the shareholders. For these reasons, the entire Proposal may be excluded under Rule 14a-8(l)(3), and at a minimum, this supporting statement may be excluded from the Proposal.

C. The Proposal may be properly omitted from the 2019 Proxy Materials under Rule 14a-8(i)(3) because it violates Rules 14a-4(a)(3) and 14a-4(b)(1) and is therefore contrary to proxy rules.

The Proposal only addresses charter and bylaw provisions that call for a greater than simple majority and, as discussed above, none of the provisions of the Articles or Regulations regarding shareholder or director voting requirements call for greater than a simple majority standard. Additionally, it is materially misleading to classify supermajority voting requirements existing under state law as "in" the Regulations. If, nevertheless, the Staff interprets the Proposal as requesting a shareholder vote on whether to lower the voting standards under all of the provisions of state law that calls for a supermajority vote but that allow for those standards to be changed by a company's shareholders, the Proposal impermissibly bundles separate proposals in violation of the Commission's proxy rules.

The Commission's proxy rules require that proposals be unbundled for voting. Rule 14a-4(a)(3) provides that a form of proxy must "identify clearly and impartially each separate matter intended to be acted upon." In addition, under Rule 14a-4(b)(1), a form of proxy must provide a means for shareholders "to specify by boxes a choice . . . with respect to each separate matter referred to therein as intended to be acted upon."

The Staff emphasized the importance of unbundling proposals submitted to shareholders in its October 27, 2015 compliance and disclosure interpretation regarding unbundling under Rule 14a-4(a)(3) in the merger and acquisition context. Specifically, this interpretation stated that:

> [I]f a material amendment to the acquiror's organizational documents would require the approval of its shareholders under state law, the rules of a national securities exchange, or its organizational documents if presented on a standalone basis, the acquiror's form of proxy must present any such amendment separately from any other material proposal.

The Ohio Revised Code contains several different sections that call for a supermajority vote but that allow a company to change those standards through its articles or regulations. Each of these provisions addresses a different concern. For example, unless the articles or regulations require otherwise, the affirmative vote of at least two thirds of the outstanding shares entitled to vote is required for mergers (Section 1701.78), sales or dispositions of corporate assets (Section 1701.76), and voluntary dissolutions (Section 1701.86).

Although the Proposal is packaged under the general umbrella of majority voting, the voting requirements specified by distinct Ohio statutory provisions are not so intertwined as to effectively constitute a single matter. Each such statutory provision raises distinct considerations. A shareholder could reasonably be expected to wish to express opposing views on these topics. Accordingly, the Proposal may be omitted from the Company's proxy statement because it is contrary to Rule 14a-4 in that it impermissibly bundles proposals.

Based upon the foregoing analysis, we respectfully request that the Staff concur that we may omit the Proposal from our 2019 Proxy Materials.

* * *

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me at 216-875-5440. Thank you for your attention to this matter.

Sincerely,

Mark H. Duesenberg
Vice President, General Counsel and Secretary

Attachments

cc: John Chevedden

Kenneth Steiner
***

Mr. Mark H. Duesenberg
Corporate Secretary
Ferro Corporation (FOE)
6060 Parkland Blvd.
Suite 250
Mayfield Heights OH 44124
PH: 216 875-5600
FX: 216-875-5623

Dear Mr. Duesenberg,

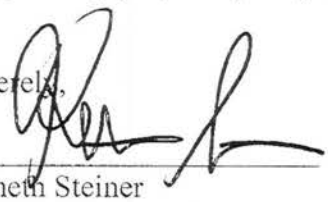
I purchased stock in our company because I believed our company had potential for imporoved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve compnay performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
***

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,



Kenneth Steiner

10-9-18

Date

cc: John Bingle <john.bingle@ferro.com
PH: 216-875-5479
FX: 216-875-5623

[FOE: Rule 14a-8 Proposal, October 22, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if all shareholders had ready access to independent voting advice.

Currently a 1%-minority can frustrate the will of our 66%-shareholder majority in an election in which 67% of shares cast ballots. In other words a 1%-minority could have the power to prevent shareholders from making an overdue change. This can be particularly important during periods of management underperformance and/or an economic downturn. For instance in the year leading up to the submittal of this proposal Ferro stock fell from $23 to $17.

Please vote yes:
Simple Majority Vote – Proposal [4]
[The above line – *Is* for publication.]

Kenneth Steiner, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email
***

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Where innovation
delivers performance™

LAW DEPARTMENT
Ferro Corporation
6060 Parkland Boulevard - Suite 250
Mayfield Heights, Ohio 44124 USA
Phone Number +1.216.875.5600

November 1, 2018

Via E-mail to ***
and U.S. Mail Return Receipt Requested

Mr. Kenneth Steiner
c/o John Chevedden
***

Re: Shareholder Proposal Submitted to Ferro Corporation ("***Ferro***")

Dear Mr. Steiner:

We are in receipt of your shareholder proposal, dated October 9, 2018, delivered to Ferro via e-mail transmission on October 22, 2018 (the "***Proposal***"). As you may be aware, Rule 14a-8 promulgated under the Securities Exchange Act of 1934 (the "***Exchange Act***") sets forth certain eligibility and procedural requirements that must be met in order to properly submit a shareholder proposal to Ferro. A copy of Rule 14a-8 is enclosed for your reference.

In accordance with Rule 14a-8(f)(1) of the Exchange Act, Ferro hereby notifies you that the Proposal is deficient in that it fails to comply with the requirements of (1) Rule 14a-8(b)(1) concerning proof of your continuous ownership of the requisite amount of Ferro voting securities for at least one year by the date you submitted the Proposal and (2) Rule 14a-8(b)(2) concerning the proof of your status as a holder of record or otherwise of such securities.

If you wish to correct these deficiencies, you must respond to this letter with either:

(a) if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents, reflecting your ownership of Ferro common stock as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level, and a written statement from you that you continuously held the required number of shares for the requisite one-year period; or

(b) a written statement from the record holder of your shares verifying that you beneficially held the requisite number of shares of Ferro common stock continuously for at least one year as of the date you submitted the Proposal. For these purposes, only a Depository Trust Company ("***DTC***") participant or an affiliate of a DTC participant will be considered to be a record holder of securities that are deposited at DTC. You can determine whether your

particular bank or broker is a DTC participant by checking DTC's participant list, which is currently available at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf. For purposes of determining the date you submitted the Proposal, Section C of Staff Legal Bulletin No. 14G (October 16, 2012) provides that a proposal's date of submission is the date that the proposal is postmarked or transmitted electronically.

Your response must be postmarked, or transmitted electronically, no later than 14 days following the date you receive this letter. If you do not respond to this letter and adequately correct such deficiencies by that date, the Proposal will be deemed to have not been properly submitted in accordance with the requirements of the Exchange Act, and Ferro will seek to exclude the Proposal from its proxy materials for its 2019 annual meeting of shareholders.

We appreciate your continued support of Ferro.

Sincerely,

Mark Duesenberg
Vice President, General Counsel & Secretary

Attachment

information after the termination of the solicitation.

(e) The security holder shall reimburse the reasonable expenses incurred by the registrant in performing the acts requested pursuant to paragraph (a) of this section.

NOTE 1 TO §240.14A–7. Reasonably prompt methods of distribution to security holders may be used instead of mailing. If an alternative distribution method is chosen, the costs of that method should be considered where necessary rather than the costs of mailing.

NOTE 2 TO §240.14A–7 When providing the information required by §240.14a–7(a)(1)(ii), if the registrant has received affirmative written or implied consent to delivery of a single copy of proxy materials to a shared address in accordance with §240.14a–3(e)(1), it shall exclude from the number of record holders those to whom it does not have to deliver a separate proxy statement.

[57 FR 48292, Oct. 22, 1992, as amended at 59 FR 63684, Dec. 8, 1994; 61 FR 24657, May 15, 1996; 65 FR 65750, Nov. 2, 2000; 72 FR 4167, Jan. 29, 2007; 72 FR 42238, Aug. 1, 2007]

§240.14a–8 Shareholder proposals.

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

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

(b) *Question 2:* Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

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

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

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d–101), Schedule 13G (§240.13d–102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this

chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

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

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

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

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

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

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

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

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

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

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

(h) *Question 8:* Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified

under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

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

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

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

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

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

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

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

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

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

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

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

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

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

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

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

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

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

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

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

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant

to Item 402 of Regulation S–K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a–21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a–21(b) of this chapter.

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

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

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

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

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

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

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

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

(i) The proposal;

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

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

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

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

(l) *Question 12:* If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

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

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

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

express your own point of view in your proposal's supporting statement.

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

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

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

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

[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010]

§240.14a–9 False or misleading statements.

(a) No solicitation subject to this regulation shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

(b) The fact that a proxy statement, form of proxy or other soliciting material has been filed with or examined by the Commission shall not be deemed a finding by the Commission that such material is accurate or complete or not false or misleading, or that the Commission has passed upon the merits of or approved any statement contained therein or any matter to be acted upon by security holders. No representation contrary to the foregoing shall be made.

(c) No nominee, nominating shareholder or nominating shareholder group, or any member thereof, shall cause to be included in a registrant's proxy materials, either pursuant to the Federal proxy rules, an applicable state or foreign law provision, or a registrant's governing documents as they relate to including shareholder nominees for director in a registrant's proxy materials, include in a notice on Schedule 14N (§240.14n–101), or include in any other related communication, any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to a solicitation for the same meeting or subject matter which has become false or misleading.

NOTE: The following are some examples of what, depending upon particular facts and circumstances, may be misleading within the meaning of this section.

a. Predictions as to specific future market values.

b. Material which directly or indirectly impugns character, integrity or personal reputation, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation.

Ameritrade

11/09/2018

Kenneth Steiner
***

Re: Your TD Ameritrade Account Ending in *** in TD Ameritrade Clearing Inc DTC #0188

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of close of business on November 8, 2018, you have continuously held no less than 300 shares of each of the following stocks in the above referenced account since October 1, 2017:

Ferro Corporation (FOE)
The Interpublic Group of Companies, Inc. (IPG)
AbbVie Inc (ABBV)
KeyCorp (KEY)
New York Community Bancorp, Inc. (NYCB)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Private Client Services at 800-400-4078. We're available 24 hours a day, seven days a week.

Sincerely,

Jennifer Hickman

Jennifer Hickman
Resource Specialist
TD Ameritrade