

Lillian Brown

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December 26, 2020

Via E-mail to shareholderproposals@sec.gov

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

**Re: Huntington Ingalls Industries, Inc.
 Exclusion of Shareholder Proposal Submitted by John Chevedden**

Ladies and Gentlemen:

We are writing on behalf of our client, Huntington Ingalls Industries, Inc. (the “Company”), to inform you of the Company’s intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2021 Annual Meeting of Shareholders (the “Proxy Materials”) the enclosed shareholder proposal and supporting statement (collectively, the “Shareholder Proposal”) submitted by John Chevedden (the “Proponent”) requesting that the board of directors of the Company (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.”

The Company respectfully requests that the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(10) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on the basis that the Company has substantially implemented the Shareholder Proposal.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter and the Shareholder Proposal and related correspondence (attached as Exhibit A to this letter), and is concurrently sending a copy to the Proponent, no later than eighty calendar days before the Company intends to file its definitive Proxy Materials with the Commission.

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Shareholder Proposal

On October 15, 2020, the Company received the Shareholder Proposal from the Proponent, which states, in relevant part:

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 proposal completes the process begun by management in 2014. Huntington Ingalls shareholders gave 99% support to the 2014 management proposal, to “Eliminate Most Supermajority Voting Requirements.” Management did not give a reason to maintain a supermajority voting requirement in 2014.

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 and FirstEnergy. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner.

Completion of the adoption of simple majority vote can be one fo[r]ward thinking step to make the corporate governance of Huntington Ingalls more competitive and unlock shareholder value.

Background

The Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate”), currently contains three supermajority voting provisions, two of which

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apply to amendments to the Certificate and one of which applies to amendments to the Bylaws. The Company's Restated Bylaws (the "Bylaws") do not contain any additional supermajority provisions.

On or about March 2, 2021, the Board is expected to approve amendments to the Certificate (the "Certificate Amendments") that would replace all supermajority voting provisions in the Certificate with a majority of the outstanding shares standard. Specifically, the Board is expected to approve amendments to Article Sixth and Fourteenth in its Certificate so that amendments to Article Eleventh (written consent) and Article Fifteenth (director liability) of the Certificate and Article V of the Bylaws (indemnification) may be approved by a majority in voting power of the capital stock of the Corporation outstanding and entitled to vote, rather than the current 66^{2/3}% requirement.

Because the Certificate Amendments require shareholder approval to become effective, when the Board takes action to approve the Certificate Amendments, the Board is expected to concurrently approve the proxy statement for the 2021 Annual Meeting of Shareholders, which will include a proposal seeking shareholder approval of the Certificate Amendments (the "Company Proposal"). The Board is expected to recommend that shareholders vote "for" the Certificate Amendments. If the Certificate Amendments receive the requisite shareholder approval, all supermajority voting requirements in the Certificate pertaining to the Company's common stock will be removed.

By the time the Proxy Materials are filed, the Board will have approved the Certificate Amendments and the Company Proposal, and the Company plans to include the Company Proposal in the Proxy Materials. We are submitting this letter before the approval of the Certificate Amendments and the Company Proposal to address the timing requirements of Rule 14a-8(j). Once formal action has been taken by the Board to adopt the Certificate Amendments and the Company Proposal, the Company will notify the Staff that these actions have been taken and provide the full text of the Certificate Amendments and the Company Proposal for which the Company will be seeking shareholder approval.

Basis for Exclusion

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

The purpose of the Rule 14a-8(i)(10) exclusion is to "avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management." Commission Release No. 34-12598 (July 7, 1976). While the exclusion was originally interpreted to allow exclusion of a shareholder proposal only when the proposal was "'fully'

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effected” by the company, the Commission has revised its approach to the exclusion over time to allow for exclusion of proposals that have been “substantially implemented.” Commission Release No. 34-20091 (August 16, 1983) and Commission Release No. 40018 (May 21, 1998) (the “1998 Release”). In applying this standard, the Staff has noted that “a determination that the [c]ompany has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (March 6, 1991, *recon. granted* March 28, 1991). In addition, when a company can demonstrate that it already has taken actions that address the “essential objective” of a shareholder proposal, the Staff has concurred that the proposal has been “substantially implemented” and may be excluded as moot, even where the company’s actions do not precisely mirror the terms of the shareholder proposal.

The Staff has consistently concurred in exclusion of proposals similar to the Shareholder Proposal under Rule 14a-8(i)(10) where such proposals have sought elimination of provisions requiring “a greater than simple majority vote,” including in situations where the company replaces a supermajority vote with, or retains an existing voting standard based on, a majority of shares outstanding. Many of these letters have been granted where the Board lacks unilateral authority to amend the company’s charter documents but where the company intends to submit appropriate amendments for shareholder approval that replace supermajority voting standards. In *Best Buy Co., Inc.* (March 27, 2020), *Fortive Corporation* (February 12, 2020), and *Eli Lilly and Company* (January 31, 2020) the Staff concurred in exclusion under Rule 14a-8(i)(10) of virtually identical proposals to the Shareholder Proposal in similar circumstances (without issuing a written response consistent with the Staff’s current policy for processing Rule 14a-8 requests). *See also Eli Lilly and Company* (January 8, 2018) (in which the Staff concurred in exclusion of a proposal under Rule 14a-8(i)(10) requesting “that each voting requirement in [the company’s] 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 law,” where the Staff noted that the company “will provide shareholders at its 2018 annual meeting with an opportunity to approve amendments to its articles of incorporation that, if approved, will remove all supermajority voting requirements in the Company’s articles of incorporation and bylaws that are applicable to the Company’s common stockholders”); *AbbVie Inc.* (February 16, 2018) (in which the Staff concurred in exclusion of a proposal under Rule 14a-8(i)(10) requesting the elimination of all voting requirements in the company’s charter and bylaws that call for “a greater than simple majority vote,” where the Staff noted that the company “will provide shareholders at its 2018 annual meeting with an opportunity to approve amendments to its certificate of incorporation that, if approved, will remove all supermajority voting requirements in the Company’s certificate of incorporation and bylaws”); and *Dover Corporation* (December 15, 2017) (in which the Staff concurred in exclusion of a proposal under Rule 14a-8(i)(10) requesting the elimination of all voting requirements in the company’s Certificate and bylaws

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that call for “a greater than simple majority vote,” where the Staff noted that the company “will provide shareholders at its 2018 annual meeting with an opportunity to approve amendments to its certificate of incorporation, which, if approved, will eliminate the only two supermajority voting provisions in the Company’s governing documents”).

The Staff also has consistently granted no-action requests pursuant to Rule 14a-8(i)(10) in circumstances where a company notifies the Staff that it intends to exclude a shareholder proposal on the basis that the board of directors is expected to take action that will substantially implement the proposal, and the company follows its initial submission with a supplemental notification to the Staff confirming that such action had been taken, including in the context of requests to eliminate supermajority voting requirements, as in *Best Buy Co., Inc.* (March 27, 2020); *Fortive Corporation* (February 12, 2020); *State Street Corporation* (March 5, 2018); *The Goodyear Tire & Rubber Company* (January 19, 2018); *The Southern Company* (February 24, 2017); and *Huntington Ingalls Industries, Inc.* (February 12, 2016). Consistent with this precedent, and as previously noted, the Company will notify the Staff once formal action has been taken by the Board to adopt the Certificate Amendments and the Company Proposal for which the Company will be seeking shareholder approval.

As described above, the Certificate Amendments would eliminate all supermajority voting provisions in the Company’s governing documents. The Shareholder Proposal requests that the “board take each step necessary so that each voting requirement in [the company’s] 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.” However, the Shareholder Proposal’s supporting statement makes clear that the primary focus and essential objective is the removal of supermajority voting provisions. The Certificate Amendments would replace all voting requirements in the Certificate that call for a supermajority vote with a lower majority voting standard based on outstanding shares. Provisions requiring a majority of outstanding shares have consistently been viewed as implementing similar shareholder proposals seeking to eliminate supermajority provisions and/or eliminate “a greater than simple majority vote,” as demonstrated in the no-action letters cited in this letter.

Consistent with the line of precedent cited above, the Company believes that it will have substantially implemented the Shareholder Proposal before it files its Proxy Materials. In this regard, the Certificate Amendments compare favorably with the guidelines of the Shareholder Proposal and more than satisfy its essential objective notwithstanding that the Certificate Amendments do not precisely track the Shareholder Proposal’s terms. Because the Certificate Amendments require shareholder approval, once the Board approves the Company Proposal, and

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includes the Company Proposal in the Proxy Materials for shareholder consideration, the Board will have taken all steps necessary and within its power and will have substantially implemented the Shareholder Proposal. For all of these reasons, the Company believes the Shareholder Proposal may be excluded under Rule 14a-8(i)(10).

Conclusion

Based on the foregoing, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Shareholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(10), on the basis that the Company has substantially implemented the Shareholder Proposal.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Shareholder Proposal from its Proxy Materials, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743, or Charles R. Monroe, Jr., Corporate Vice President, Associate General Counsel and Secretary, Huntington Ingalls Industries, Inc. at Charles.Monroe@hii-co.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,



Lillian Brown

Enclosures

cc: Charles R. Monroe, Jr.
John Chevedden

EXHIBIT A

JOHN CHEVEDDEN

Mr. Charles R. Monroe, Jr.
Corporate Secretary
Huntington Ingalls Industries, Inc. (HII)
4101 Washington Avenue
Newport News, VA 23607
PH: 757-380-2000
PH: 757-534-2727
FX: 757-688-1408
FX: 757-380-4599

Dear Mr. Monroe,

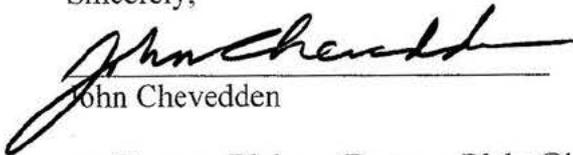
This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

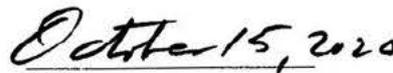
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

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

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***
by next day email.

Sincerely,


John Chevedden


Date

cc: Dwayne Blake <Dwayne.Blake@hii-co.com>

[HII: Rule 14a-8 Proposal, October 15, 2020]
[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.

This proposal completes the process begun by management in 2014. Huntington Ingalls shareholders gave 99% support to the 2014 management proposal, “to Eliminate Most Supermajority Voting Requirements.” Management did not give a reason to maintain a supermajority voting requirement in 2014.

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 and FirstEnergy. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner.

Completion of the adoption of simple majority vote can be one forward thinking step to make the corporate governance of Huntington Ingalls more competitive and unlock shareholder value.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]

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(l)(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

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045



October 23, 2020

John R Chevedden

Dear Mr. Chevedden:

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

Please accept this letter as confirmation that as of market close on October 22, 2020, Mr. Chevedden has continuously owned no fewer than the share quantities of the securities shown in the table below, since July 1, 2019.

Security Name	CUSIP	Trading Symbol	Share Quantity
Huntington Ingalls Industries Inc	446413106	HII	15.000
AT&T Inc	00206R102	T	100.000
Honeywell International Inc	438516106	HON	100.000
Hca Healthcare Inc	40412C101	HCA	50.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary. Please note that this information is unaudited and not intended to replace your monthly statements or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact the Fidelity Private Client Group at 800-544-5704 for assistance.

Sincerely,

A handwritten signature in black ink that reads "Matthew Vasquez". The signature is written in a cursive style with a long, sweeping tail on the "z".

Matthew Vasquez
Operations Specialist

Our File: W725415-19OCT20