January 15, 2020

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

#1 Rule 14a-8 Proposal
Quest Diagnostics Incorporated (DGX)
Written Consent
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 23, 2019 no-action request.

The company claimed its annual meeting started at a certain time but did not state if or when it ended.

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: Elena Radine <Elena.H.Radine@questdiagnostics.com>
December 23, 2019

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
shareholderproposals@sec.gov

Re: Quest Diagnostics Incorporated
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that Quest Diagnostics Incorporated, a Delaware corporation (the “Company”), pursuant to Rule 14a-8(h)(3) under the Securities Exchange Act of 1934, intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Stockholders (collectively, the “2020 Proxy Materials”) a stockholder proposal (the “Proposal”) and statements in support thereof received from John Chevedden (the “Proponent”), a copy of which is attached hereto as Exhibit A.

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

• filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and

• Simultaneously sent copies of this correspondence to the Proponent.

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

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

The Proposal requests that the Company’s Board of Directors (the “Board”) take steps necessary to permit an action by written consent of stockholders entitled to cast the minimum number of votes that would be necessary to authorize such action at a meeting at which all stockholders entitled to vote thereon were present and voting.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(h)(3) because neither the Proponent nor his qualified representative attended the Company’s 2018 Annual Meeting of Stockholders to present the Proponent's stockholder proposal that was included in the Company's 2018 Proxy Statement.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(h)(3) because Neither the Proponent nor his Qualified Representative Attended the Company's 2018 Annual Meeting of Stockholder to Present the Proponent's Stockholder Proposal Contained in the Company's 2018 Proxy Statement.

Under Rule 14a-8(h)(1), a stockholder proponent must attend the stockholders’ meeting to present its stockholder proposal, or, alternatively, must send a representative who is qualified under state law to present the proposal on the proponent's behalf. Rule 14a-8(h)(3) provides that, if a stockholder or its qualified representative fails, without good cause, to appear and present a proposal included in a company’s proxy materials, the company will be permitted to exclude all of such stockholder’s proposals from the company’s proxy materials for any meetings held in the following two calendar years.

The Company intends to omit the Proposal from its 2020 Proxy Materials because both the Proponent and his qualified representative failed, without good cause, to attend the Company’s 2018 Annual Meeting of Stockholders held on May 15, 2018 in Secaucus, New Jersey (the “2018 Annual Meeting”) to present the stockholder proposal that the Proponent had submitted for that meeting (the “2018 Proposal”). The Company filed the 2018 Proxy Statement on April 4, 2018, and gave timely notice regarding the 2018 Annual Meeting to the Company’s stockholders.

Consistent with Commission regulations and Delaware law, the notice clearly delineated the date, time, and location of the 2018 Annual Meeting as May 15, 2018 at 10:30 a.m. Eastern time at 500 Plaza Drive, Secaucus, New Jersey.

The Company included the 2018 Proposal in the Company’s 2018 Proxy Statement as Proposal No. 5 (an excerpt of which is attached hereto as Exhibit B) and expected the Proponent, or his qualified representative, to present the 2018 Proposal at the 2018 Annual Meeting. On May 14, 2018 at 5:44 p.m. Eastern time, the Proponent notified the Company by email that he had appointed Ms. Kerry McDermott to attend the 2018 Annual Meeting and present the 2018 Proposal (see Exhibit C). On May 15, 2018 at 6:57 a.m. Eastern time, the Company’s Corporate
Secretary confirmed receipt of the Proponent’s email (see Exhibit D). Prior to the start of the 2018 Annual Meeting, the Corporate Secretary alerted appropriate Company employees participating in the operation of the 2018 Annual Meeting to look out for and assist Ms. McDermott, as she was expected to attend the 2018 Annual Meeting to present a matter.

Before commencing the 2018 Annual Meeting, the Corporate Secretary asked other Company employees if they had seen Ms. McDermott. The 2018 Annual Meeting began promptly at 10:30 a.m. Eastern time on May 15, 2018. At the 2018 Annual Meeting, the Corporate Secretary asked if Ms. McDermott was present, if the Proponent was present, or if anyone was present who was designated as the representative of the Proponent. Unfortunately, Ms. McDermott did not arrive to the meeting location prior to the adjournment of the 2018 Annual Meeting, and neither the Proponent nor any other representative of the Proponent was present. Ms. McDermott later told the Company’s Corporate Secretary that she was late due to traffic, had difficulty finding the building in which the meeting had been held, and had difficulty finding a parking spot. Neither the Proponent nor any other qualified representative of the Proponent attended the 2018 Annual Meeting to present the 2018 Proposal. The 2018 Proposal was not presented to the 2018 Annual Meeting, as disclosed in the Company's Current Report on Form 8-K with respect to the 2018 Annual Meeting filed with the Commission on May 18, 2018, an excerpt of which is attached hereto as Exhibit E.

On numerous occasions the Staff has concurred that a company may exclude a stockholder proposal under 14a-8(h)(3) because the proponent or its qualified representative, without good cause, failed to appear and present a proposal at either of the company's previous two years' annual meetings. See, e.g., United Technologies Corp. (avail. March 8, 2019); TheStreet, Inc. (avail. March 8, 2019); Aetna Inc. (avail. February 1, 2017), McDonalds Corporation (avail. Mar. 3, 2015); Verizon Communications, Inc. (avail. Nov. 6, 2014); E.I. du Pont de Nemours and Co. (avail. Feb. 16, 2010); State Street Corp. (avail. Feb. 3, 2010); Entergy Corp. (avail. Jan. 12, 2010) (in each case, concurring with the exclusion of a stockholder proposal under Rule 14a-8(h)(3) where the proponent failed to appear and present their stockholder proposal in the prior year). See also, Expeditors International of Washington, Inc. (avail. Dec. 29, 2016); Entergy Corp. (avail. Jan. 12, 2010, recon. denied Mar. 16, 2010); Comcast Corp. (avail. Feb. 25, 2008) (in each case, concurring with the exclusion of a stockholder proposal under Rule 14a-8(h)(3) submitted for an annual meeting where the proponent had failed to appear and present its proposal at the annual meeting two years prior).

The Staff has found that a proponent “has not stated a ‘good cause’ for the failure to appear,” despite a proponent arguing that issues such as a lack of knowledge of Rule 14a-8(h)(3), scheduling conflicts, travel expenses, traffic delays, or health issues constituted “good cause.” See, e.g., Providence and Worcester Railroad Company (avail. Jan. 17, 2013) (proponent’s severe gastrointestinal distress on the day of the annual meeting did not constitute “good cause”); Ameron Int’l Corp. (avail. Jan. 12, 2011, recon. denied Feb. 14, 2011, recon denied Feb. 23, 2011) (proponent’s argument that he did not understand Rule 14a-8(h)(3) and had relied on the Company to inform him if he needed to attend the meeting and present the proposal did not constitute “good cause”); Community Health Systems, Inc. (avail. Jan. 25, 2006) (traffic delays did not constitute “good cause”); IDACORP, Inc. (avail. Oct. 21, 2004) (travel expenses and lack of alternative travel options did not constitute “good cause”); and Sonat Inc. (avail. Jan. 6, 1994) (traffic delays did not constitute “good cause”). Consistent with this precedent, in the current
instance, the Proponent’s qualified representative's failure to attend the 2018 Annual Meeting due to traffic delays, difficulty finding the building and parking issues does not constitute “good cause.”

Consistent with the no-action letter precedent cited above, the Company believes that under Rule 14a-8(h)(3) it may exclude the Proposal from the 2020 Proxy Materials.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur with the Company’s view and confirm that the Staff will not recommend enforcement action to the Commission if the Company excludes the Proposal from its 2020 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to elena.h.radine@questdiagnostics.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (973) 520-2239.

Sincerely,

Elena H. Radine

cc: William J. O’Shaughnessy, Jr., Quest Diagnostics Incorporated
cc: Lona Nallengara, Shearman & Sterling LLP
cc: John Chevedden
Exhibit A

The Proposal and Related Correspondence
Mr. William J. O’Shaughnessy  
Corporate Secretary  
Quest Diagnostics Incorporated (DGX)  
500 Plaza Drive  
Secaucus, New Jersey 07094  
PH: 973-520-2700  
PH: 973-520-2116  
FX: 484-676-8630  

Dear Mr. O’Shaughnessy,

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

Sincerely,

John Chevedden  

December 2, 2019  

cc: Elena Radine <Elena.H.Radine@questdiagnostics.com>  
PH: 973-520-2894  
FX: 973-520-2076

Shareholders request that our board of directors take the steps necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to give shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any appropriate topic for written consent.

Hundreds of major companies enable shareholder action by written consent. This proposal topic won majority shareholder support at 13 large companies in a single year. This included 67%-support at both Allstate and Sprint. This proposal topic also won 63%-support at Cigna Corp. (CI) in 2019. This proposal topic would have received higher votes than 63% to 67% at these companies if more shareholders had access to independent proxy voting advice.

Taking action by written consent is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

This proposal is especially important to Quest Diagnostics shareholders because we may have only a phantom right to call a special shareholder meeting. With the Quest Diagnostics 20% share ownership requirement to call a special meeting (and disqualifying all shares held for less than one continuous year) it could take 60% of Quest Diagnostics shares to actually call a special meeting.

If 60% of shares decided that the company situation was urgent and determined that a special meeting was needed then one-third of these shares could be disqualified because they were held for less than one continuous year. Then another third of shares could be disqualified because they fell short on meeting just one of the tedious requirements of the Quest Diagnostics bylaw text.

The right for shareholders to act by written consent is gaining acceptance as a more important right than the right to call a special meeting. This seems to be the conclusion of the Intel Corporation (INTC) shareholder vote at the 2019 Intel annual meeting.

The directors at Intel apparently thought they could divert shareholder attention away from written consent by making it easier for shareholders to call a special meeting. However Intel shareholders responded with greater support for written consent in 2019 compared to 2018.

This proposal topic won 49%-support at the 2015 Quest Diagnostics annual meeting. This 49%-support most likely represented at least 55%-support from the shares that have access to independent proxy voting advice.

Please vote yes:

Adopt a Shareholder Right – Written Consent – Proposal [4]

[The above line – Is for publication.]
John Chevedden, 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 ***
Mr. William J. O'Shaughnessy  
Corporate Secretary  
Quest Diagnostics Incorporated (DGX)  
500 Plaza Drive  
Secaucus, New Jersey 07094  
PH: 973-520-2700  
PH: 973-520-2116  
FX: 484-676-8630

Dear Mr. O'Shaughnessy,

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 ***

Sincerely,

John Chevedden  

Date  

December 2, 2019

cc: Elena Radine  <Elena.H.Radine@questdiagnostics.com>  
PH: 973-520-2894  
FX: 973-520-2076

Shareholders request that our board of directors take the steps necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to give shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any appropriate topic for written consent.

Hundreds of major companies enable shareholder action by written consent. This proposal topic won majority shareholder support at 13 large companies in a single year. This included 67%-support at both Allstate and Sprint. This proposal topic also won 63%-support at Cigna Corp. (CI) in 2019. This proposal topic would have received higher votes than 63% to 67% at these companies if more shareholders had access to independent proxy voting advice.

Written consent by written consent is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

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If 60% of shares decided that the company situation was urgent and determined that a special meeting was needed then one-third of these shares could be disqualified because they were held for less than one continuous year. Then another third of shares could be disqualified because they fell short on meeting just one of the tedious requirements of the Quest Diagnostics bylaw text.

The right for shareholders to act by written consent is gaining acceptance as a more important right than the right to call a special meeting. This seems to be the conclusion of the Intel Corporation (INTC) shareholder vote at the 2019 Intel annual meeting.

The directors at Intel apparently thought they could divert shareholder attention away from written consent by making it less difficult for shareholders to call a special meeting. However Intel shareholders responded with greater support for written consent in 2019 compared to 2018.

This proposal topic won 49%-support at the 2015 Quest Diagnostics annual meeting. This 49%-support represented at least 51%-support from the shares that have access to independent proxy voting advice. Our directors should make an extra effort to listen to the shareholders who have access to independent proxy voting advice.

Please vote yes:

Adopt a Shareholder Right – Written Consent – Proposal [4]

[The above line – & for publication.]
John Chevedden, 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.
December 9, 2019

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 the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in the following securities, since November 1, 2018.

<table>
<thead>
<tr>
<th>Security Name</th>
<th>CUSIP</th>
<th>Symbol</th>
<th>Share Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amphenol Corp</td>
<td>032095101</td>
<td>APH</td>
<td>50.000</td>
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<tr>
<td>ComCast Corporation</td>
<td>20030N101</td>
<td>CMCSA</td>
<td>90.000</td>
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<tr>
<td>CBRE Group Inc</td>
<td>12504L109</td>
<td>CBRE</td>
<td>100.000</td>
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<tr>
<td>Quest Diagnostics Inc</td>
<td>74834L100</td>
<td>DGX</td>
<td>50.000</td>
</tr>
<tr>
<td>Knight Swift Transportation Holdings Inc</td>
<td>499049104</td>
<td>KNX</td>
<td>100.00</td>
</tr>
<tr>
<td>CDW Corporation</td>
<td>12514G108</td>
<td>CDW</td>
<td>50.000</td>
</tr>
</tbody>
</table>

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Eastern Standard Time (Monday through Friday) and entering my extension 13813 when prompted.

Sincerely,

Stormy Delchanty
Operations Specialist

Our File: W258319-09DEC19
Exhibit B

Excerpt of 2018 Proxy Statement
Proposal No. 4— Amending our Certificate of Incorporation to permit stockholders holding 20% or more of our common stock to cause the Company to call special meetings of stockholders

Currently, Paragraph 7 of the Company’s Certificate of Incorporation permits a stockholder or group of stockholders owning at least 25% in the aggregate of the Company’s outstanding common stock (subject to certain requirements) to cause the Company to call a special meeting of stockholders. The Board has a continuing commitment to good corporate governance and has concluded that expanding the stockholder special meeting right by permitting stockholders owning at least 20% in the aggregate of the Company’s outstanding common stock is in the best interests of the Company and the stockholders.

The Board believes that lowering the ownership threshold from 25% to 20% achieves the Board’s goal of expanding the stockholder special meeting right so that stockholders with a substantial economic interest in the Company can take advantage of the right to have significant concerns addressed by stockholders without waiting until the next annual meeting. In its deliberations regarding this proposal, the Board balanced the benefits of permitting stockholders to call special meetings against the significant costs involved and disruption that can result in holding a special meeting of stockholders. A stockholder right to call a special meeting with an ownership threshold that is too low would be contrary to the interests of the Company and its stockholders as a whole, since a small minority of stockholders focused on special interests could force the Company to call a special meeting in order to address matters not shared by other stockholders and thereby cause the Company to incur substantial expense and divert the attention of management and the Board of Directors. Lowering the ownership threshold from 25% to 20% strengthens the Company’s corporate governance by expanding the special meeting right for stockholders, while effectively mitigating the risk of “nuisance” special meeting requests that do not advance the interests of the Company and its stockholders generally. Of the S&P 500 companies that grant stockholders the right to call a special meeting, more than three-quarters have an ownership threshold of 20% or higher.

Accordingly, the Board has determined that the proposed amendment to our Certificate of Incorporation is advisable and to recommend to the stockholders at the annual meeting to approve the amendment. The proposed amendment amends the first paragraph of Paragraph 7 of our Certificate of Incorporation as set forth below:

7. Special Stockholder Meetings. Except as otherwise required by law, special meetings of the stockholders shall be called only by (a) the Board of Directors or (b) the Secretary, but only if a stockholder or group of stockholders owning at least twenty-five percent (25%) in the aggregate of the Common Stock issued, outstanding and entitled to vote, and who have held that amount in a net long position continuously for at least one year, so request in writing in accordance with, and subject to, all applicable provisions of the Bylaws (such request, a “Stockholder Meeting Request”). Any disposition by a requesting party after the date of the Stockholder Meeting Request of any shares of Common Stock shall be deemed a revocation of the Stockholder Meeting Request with respect to such shares.

Approval of this amendment to the Certificate of Incorporation requires the affirmative vote of the holders of a majority of the outstanding common stock of the Company. If approved, this proposal will become effective upon the filing of a Certificate of Amendment to our Certificate of Incorporation with the Secretary of State of the State of Delaware (or such later date stated therein), which the Company would file promptly after the annual meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THIS PROPOSAL. PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR THIS PROPOSAL UNLESS OTHERWISE INSTRUCTED.

Proposal No. 5— Stockholder proposal regarding the right to call special meetings of stockholders

John Chevedden, , owner of 50 shares of the Company’s common stock, has notified us that he intends to present the following proposal and related supporting statement at the annual meeting.

Proposal 5 - Special Shareholder Meeting Improvement
Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board’s current power to call a special meeting.
Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. (Written consent completely lacking at Quest Diagnostics.) More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

Scores of Fortune 500 companies allow a more functional 10% of shares to call a special meeting compared to higher requirement of Quest Diagnostics. Quest Diagnostics shareholders do not have the full right to call a special meeting that is available under state law.

This proposal is of increased importance because we do not have the complimentary right to act by written consent. Written consent won 49%-support at the 2015 Quest Diagnostics annual meeting. This 49%-support could have been higher (for instance 54%) if small shareholders had the same access to independent corporate governance recommendations as large shareholders.

A well-known proxy advisor said that a board of directors should respond in some manner to a 20% shareholder vote. Yet our management had no response at all to our 49% shareholder vote.

A shareholder ability to call a special meeting would put shareholders in a better position to give input on improving director assignments after the 2018 annual meeting. Company performance and shareholder value can benefit from such improvements.

For example, we did not have oversight of our CEO by an independent chairman. And Daniel Stanzione, our Lead Director, received our highest negative votes. Our CEO, Stephen Rusckowski, received our 2°d highest negative votes. Gail Wilensky and Timothy Ring also received high negative votes. These 4 directors each received more than 2-times as many negative votes as other directors. Plus these 4 directors controlled 5 positions on our most important board committees. Also Gary Pfeiffer and Timothy Ring owned zero shares with sole voting power while each was paid $300,000 for perhaps 300 hours of work.

Daniel Stanzione, our Lead Director, had 20-years long-tenure. Long-tenure can impair the independence of a director no matter how well qualified. Independence is a priceless attribute in a director, especially a Lead Director.

Please vote to increase director accountability to shareholders:

Special Shareholder Meeting Improvement – Proposal 5

OUR BOARD RECOMMENDS THAT YOU VOTE AGAINST THIS PROPOSAL.

The Company’s historical and current corporate governance practices reflect our continuing commitment to robust, balanced corporate governance combined with responsiveness and accountability to stockholders. The Board believes that providing stockholders with the right to cause the Company to call a special meeting is an important corporate governance practice that enhances stockholder rights. Accordingly, in 2014, the Company amended our Certificate of Incorporation to permit stockholders owning at least 25% in the aggregate of the Company’s outstanding common stock (subject to certain requirements) to cause the Company to call a special meeting of stockholders. After careful consideration of this proposal, including whether the actual or perceived benefits of setting the threshold for stockholders to call a special meeting at a lower threshold outweigh the potentially negative consequences to both the Company and its stockholders associated with a lower threshold, the Board has concluded that permitting stockholders owning 10% in the aggregate of the Company’s outstanding common stock to cause the Company to call a special meeting would be detrimental to the Company and its stockholders.

The calling of a special meeting of stockholders is an extraordinary event for any public company designed to address matters of such significance that cannot wait until the next annual meeting. Special meetings, however, can be disruptive to a company’s normal business operations, in addition to being costly and time-consuming. The Board believes that the 10% ownership threshold to call a special meeting of stockholders, as described in Proposal No. 5, is unduly low and could result in a relatively small minority of stockholders using the procedure to call a special meeting for their own special interests, which may be of little or no consequence to, and which may not be in the best interests of, 90% of the Company’s stockholders. In fact, two Company stockholders currently hold 10% or more of our outstanding stock; if the ownership threshold were lowered to 10% then either one of such stockholders would have the ability, in its sole discretion, to cause the Company to call a special meeting. Special meetings require substantial effort and expense, including, among other things, preparing and mailing proxy materials. Special meetings also cause significant disruptions.
to the Company’s normal business operations by requiring significant attention from the Board, our management team and other employees, diverting their focus from overseeing and operating our business. As a result, providing the right to call a special meeting by stockholders with a small minority of shares (i.e., 10%) would only come at the expense of all the other stockholders and the Company. The Board believes that the Company’s resources should only be used for the purposes of a special meeting of stockholders to address significant matters that are of interest to a broader portion of the stockholder base that cannot be delayed until the next annual meeting. Furthermore, of the S&P 500 companies that grant stockholders the right to call a special meeting, more than three-quarters have an ownership threshold of 20% or higher.

In recommending a vote against this stockholder proposal, the Board believes it is important to consider the other governance practices and stockholder protections that the Company has adopted, including annual director elections, majority voting in uncontested director elections and proxy access. In addition, stockholders have a number of ways to communicate with the Board to have influence on the oversight of the Company. The Board and the Company solicit and value stockholder input and take every step possible to ensure that such input is received in the ordinary course. Stockholders can contact directly (and confidentially) our Lead Independent Director, any individual Director or the Board as a whole, as described under “Stockholder Access” on page 7. Our Investor Relations team also maintains open and regular lines of direct communication with our stockholders. The Board believes it is responsive to stockholder feedback.

For all of the above reasons, the Board recommends that stockholders vote AGAINST Proposal No. 5.

In addition, the Board disagrees with a number of the statements that the proponent has made in connection with his proposal. The Board, however, believes that these statements are not relevant to the proposal being considered and that any discussion of these statements would not be helpful to stockholders in determining how to vote on the proposal. As a result, the Board believes there is no reason to address these statements.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE AGAINST THIS PROPOSAL. PROXIES SOLICITED BY THE BOARD WILL BE VOTED AGAINST THIS PROPOSAL UNLESS OTHERWISE INSTRUCTED.
Exhibit C

Email from Proponent on May 14, 2018
Mr. William J. O’Shaughnessy
Corporate Secretary
Quest Diagnostics Incorporated (DGX)
3 Giralda Farms
Madison NJ 07940
PH: 973-520-2700
PH: 973-520-2116
FX: 484-676-8630

Dear Mr. O’Shaughnessy,

In looking forward to a good annual meeting this is to authorize
Kerry McDermott
to present the rule 14a-8 proposal.

Please forward this information to the Chairman of the meeting and to the Chairman of the
Corporate Governance Committee.

This is to respectfully request that the company exercise its fiduciary duty to shareholders and
extend every courtesy to facilitate this shareholder presentation. Also for the company to advise
and alert me immediately by email and telephone if the company has any question on this
message or perceived further requirement.

Thank you and all the best for a good meeting.

Sincerely,

John Chevedden

May 14, 2018

Date

cc: Elena Radine  <Elena.H.Radine@questdiagnostics.com>
Exhibit D

Email Confirmation from Corporate Secretary on May 15, 2018
Dear Mr. Chevedden

Receipt confirmed

Sincerely,

William J. O'Shaughnessy, Jr.
Deputy General Counsel and Corporate Secretary

Quest Diagnostics | Action from Insight | 500 Plaza Drive | Secaucus, NJ 07094 USA | phone 973-520-2116 | fax 484-676-8630 | william.j.oshaughnessy@QuestDiagnostics.com | QuestDiagnostics.com

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-----Original Message-----
From: ***
Sent: Monday, May 14, 2018 5:44 PM
To: O'Shaughnessy, William J
Cc: Radine, Elena H
Subject: Annual Meeting (DGX)

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Mr. O'Shaughnessy,
Please see the attached letter regarding the annual meeting.

Please confirm receipt of this letter.
Sincerely,
John Chevedden
Exhibit E

Current Report on Form 8-K filed with the Commission on May 18, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): May 15, 2018

Quest Diagnostics Incorporated
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of incorporation)

001-12215
(Commission File Number)

16-1387862
(I.R.S. Employer Identification No.)

500 Plaza Drive
Secaucus, NJ
(Address of principal executive offices)

07094
(Zip Code)

(973) 520-2700
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described in Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting of Stockholders of Quest Diagnostics Incorporated (the “Company”) held on May 15, 2018 (the “2018 Annual Meeting”), upon the recommendation of the Board of Directors, the stockholders voted on and approved an amendment to the Company’s Restated Certificate of Incorporation (the “Amendment”) to lower the ownership threshold for a stockholder or group of stockholders that would have the ability to cause the Company to call a special meeting of stockholders from 25% to 20% in the aggregate of the Company’s outstanding common stock (subject to certain requirements).

The Amendment was filed with the Secretary of State of the State of Delaware on May 16, 2018 and was effective as of such date. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated by reference into this Item 5.03.

Item 5.07. Submission of Matters to a Vote of Security Holders

(a) The following is a summary of the voting results for each matter presented at the 2018 Annual Meeting.

(b) The following nominees for the office of director were elected for terms expiring at the 2019 Annual Meeting of Stockholders, by the following votes:

<table>
<thead>
<tr>
<th>Name</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jenne K. Britell</td>
<td>106,284,533</td>
<td>1,941,465</td>
<td>435,479</td>
<td>10,323,168</td>
</tr>
<tr>
<td>Vicky B. Gregg</td>
<td>107,163,337</td>
<td>1,057,548</td>
<td>440,592</td>
<td>10,323,168</td>
</tr>
<tr>
<td>Jeffrey M. Leiden</td>
<td>107,137,001</td>
<td>1,046,447</td>
<td>478,029</td>
<td>10,323,168</td>
</tr>
<tr>
<td>Timothy L. Main</td>
<td>106,907,210</td>
<td>1,282,410</td>
<td>471,856</td>
<td>10,323,169</td>
</tr>
<tr>
<td>Gary M. Pfeiffer</td>
<td>100,209,760</td>
<td>7,980,608</td>
<td>471,111</td>
<td>10,323,166</td>
</tr>
<tr>
<td>Timothy M. Ring</td>
<td>103,589,857</td>
<td>4,538,856</td>
<td>532,764</td>
<td>10,323,168</td>
</tr>
<tr>
<td>Stephen H. Rusckowski</td>
<td>98,889,344</td>
<td>7,444,236</td>
<td>2,327,897</td>
<td>10,323,168</td>
</tr>
<tr>
<td>Daniel C. Stanzione</td>
<td>100,039,772</td>
<td>8,094,777</td>
<td>526,930</td>
<td>10,323,166</td>
</tr>
<tr>
<td>Helen I. Torley</td>
<td>107,573,002</td>
<td>647,382</td>
<td>441,091</td>
<td>10,323,170</td>
</tr>
<tr>
<td>Gail R. Wilensky</td>
<td>103,237,746</td>
<td>5,018,786</td>
<td>404,947</td>
<td>10,323,166</td>
</tr>
</tbody>
</table>

The advisory resolution to approve the executive officer compensation disclosed in the Company’s 2018 Proxy Statement was approved by the following votes:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>97,251,615</td>
<td>10,793,700</td>
<td>615,837</td>
<td>10,323,493</td>
</tr>
</tbody>
</table>

The ratification of the appointment of the Company’s independent registered public accounting firm for 2018 was approved by the following votes:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>114,225,996</td>
<td>4,414,542</td>
<td>344,107</td>
</tr>
</tbody>
</table>
The amendment to the Company's Restated Certificate of Incorporation to permit stockholders holding 20% or more of our common stock to cause the Company to call special meetings of stockholders was approved by the following votes:

<table>
<thead>
<tr>
<th></th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
<th>Broker Non-Vote</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>99,545,265</td>
<td>8,808,561</td>
<td>307,324</td>
<td>10,323,495</td>
</tr>
</tbody>
</table>

Regarding the stockholder proposal on special stockholder meetings that was included in the Company’s 2018 Proxy Statement, at the 2018 Annual Meeting the stockholder proponent or his appointed representative did not appear and present his proposal regarding the right to call special meetings of stockholders. Accordingly, the proposal was not considered or voted on at the 2018 Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.1</td>
<td>Certificate of Amendment to Restated Certificate of Incorporation of the Company</td>
</tr>
</tbody>
</table>

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

May 18, 2018

QUEST DIAGNOSTICS INCORPORATED

By: /s/ William J. O'Shaughnessy, Jr.
    William J. O'Shaughnessy, Jr.
    Deputy General Counsel and Secretary