February 4, 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
iRobot Corporation (IRBT)
Simple Majority Vote
James McRitchie

Ladies and Gentlemen:

This is in regard to the January 14, 2020 no-action request.

Management is in violation of the principle it cites, “to avoid the possibility of shareholders having to consider matters which already have favorably acted up by management.”

According to the attachment the company failed to obtain the necessary votes on this proposal topic at the annual meeting that began on May 20, 2015 and ended 2-days later.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2020 proxy.

Sincerely,

John Chevedden

cc: James McRitchie

Glen D. Weinstein <gweinstein@irobot.com>
Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the iRobot Corporation Annual Meeting of Stockholders that began on May 20, 2015 and was completed on May 22, 2015 (the “Annual Meeting”), the stockholders of iRobot Corporation (the “Company”) approved the iRobot Corporation 2015 Stock Option and Incentive Plan (the “2015 Plan”), which was previously approved by the board of directors of the Company on April 1, 2015.

The maximum number of shares of the Company’s common stock authorized for issuance under the 2015 Plan is 3,100,000 shares. The 2015 Plan permits awards of stock options (both incentive and non-qualified options), stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance shares, dividend equivalent rights and cash-based awards.

A summary of the material terms and conditions of the 2015 Plan is set forth in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2015 (the “Proxy Statement”) and is incorporated herein by reference. Such description is qualified entirely by reference to the full text of the 2015 Plan, which is filed as Appendix A to the Proxy Statement and is incorporated by reference as Exhibit 10.1 hereto.

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

At the Annual Meeting, the stockholders of the Company considered and voted on the matters listed below. The proposals are described in detail in the Proxy Statement. The final voting results from the meeting are set forth below.

Proposal 1

Colin M. Angle, Ronald Chwang, Ph.D., and Deborah Ellinger were elected as class I members to the board of directors, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal. Michelle V. Stacy was elected as a class III member to the board of directors, to serve for a two-year term and until her successor has been duly elected and qualified, or until her earlier resignation or removal. Votes were as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>For</th>
<th>Withheld</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Colin M. Angle</td>
<td>16,719,310</td>
<td>594,394</td>
<td>6,857,005</td>
</tr>
<tr>
<td>Ronald Chwang, Ph.D.</td>
<td>15,057,701</td>
<td>2,256,003</td>
<td>6,857,005</td>
</tr>
<tr>
<td>Deborah Ellinger</td>
<td>16,685,226</td>
<td>628,478</td>
<td>6,857,005</td>
</tr>
<tr>
<td>Michelle V. Stacy</td>
<td>17,183,993</td>
<td>127,711</td>
<td>6,857,005</td>
</tr>
</tbody>
</table>

Proposal 2

The appointment of the accounting firm of PricewaterhouseCoopers LLP as the Company’s independent registered public accountants for the 2015 fiscal year was ratified. Votes were as follows:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
</tr>
</thead>
<tbody>
<tr>
<td>23,907,997</td>
<td>190,455</td>
<td>72,257</td>
</tr>
</tbody>
</table>

Proposal 3

The iRobot Corporation 2015 Stock Option and Incentive Plan was approved. Votes were as follows:
For | Against | Abstentions | Broker Non-Votes |
---|---|---|---|
14,704,087 | 1,801,062 | 808,555 | 6,857,005 |

Proposal 4

The amendments to the Company’s amended and restated certificate of incorporation to adopt majority voting standards were not approved, as the affirmative vote of 75% of the outstanding shares entitled to vote was required for approval. Votes were as follows:

For | Against | Abstentions | Broker Non-Votes |
---|---|---|---|
17,179,055 | 101,106 | 33,543 | 6,857,005 |

Proposal 5

The non-binding, advisory proposal to approve the compensation of our named executive officers was approved. Votes were as follows:

For | Against | Abstentions | Broker Non-Votes |
---|---|---|---|
15,159,954 | 2,077,340 | 76,410 | 6,857,005 |

Proposal 6

The shareholder proposal entitled “Elect Each Director Annually” was approved. Votes were as follows:

For | Against | Abstentions | Broker Non-Votes |
---|---|---|---|
14,424,008 | 2,812,741 | 76,955 | 6,857,005 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

iRobot Corporation 2015 Stock Option and Incentive Plan (incorporated by reference to Appendix A of the Definitive Proxy Statement of iRobot Corporation filed on April 13, 2015)
RESOLVED, iRobot (IRBT) shareholders request that our board take each step necessary so that each voting requirement in our charter, bylaws and governing documents that calls for a greater than simple majority of votes cast 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. This simple majority standard of votes cast for and against would apply to all matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise. It is important that our company take each step necessary to adopt this proposal topic and avoid another failed vote.

Supporting Statement: Shareowners 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 six 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 (https://papers.ssrn.com/sol3/papers.cfm?abstract_id=593423).

Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management. The majority of S&P 500 and S&P 1500 companies have no supermajority voting requirements.

Last proxy season, according to data obtained through ProxyInsight, shareholder proposals on this topic won over:
- 90% of the vote at Legg Mason, Axon Enterprise, L Brands, Skyworks Solutions, Leidos Holdings.
- 70% of the vote at Netflix, New York Community Bancorp, Xerox, OGE Energy, Dean Foods, Sonoco Products.
- 50% of the vote at PetMed Express, Eldorado Resorts, Genomic Health, Alarm.com Holdings, Flowers Foods, FirstEnergy, Norfolk Southern, Intuitive Surgical

Vanguard generally supports proposals to remove supermajority requirements and opposes proposals to impose them. T. Rowe Price, generally votes for proposals to adopt simple majority requirements for all items that require shareholder approval. Fidelity generally votes against supermajority requirements. BlackRock supports the reduction or the elimination of supermajority voting requirements to the extent that they determine shareholders’ ability to protect their economic interests is improved.

Consider that a majority of IRBT shares have voted in favor of moving to a simple majority vote standard every year since 2014. Most votes have been over 99%, yet the board has not made a significant enough effort to get out the vote. Consider also that IRBT still has a classified board, limiting annual accountability. IRBT does not allow shareholders to act by written consent or call special meetings. In order to make needed changes, we first need to eliminate supermajority provisions that allow a small minority of shares to overrule the majority.

Vote to enhance shareholder value.

Simple Majority Vote – Proposal [4*]

[This line and any below are not for publication]

Number 4* to be assigned by IRBT
January 14, 2020

Via Electronic 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: iRobot Corporation – 2020 Annual Meeting Omission of Shareholder Proposal Submitted by Mr. James McRitchie

Ladies and Gentlemen:

On behalf of our client iRobot Corporation, a Delaware corporation (the “Company”), and pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we hereby request 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 against the Company if, for the reasons stated below, the Company were to omit the proposal submitted by James McRitchie (the “Proponent”) from the Company’s proxy materials for its annual meeting of shareholders (the “2020 Annual Meeting”) expected to be held in May 2020 (the “2020 Proxy Materials”). The Company currently anticipates that it will file its definitive proxy statement and form of proxy with respect to the 2020 Annual Meeting with the Commission no earlier than 80 calendar days after the date of this letter.

In accordance with Section C of Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. A copy of this letter is also being sent concurrently to the Proponent as notice of the Company’s intent to exclude the Proponent’s proposal from the 2020 Proxy Materials.

Rule 14a-8(k) of the Exchange Act and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or 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 Proponent’s proposal, we hereby request that the Proponent concurrently furnish the undersigned with a copy of that correspondence on behalf of the Company pursuant to Rule 14a-8(k) of the Exchange Act and SLB 14D.

I. The Proposal

On December 5, 2019, the Company received by electronic mail a letter from the Proponent containing a shareholder proposal (the “Proposal”) for inclusion in the 2020 Proxy...
Materials to be distributed by the Company in connection with the 2020 Annual Meeting. The Proposal and accompanying cover letter are attached hereto as Exhibit A. The Proposal provides in pertinent part as follows:

RESOLVED, iRobot (IRBT) shareholders request that our board take each step necessary so that each voting requirement in our charter, bylaws and governing documents that calls for a greater than simple majority of votes cast 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. This simple majority standard of votes cast for and against would apply to all matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise. It is important that our company take each step necessary to adopt this proposal topic and avoid another failed vote.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur with the Company’s view that it may exclude the Proposal from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

III. Background

The Company’s amended and restated certificate of incorporation (the “Charter”), currently contains certain supermajority voting provisions. Specifically, the approval of the holders of 75% or more of the outstanding shares of the Company is required to:

- remove a director from office prior to the expiration of his or her term with cause;
- amend or repeal the Company’s by-laws; or
- amend or repeal Articles V, VI, VII, VIII or IX of the Charter, which address, among other things, actions by written consent of stockholders, special meetings of stockholders requirements and procedures for electing and removing board members and filling vacancies, limitation of liability of directors, by-law amendments, and amendments of the Charter.
In connection with the upcoming 2020 Annual Meeting, the Board of Directors of the Company (the “Board”) has approved, and has recommend that the Company’s shareholders approve, amendments to the Charter (the “Charter Amendments”) that would replace each of the supermajority voting provisions in the Charter, as set forth above, with a majority voting standard as follows:

- the removal of directors with cause pursuant to Article VI, Section 5 of the Charter would require the affirmative vote of a majority of the shares of the Company then entitled to vote at an election of directors;

- amendment and/or repeal of the Bylaws pursuant to Article VIII, Section 2 of the Charter would require the affirmative vote of a majority of the shares cast and entitled to vote on such amendment or repeal (with “abstentions,” “broker non-votes” and “withheld” votes not counted as a vote either “for” or “against” such amendment or repeal); and

- amendment and/or repeal of Articles V, VI, VII, VIII or IX of the Charter would require the affirmative vote of the majority of the outstanding shares of the Company entitled to vote on such amendment or repeal.

Each of the Charter Amendments require shareholder approval to become effective. If the Charter Amendments receive the requisite shareholder approval, all supermajority voting requirements in the Charter pertaining to the Company’s common stock will be removed. The Company’s bylaws do not contain any supermajority voting provisions.

The Company has taken similar action in prior years to eliminate supermajority voting requirements in the Company’s organizational documents. In connection with each of the Company’s annual meetings of shareholders held between 2015 and 2019, the Company submitted to its shareholders a proposal to approve amendments to the Charter to eliminate supermajority voting requirements. At each such annual meeting, the proposal failed to receive the affirmative vote of holders of 75% of the outstanding shares required for approval of the proposal.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because the Company Has Already Substantially Implemented the Proposal

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976). The Staff has interpreted Rule
14a-8(i)(10) to permit exclusion of a shareholder proposal not just where the company has already “fully effected” the proposal, but also where the proposal has been “substantially implemented” by the company. See Exchange Act Release No. 40018 at n.30 and accompanying text (May 21, 1998); Exchange Act Release No. 20091 at § II.E.6. (Aug. 16, 1983); Exxon Mobil Corp. (Jan. 24, 2001); The Gap, Inc. (Mar. 8, 1996); Nordstrom, Inc. (Feb. 8, 1995).

The Staff has stated that “a determination that the Company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” Texaco, Inc. (Mar. 28, 1991). Accordingly, a company may properly exclude a proposal pursuant to Rule 14a-8(i)(10) if the company has taken actions that satisfactorily address the proposal’s essential objective, even when the actions employed by the Company do not correspond precisely to the actions sought by the shareholder proponent. See Exchange Act Release No. 20091 at § II.E.6. (Aug. 16, 1983); see also, Oshkosh Corp. (Nov. 4, 2016); MGM Resorts International (Feb. 28, 2012); Wal-Mart Stores, Inc. (Mar. 10, 2008); Exelon Corp. (Feb. 26, 2010); Caterpillar Inc. (Mar. 11, 2008); WalMart Stores, Inc. (Mar. 10, 2008); PG&E Corp. (Mar. 6, 2008); The Dow Chemical Co. (Mar. 5, 2008); Johnson & Johnson (Feb. 22, 2008); Masco Corp. (Mar. 29, 1999).

The text of the Proposal makes clear that the Proposal’s essential objective is to remove the supermajority vote requirements contained in the Company’s organization documents. Although the Proposal requests that the Company “take each step necessary to adopt this proposal topic and avoid another failed vote[,]” such request does not change the Proposal’s essential objective.

Applying the principles described above, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of proposals, substantially similar to the Proposal, seeking to eliminate supermajority vote provisions where the board lacked unilateral authority to adopt the amendments (which is the case here), but substantially implemented the proposal by approving the proposed amendments and directing that they be submitted for shareholder approval at the next annual meeting. See, e.g., Dover Corp. (Dec. 15, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, which, if approved, will eliminate the only two supermajority voting provisions in the [company’s] governing documents”); QUALCOMM Inc. (Dec. 8, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation that, if approved, will remove all supermajority voting requirements in the [company’s] certificate of incorporation and bylaws”); Korn/Ferry International (July 6, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, approval of which will
result in the replacement of each of the supermajority voting requirements in the certificate of incorporation and bylaws that are applicable to [the company’s] common stock with a majority voting standard’’); *The Southern Co.* (Feb. 24, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve an amendment to [the company’s] certificate of incorporation, approval of which will result in replacement of the only supermajority voting provisions in [the company’s] governing documents with a simple majority voting requirement”); *Dover Corp.* (Dec. 16, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, which, if approved, will eliminate the only two supermajority voting provisions in [the company’s] governing documents”); *AECOM* (Nov. 1, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(1)) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve an amendment to [the company’s] certificate of incorporation, approval of which will result in the removal of the lone supermajority voting provision in [the company’s] governing documents”); *The Brink’s Co.* (Feb. 5, 2015) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] articles of incorporation that would replace each provision that calls for a supermajority vote with a majority vote requirement”); *Visa Inc.* (Nov. 14, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation and bylaws that would replace each provision that calls for a supermajority vote with a majority vote requirement”); *McKesson Corp.* (Apr. 8, 2011) (permitting exclusion or a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation”).

In addition, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of a proposal seeking to eliminate supermajority vote provisions where the amendments to the company’s governing documents resulted in replacing each supermajority vote requirement with a majority of the outstanding shares vote requirements. See, e.g., *Dover Corp.* (Dec. 15, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the Delaware General Corporation Law (the “DGCL”)); *QUALCOMM Inc.* (Dec. 8, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation and bylaws would result in a majority of the outstanding shares vote requirement pursuant to the DGCL); *Korn/Ferry International* (July 6, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would require a majority vote of the voting power of the outstanding shares); *The Southern Co.* (Feb. 24, 2017)
(permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would result in a majority of the issued and outstanding common stock vote requirement); Dover Corp. (Dec. 16, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL); AECOM (Nov. 1, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would result in a majority of the outstanding shares vote requirement pursuant to the DGCL); The Brink’s Co. (Feb. 5, 2015) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s articles of incorporation would result in a majority of outstanding shares vote requirement pursuant to Virginia corporate law); Visa Inc. (Nov. 14, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where amendments to the company’s certificate of incorporation and bylaws would replace each supermajority vote requirement with a majority of the outstanding shares vote requirement); Hewlett-Packard Co. (Dec. 19, 2013) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the bylaw amendments replacing each supermajority vote requirement with a majority of the outstanding shares vote requirement “compare[d] favorably with the guidelines of the proposal”).

As in the foregoing letters, the anticipated Charter Amendments substantially implement the Proposal. The Board has already adopted resolutions approving the Charter Amendments and directing the Company to include a proposal for the Company’s shareholders to approve the Charter Amendments at the 2020 Annual Meeting. As a result, the Company has already addressed the essential objective of the Proposal. Accordingly, the Company believes that the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

V. Conclusion

For the foregoing reasons, the Company respectfully requests that the Staff concur with its view that the Proposal may be properly omitted from the Company’s 2020 Proxy Materials and that the Staff not recommend any enforcement action to the Commission if the Company omits the Proposal from its 2020 Proxy Materials.
If you have any questions, or if the Staff is unable to concur with the Company’s conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. Please do not hesitate to contact the undersigned at (617) 570-1406.

Respectfully submitted,

[Signature]

Gregg L. Katz, Esq.

cc: James McRitchie  
    John Chevedden  
    Colin M. Angle, Chief Executive Officer and Chairman of the Board, iRobot Corporation  
    Glen D. Weinstein, Esq., Executive Vice President and Chief Legal Officer, iRobot Corporation  
    Mark T. Bettencourt, Goodwin Procter LLP

ACTIVE/101899965.6
Exhibit A

The Proposal
Mr. Glen D. Weinstein
Corporate Secretary
iRobot Corporation (IRBT)
8 Crosby Dr
Bedford MA 01730
PH: 781 430-3299
PH: 781-430-3000
FX: 781 430-3001
gweinstein@irobot.com

Dear Corporate Secretary,

I am pleased to be a shareholder in iRobot Corporation (IRBT) and appreciate the leadership our company has shown. However, I also believe iRobot has unrealized potential that can be unlocked through low or no cost corporate governance reform. iRobot’s board needs to address its absurd supermajority requirements, or our Company will be left in the dustbin of history, vacuumed up by a competitor.

I am submitting a shareholder proposal for moving to a Simple Majority Vote standard at the next annual shareholder meeting. The proposal meets all Rule 14a-8 requirements, including the continuous ownership of the required stock value for over a year and I pledge to continue to hold the required amount of stock until after the date of the next shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This letter confirms that I am delegating John Chevedden to act as my agent regarding this Rule 14a-8 proposal, including its submission, negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden ***

I would be happy to discuss the proposal. Please identify me as the proponent of the proposal exclusively.

I hope you will consider offering shareholders an incentive, such as 20% off on an iRobot product for voting. I believe you could work out such a program with Broadridge. Your consideration and the consideration of the Board of Directors is appreciated in responding to this proposal. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,

James McRitchie

December 5, 2019

cc: Elise Caffrey <ecaffrey@irobot.com>, Investor Relations
RESOLVED, iRobot (IRBT) shareholders request that our board take each step necessary so that each voting requirement in our charter, bylaws and governing documents that calls for a greater than simple majority of votes cast 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. This simple majority standard of votes cast for and against would apply to all matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise. It is important that our company take each step necessary to adopt this proposal topic and avoid another failed vote.

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- 70% of the vote at Netflix, New York Community Bancorp, Xerox, OGE Energy, Dean Foods, Sonoco Products.
- 50% of the vote at PetMed Express, Eldorado Resorts, Genomic Health, Alarm.com Holdings, Flowers Foods, FirstEnergy, Norfolk Southern, Intuitive Surgical

Vanguard generally supports proposals to remove supermajority requirements and opposes proposals to impose them. T. Rowe Price, generally votes for proposals to adopt simple majority requirements for all items that require shareholder approval. Fidelity generally votes against supermajority requirements. BlackRock supports the reduction or the elimination of supermajority voting requirements to the extent that they determine shareholders’ ability to protect their economic interests is improved.

Consider that a majority of IRBT shares have voted in favor of moving to a simple majority vote standard every year since 2014. Most votes have been over 99%, yet the board has not made a significant enough effort to get out the vote. Consider also that IRBT still has a classified board, limiting annual accountability. IRBT does not allow shareholders to act by written consent or call special meetings. In order to make needed changes, we first need to eliminate supermajority provisions that allow a small minority of shares to overrule the majority.

Vote to enhance shareholder value.

**Simple Majority Vote – Proposal [4]**

[This line and any below are not for publication]

Number 4 to be assigned by IRBT
James McRitchie, *** 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(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 ***