



December 3, 2020

**Via email: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)**

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

**RE: Stockholder Proposal of the National Center for Public Policy Research, Securities Exchange Act of 1934 – Rule 14a-8**

Ladies and Gentlemen,

This correspondence is in response to the letter of David Lopez on behalf of the Starbucks Corporation (the “Company”) dated November 3, 2020, requesting that your office (the “Commission” or “Staff”) take no action if the Company omits our Shareholder Proposal (the “Proposal”) from its 2021 proxy materials for its 2021 annual shareholder meeting.

### **RESPONSE TO STARBUCKS’ CLAIMS**

Our Proposal asks the Board of Directors to prepare a report “at reasonable request and excluding proprietary information, listing and analyzing charitable contributions made or committed during the prior year.”<sup>1</sup> The Proposal was both facially and materially neutral, applying to all charitable contributions without distinction as to subject-matter or anything else.

The Company seeks to exclude this proposal pursuant to Rule 14a-8(i)(7), which permits a company to exclude a shareholder proposal if the proposal deals with a matter relating to the company’s ordinary business operations, which, the Company notes, is designed “to confine the resolution of ordinary business problems to management and the board of directors, since it is

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<sup>1</sup> Attachment (Free Enterprise Project – Proposal, CHARITABLE GIVING REPORT (2020)).

impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.”<sup>2</sup>

The Company failed, in its response, to address the fact that the precedent on which we explicitly relied in fashioning our Proposal, precedent that we were generous enough to provide in our Proposal itself,<sup>3</sup> established that charitable contributions “involve a matter of corporate policy which is extraordinary in nature and beyond a company’s ordinary business operations;” and that proposals seeking reporting about them do not represent micromanagement of the company. *Wells Fargo & Co.* (avail. Feb. 19, 2010).

That precedent also establishes that when proposals to require charitable-contribution reporting are neutrally drawn and not intended to create a “referendum on donations to particular charities or types of charities,” *McDonald’s Corporation* (avail. Feb. 28, 2017), they are non-excludable. Our proposal is wholly neutral in application and, as the text demonstrates, mentions current controversies for the purpose of establishing the importance and saliency of charitable-giving concerns this year, and the especial need for the Company in particular to undertake the reporting we seek. Effectively recognizing this, the Company takes the unprecedented step of arguing that our Proposal should be excluded, though neutral, because our organization has dared to take public positions on policy questions that differ from those taken by the Company.

This of course can constitute no ground on which to deny a shareholder proposal from us. The Company has done no more or less than to ask the Staff to deny our organization economic and civil participation rights, established by federal statute, on the grounds that we take part in public conversation. But as the Staff well knows, such exclusion would violate the United States Constitution and diverse federal statutes, and would crush the very marrow and sinew of our national way of life by appending civil disabilities on the basis of civic participation.

As we explained in our Proposal, our concerns were triggered by the significant increases in charitable giving made by the Company and others over the course of the summer. We recognized that the events that occasioned the giving raised contentious and disputed issues. This in turn raised in us a concern about the risks that the Company runs in making charitable contributions that might redound to the ultimate injury of the firm’s reputation, standing, and financial prospects unless carefully made and overseen. In particular we noted that the Company’s donative efforts had failed to insulate the Company from extensive damage to Company physical plant, thus suggesting that at least some Company donations are (as charitable donations) extraordinary expenditures yielding no benefit – a matter of central and legitimate concern for shareholders. We therefore thought that shareholders would agree with us that instructing the Board to report on its giving and monitoring efforts would ensure all parties that

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<sup>2</sup> Letter from David Lopez to Office of the Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission 4 (Nov. 3, 2020) (“No-Action Request”) (quoting SEC Release No. 34-40018 (May 21, 1998)).

<sup>3</sup> See Attachment (Free Enterprise Project – Proposal, CHARITABLE GIVING REPORT (2020)).

due care was being taken while simultaneously also spurring relevant actors in the Company to take that due care. Our explanation of the triggers that led us to make the Proposal was not grandiose or overblown – not designed to make the proposal a referendum on anything – but merely a measured explanation of the causes which impelled us to submit our Proposal.

Under Rule 14a-8(g), the Company bears the burden of persuading the Staff that it may omit our Proposal. The Company has failed to meet that burden. The Commission has explicitly held that a proposal materially indistinguishable from ours may not be omitted for the very reasons raised by the Company here. The Company’s central argument – that our Proposal should be excluded because we espouse public policy to which the Company objects – is one that the Constitution and statute forbid the Staff to accept.

## Analysis

### ***Part I. Rule 14-8(i)(7) & Relevant Precedent.***

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal if the proposal “deals with a matter relating to the company’s ordinary business operations.” The underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” SEC Release No. 34-40018 (May 21, 1998) (the “1998 Release”).

As set out in the 1998 Release, there are two “central considerations” underlying the ordinary business exclusion. One consideration is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The other consideration is that a proposal should not “seek[] to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.”

In its decision letter in *Wells Fargo & Co.* (avail. Feb. 19, 2010), the Staff explained that “we note that the proposal[s that] relate[] to charitable contributions ... involve a matter of corporate policy which is extraordinary in nature and beyond the company’s ordinary business operations. Moreover, in our view, the proposal does not pertain to specific types of organizations,” and so was not excludable under Rule 14a-8(i)(7). That decision also, *sub silentio*, necessarily established the proposition, contested by Wells Fargo in that proceeding, that merely requiring *reporting* about charitable contributions does not constitute micromanagement of the company by shareholders.

***Part II. Our Proposal Is Neutral in Its Application and Does Not Set up a “Referendum” on Charitable Giving of a Certain Type.***

Our Proposal is neutral in its application. Full stop. It would require reporting about all charitable contributions, without distinction.

In order to elide and obscure this basic fact, the Company asserts that the unquestionable neutrality of the proposal is eviscerated because while

[t]he Supporting Statement at issue does not specifically mention [the Black Lives Matters organization, *i.e.*] BLM in the body of the text ... the footnotes to the Supporting Statement make it clear that the Proponent is engaged in an attempt to conduct a shareholder referendum specifically opposing the Company’s charitable contributions in support of BLM. Although the Proponent has shifted the placement of its references to BLM to the footnotes of the Supporting Statement, it is still clear that the Proponent is singling out the Company’s charitable contributions in support of just this one cause. The text of the Supporting Statement itself may not contain certain strongly-worded remarks or apparent statements in opposition to BLM, but the first article in the fourth footnote of the Supporting Statement, for example, refers to members of BLM as a “lawless faction of rioters.” The Supporting Statement also criticizes a pledge of \$1 million in contributions by the Company “to unspecified organizations to promote ‘equity,’” and the footnote thereto links to an article published by the Company on its website titled “Black Lives Matter: Starbucks update on standing against racial injustice.” The article in question, along with discussing BLM at length, mentions not only the word “equity,” as selected by the Proponent in the Supporting Statement, but also the word “racial”; the full context is that “[T]he Starbucks Foundation is committing \$1 million in Neighborhood Grants to promote *racial equity* and create more inclusive and just communities.” As illustrated, the body text of the Proposal and Supporting Statement carefully omitted direct references to BLM or racial issues, but the substance of the articles linked to by the Supporting Statement’s footnotes reveal that the Proponent is opposed to charitable contributions in support of one specific type of organization. Accordingly, when the Proposal, the Supporting Statement and the footnotes to the Supporting Statement are considered as a whole, it is clear that the Proponent is specifying charitable contributions in support of one type of organization to which the Proponent is opposed, and the focus of the Proposal is thus an ordinary business matter.<sup>4</sup>

The Company concludes that “[t]he Proposal is distinguishable from the Wells Fargo 2010 Proposal and the McDonalds Proposal in that the Supporting Statement and its footnotes are very

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<sup>4</sup> No-Action Request, at 10-11 (internal citations omitted).

pointedly negative about one specific cause, BLM, for no apparent reason other than the Proponent being opposed to such cause.”<sup>5</sup>

The Company’s assertions about the text of our Proposal, and its meaning, purpose and import, are all quite wrong. The fallacy of the conclusion has already been demonstrated. We certainly did not include the constrained amount of detail that our Proposal text contains “for no apparent reason other than [our] being opposed to such cause.” Rather, as the text itself makes clear, but as we’ve further explicated above, we included that information to explain why we had submitted our Proposal to the Company – why it is particularly relevant right now, and why it is particularly relevant to the Company in particular.

We mentioned the rise in charitable giving in recent months that resulted from the disturbances of the summer. We did not belabor that discussion, or mention BLM, or any other organizations. In fact, as the Company is obliged to admit, we did not mention anything about race or racial considerations at all, and race was not and is not in any way the focus of our Proposal. As the quoted passage above illustrates, and as will be discussed further in the next section, the Company brushes off this careful refusal to do the very thing that it wishes we had done so that it might pretend there are sufficient grounds to omit our Proposal.

The Company tries to evade textual reality by asserting that it knows what we *really* had in mind, despite it not appearing anywhere in our Proposal, because one of the citations we employed used a stray phrase to which it objects; and because we, a public-policy nonprofit, have dared, in fora completely separate from our Proposal, to have taken public-policy positions to which the Company objects. The latter tactic, and its fatal flaws, will be explored in the next section.

The former effort – digging through texts of sources cited (and cited only by web address, not even by article title) only for the specific assertions to which they are footnoted in order to discover deep meanings in stray phrases, which meaning it then ascribes to us – is more than faintly embarrassing. More than that, it is jarringly disconnected from what the Company needs to demonstrate in order for it to permissibly omit our proposal. Charitable-contribution proposals can be omitted if the proposal will bring on a “referendum” among shareholders about the Company’s donations to certain organizations or types of organizations. But proponents can hardly be shown to be seeking a “referendum” about donations to an organization or topic that they never mention in the text of the proposal, and that can only be gleaned by careful interrogation of the “first article in the fourth footnote of the Supporting Statement.” The Company provides no evidence, and there is certainly no independent reason to believe, either that shareholders voting on shareholder-submitted proposals ransack the footnotes to conduct textual exegeses of this sort, or that, even if they did, and did so in material numbers, they would reach the strained conclusion that the Company offers to the Staff.

Shorn of the Company’s wholly self-generated embellishments, our Proposal does not single out any organization or topic for censure. This places it, as we indicated in our Proposal itself,

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<sup>5</sup> See *id.* at 11-12.

squarely within the ambit of non-omissible charitable-reporting proposals. As the successful proponents in *McDonald's Corp.* noted of the proposal in that case, it did

does not attempt to direct the Company to make, or stop making, contributions to specific organizations or specific types of organizations. As prior Staff decisions have demonstrated, the inclusion of examples of issues of concern does not render a proposal excludable. The examples in the Supporting Statement are permissible examples, such as those in *Wells Fargo*. In the *Wells Fargo* Supporting Statement, the Proponents describe their concern regarding Wells Fargo's contributions to controversial causes and provide examples of these controversial causes, which include Planned Parenthood, The Human Rights Campaign and GLAAD. The Supporting Statement also included explanation of why donations to these organizations are controversial and risk impacting the company's reputation, in the proponent's opinion. The present Proposal is no different. The Supporting Statement similarly provides examples of McDonald's contributions to controversial causes, provides explanation and context as to why donations to these organizations are controversial and why the Proponents are concerned that such could negatively impact the Company's reputation.

*McDonald's Corp.* Note that our Proposal is even less susceptible to the charge of non-neutrality than are those that were found not-omittable in *McDonald's* and *Wells Fargo*. While the *resolution* of our Proposal sticks closely to the text approved in *McDonald's*, our supporting statement is shorter and more generalized and discreet – *i.e.*, more utterly neutral. The same is true in comparison to the approved proposal in *Wells Fargo*. In fact, as we have indicated above, our Proposal's supporting statement was as short and neutral as we could make it while still giving even a minimum reasonable explanation of the context of the Proposal. Meanwhile, we are certain that should we have provided no explanation of the considerations that led us to make the Proposal, the Company would have asked the Staff to reject the Proposal on the ground that it pointed to no issue of particular salience, and so represented an unnecessary expense. And then it would have made the same argument to shareholders should the Staff have refused to allow them to omit the Proposal.

The Company's attempts to deny this obvious truth, and to distinguish our Proposal from those proposals, is simply a repetition of its conspiracy-theory-level interpretation of our text. The Company admits that the *McDonald's* and *Wells Fargo* proposals include direct references to "specific charitable organizations or causes."<sup>6</sup> Ours, as the Company has admitted, does not. But then it bizarrely reasserts that "[w]e believe that the Proposal is distinguishable from the proposals referenced in the above paragraph in that the Proposal more strongly and plainly contains a negative characterization of one specific movement, BLM."<sup>7</sup> But this just won't wash. A Proposal cannot "more strongly and plainly contain" something that it simply does not contain at all.

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<sup>6</sup> *Id.* at 11.

<sup>7</sup> *Id.*

This fundamental problem – that what the Company wishes our Proposal says, it simply doesn't say, anywhere – also makes nonsense out of the Company's claim that our Proposal resembles the proposal offered, and found excludable, in *JP Morgan* (avail. Feb. 28, 2018). That proposal was found omissible because, the Staff noted, it "relate[d] to contributions to specific types of organizations." *Id.* And indeed it did. That proposal's long supporting statement went into significant detail about certain organizations that the proponent found objectionable, and why the proponent found those organizations objectionable. Our Proposal is notable for containing absolutely nothing comparable, in any way.

But if the Company remains genuinely concerned about our even fleeting references to current events, we will make it a deal. If it agrees to adopt the resolution of our Proposal at the Board level, and begin reporting for actions taken after January 1, 2021, then we will withdraw our Proposal. This will result in the adoption of an entirely neutral reporting regime that is surely an appropriate issue about which to inform shareholders without causing the sinister footnotes in our Proposal to be presented to the shareholders. But if the Company is unwilling to grant this request, then we can begin to discount any worry that the Company is legitimately overwhelmed with concern that our Proposal, as drafted, threatens to derail its shareholder meeting or set precedent that would allow for shareholder meetings to be turned into "referend[a] on particular charities or types of charities." *McDonald's Corp.*

***Part III. The Company's Central Assertion Is That Our Proposal – and Any Proposals From Us – Can Never Be Neutral Because We Take Public Stances on Public Policy Issues. But This Assertion Is Unconstitutional, Would Violate Federal Law, Would Wholly Undermine the Shareholder Proposal Structure, and Strikes at the Roots of the Most Fundamental of American Liberties.***

At all events, we suspect that the Company understood full well that our Proposal, under controlling precedent, is appropriately neutral, and so inapplicable for omission – and that its troll through the footnotes for stray phrases which it could then anoint as the "strong and plain" meaning of our Proposal, a meaning so strong and plain that it would somehow shine through to voting shareholders to create a "referendum," was, to be kind, unpersuasive.

So the Company backs up its theory of the secret meaning of our Proposal by delving into public-policy positions that members of our organization have taken in completely unrelated venues and raising those positions to the Staff. The Company's justification for mentioning these positions is that because we dare to take public-policy positions publicly, the Company knows what we're *really* up to in offering this neutral Proposal, and since those *real* interests are not neutral as to public policy, neither can our Proposal (nor, presumably, anything else that we do) ever be neutral. And so the Staff should permit omission of this Proposal – and presumably any other Proposals that we might submit.

The Company's argument is absurd on its face and frankly monstrous at its core. It is absurd because if accepted by the Staff, it would completely gut the whole shareholder proposal process

in letter and spirit, purpose and effect. There is no limiting principle to the Company's argument. Most if not all shareholders who actively participate in the shareholder-proposal process will be the sorts of people and organizations who are motivated by public- and economic-policy issues and are the sorts of people and organizations who are – as evidenced by their participation in the shareholder-proposal process – both willing and able to take public stands on issues they consider important. They will have participated in public debate.

Under the Company's argument, though, any proponents who have engaged in public discourse, and who have therefore expressed views on public and economic policy, have shown what they're *really* up to – the forwarding of their policy interests – in everything they do, including their shareholder proposals. This is to say that under the Company's argument, it could defeat every shareholder proposal that comes before it, or nearly all, simply by citing some public participation by the proponents or proponent organizations.

This, though, is an absurd outcome. It would place it within companies' power to effectively shut down the shareholder proposal process, eviscerating the shareholder-participation right that arises from federal statute and that is provided expressly to allow shareholders a way to participate directly in the management of a company.

Of course, a company would not be obliged to deploy the Company's argument universally. It could instead deploy it selectively (*i.e.*, non-neutrally) to pick and choose between shareholders whose proposals it might not immediately accept but whose public-policy positions it finds agreeable enough to allow the proposals to proceed, and those whose public-policy positions it so opposes that it would deploy the Company's argument to stop all proposals from them.

This though is an equally absurd result. The entire point of the shareholder-participation right is to allow shareholder proponents to raise with shareholders generally issues that a company's management *would not otherwise raise* with those shareholders or simply adopt at the board level. But selective application of the Company's argument would place in the Company's sole discretion the determination of which shareholders it would permit to successfully place shareholder proposals, and on what terms. This, again, wholly undermines the purpose of shareholder-participation rights.

This partisan, selective use would also be absurd because in deploying the argument selectively, the Company would be acting non-neutrally, in accord with some public-policy principles. But the core of the Company's argument is that it is permissible to deny statutorily granted rights to parties that act in accordance with some publicly demonstrated public-policy principles. Corporations, though, are creatures of state and federal statute and derive their rights and powers from those statutes. The Company's argument would, then, justify stripping the Company itself of its statutory rights as a corporation for daring to employ its own argument in accord with such principles.

It is this last absurdity that reveals the monstrosity of the Company's argument. The undeniable core of the Company's argument is that parties should be denied statutorily granted civil and

economic rights either if they express public-policy positions at all or if they express ones that government officials do not like. This is not an argument that the Staff can take seriously. It would violate, among other things, the First Amendment to the United States Constitution, the Administrative Procedures Act, and the whole root and core of the American system of government. It would be appalling and unconstitutional if it were applied uniformly against all public participants, and perhaps even more unacceptable and destructive if it were applied selectively.

It is true that in other fora we oppose corporate donations to the Black Lives Matters organization, an organization led in part by someone who openly identifies herself and a co-founder to be trained Marxists,<sup>8</sup> and an organization that until recently openly proclaimed the desire to, among other things, defund the police, thereby endangering the safety of all of the public, of all race, sex and creed; and to radically and forcefully restructure American society.<sup>9</sup> (The recent change has not been to disavow these positions, but merely to hide some of them.<sup>10</sup>) But as a public-policy organization, we take any number of public-policy positions, not simply about the BLM organization. So once again, the Company is cherry-picking to build its conspiracy thesis about our Proposal.

But far more importantly: to decide that any proposals arising from us, however carefully drawn to be neutral in both reference and effect, are “really” and even “strongly and plainly” about something contained nowhere within them, because we’ve taken policy positions in other fora that can be magically interpolated into our proposals, would be to strip us of the right to submit neutrally drawn proposals that are drafted with careful attention to the rules established by the Staff in precedent because the Staff finds our exogenous public-policy positions disagreeable. But federally granted public-participation rights, such as shareholder-proposal rights, cannot be denied on the grounds that some government officials might or do disagree with some or all of a participant’s publicly stated public-policy positions.

Finally we note that while the Company has tried desperately to paint our Proposal as “really” being about race, and to suggest that we’re somehow racists because we disagree in venues separate from this Proposal or this proceeding about issues that can be understood to implicate race, this vile libel could not be further from the truth. In its trolling through our exogenous public-policy statements, the Company notes an article headed “Black Lives Matter Movement is

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<sup>8</sup> See Yaron Steinbuch, *Black Lives Matter co-founder describes herself as ‘trained Marxist,’* NEW YORK POST (June 25, 2020), available at <https://nypost.com/2020/06/25/blm-co-founder-describes-herself-as-trained-marxist/> (last accessed Nov. 23, 2020).

<sup>9</sup> See *id.*; Bradford Betz, *Black Lives Matter organization deletes page calling for ‘disruption’ of nuclear family,* FOX NEWS (Sept. 21, 2020), available at <https://www.foxnews.com/us/blm-deletes-page-disruption-nuclear-family> (last accessed Nov. 23, 2020) (“*Deletes Page*”); #defundthepolice, BLACK LIVES MATTER (May 30, 2020), available at <https://blacklivesmatter.com/defundthepolice/> (last accessed Nov. 23, 2020).

<sup>10</sup> See *Deletes Page*, *supra* note 8.

no Longer Redeemable, Says Project 21’s Nedd.”<sup>11</sup> It fails to note that Project 21 is a black leadership network, a component of our organization, in which black men and women share their public-policy positions publicly. And it fails to note that Council Nedd II, whose opinion and insights are shared in that piece, is himself black. The executives and legal counsel at Starbucks appear to believe that they are properly situated to insinuate that anyone who disagrees with them is a racist, even if the people they accuse are themselves black, and to write them, and our whole organization, and any of the scores of millions of people whose opinions are largely similar to ours and opposed to those of the Starbucks C-suite, out of the legitimate public life of this country. But the executives of this Seattle-based company do not have that standing, insight or right. We are proud to explain to them – though they have no conceivable position from which to imply the contrary – that there are no racists anywhere in our organization, and that they are neither the arbiters of what constitutes racial right-think or of what opinions their fellow citizens may espouse publicly without losing their public-participation rights. The fact that they think otherwise demonstrates that we and other shareholders are fully justified in seeking the neutral and reasonable reporting that our Proposal would establish.

We hope and trust that the Staff will not for a moment entertain this argument from the Company, or its frightful underlying presumptions.

***Part IV. The Company’s Remaining Assertions That Our Proposal Violates Rule 14a-8(i)(7) Are Mere Makeweights That Are Fully Refuted by Wells Fargo & Co. and McDonald’s Corporation.***

As we have already indicated, we modeled our Proposal on the proposals in *Wells Fargo & Co.* and *McDonald’s Corp.*, which were adjudged to survive challenge under Rule 14a-8(i)(7). The Company has not even tried to suggest any way in which our Proposal would prove more onerous to the Company than the proposals that were found non-omissible in those proceedings.

Moreover, we note that the Company already has a fiduciary duty to its shareholders to know what it does, and to have made reasonable efforts to predict the likely effects of its actions on the Company’s future. This would include knowing to whom it directs its contributions, for what purpose, and with what monitoring and safeguards. Simply reporting its knowledge about these facts should not prove particularly onerous for the massive and extremely valuable Company, nor should the publication of that information represent “micro-management,” just as such reports were deemed not to fit such categories in *Wells Fargo & Co.* and *McDonald’s Corp.*

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<sup>11</sup> No-Action Request, at 10.

### Conclusion

For the above reasons, we urge the Staff to find that our Proposal may not be omitted under Rule 14a-8(i)(7).

The Company has clearly failed to meet its burden that it may exclude our Proposal under Rule 14a-8(g). Therefore, based upon the analysis set forth above, we respectfully request that the Staff reject the request for a no-action letter concerning our Proposal.

A copy of this correspondence has been timely provided to the Company. If I can provide additional materials to address any queries the Staff may have with respect to this letter, please do not hesitate to call me at 202-507-6398 or email me at [sshepard@nationalcenter.org](mailto:sshepard@nationalcenter.org). If the Staff does not concur with our position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott A. Shepard", with a long horizontal flourish extending to the right.

Scott Andrew Shepard

cc: David Lopez ([dlopez@cgsh.com](mailto:dlopez@cgsh.com))  
Justin Danhof, National Center for Public Policy Research

## Attachment

### Charitable Giving Reporting

**Be it RESOLVED** that shareholders of the Starbucks Corporation (“Company”) request that the Company prepare and annually update a report to shareholders, at reasonable expense and excluding proprietary information, listing and analyzing charitable contributions made or committed during the prior year. The report should:

1. Identify organizational or individual recipients of donations, whether cash or in-kind, in excess of \$500, and aggregate smaller contributions by categories of recipients such as community organizations, schools, medical groups, churches, political or social activism organizations, and the like;
2. Identify for donations not yet spent or used: the purposes to which the donations are to be put, any restrictions on the use of the donations, and any mechanisms by which the restrictions on donations will be monitored and enforced;
3. Identify for donations already spent or used: the purposes to which the donations were to be put, the purposes to which the donations were actually put, the method by which the use of the donations was monitored and ascertained, and an evaluation of the efficacy of the donation and the Company’s intention with regard to future donations to the organization;
4. Include management's analysis of any risks to the Company’s brand, reputation, or shareholder value posed by all public controversies associated with the donations, including an explanation of the objective and consistent standards by which such controversies were discovered and their effect on the Company gauged; and
5. Identify, if and as appropriate, philanthropic areas or initiatives considered most germane to corporate values while posing less risk to Company reputation; or in the alternative, any decision to scale back without replacement risky or misused donations.

### Supporting Statement

The SEC has long and consistently stated that charitable contributions by corporations are “generally found to involve a matter of corporate policy which is extraordinary in nature and beyond a company's ordinary business operations,”<sup>12</sup> and so are amenable, without omission, to shareholder proposals that require reporting about them and about potential or realized risks and controversies arising from them, so long as the proposal relates, as this one does, to the corporation’s “charitable contributions generally,” rather than merely to some segment of the corporation’s contributions.<sup>13</sup>

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<sup>12</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2010/humanlife021910-14a8.pdf>

<sup>13</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2017/johnharrington022817-14a8.pdf>

The need for reporting has grown acute in this shareholder season. Many contributions seem unlikely to raise material concerns.<sup>14</sup> In recent months, however, the Company has made significant charitable commitments in response to political and social events, commitments that are highly divisive,<sup>15</sup> not apparently successful in quelling rioter hate,<sup>16</sup> and carry with them significant potential for misapplication to activities very risky to the Company's reputation. The Company's commitment to potentially problematic contributions remains vague: it has, for example, pledged \$1 million in contributions to unspecified organizations to promote "equity," an opaque term often suggesting radical and divisive commitments, in unspecified ways.<sup>17</sup> It is therefore vital that the Company monitor carefully, and report to shareholders, the content of, intentions for, actual use of and lessons learned from its charitable contributions.

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<sup>14</sup> <https://www.starbucks.com/responsibility/community/starbucks-foundation>

<sup>15</sup> <https://www.breitbart.com/politics/2020/06/02/silent-majority-poll-shows-american-voters-support-use-of-military-national-guard-in-riots/>

<sup>16</sup> <https://thepostmillennial.com/amazon-and-starbucks-give-millions-to-blm-still-get-looted-and-destroyed/>; <https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

<sup>17</sup> <https://stories.starbucks.com/stories/2020/starbucks-shares-update-on-standing-together-against-racial-injustice/>; <https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

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JUAN G. GIRALDEZ  
DUANE MCLAUGHLIN  
BREON S. PEACE

GHANTAL E. KORDULA  
BENET J. O'REILLY  
ADAM E. FLEISHER  
SEAN A. O'NEAL  
GLENN P. MCGRORY  
MATTHEW P. SALERNO  
MICHAEL J. ALBANO  
VICTOR L. HOU  
ROGER A. COOPER  
AMY R. SHAPIRO  
JENNIFER KENNEDY PARK  
ELIZABETH LENAS  
LUKE A. BAREFOOT  
JONATHAN S. KOLODNER  
DANIEL LLAN  
MEYER H. FEDIDA  
ADRIAN R. LEIPSIC  
ELIZABETH VIGENS  
ADAM J. BRENNEMAN  
ARI D. MACKINNON  
JAMES E. LANGSTON  
JARED GERBER  
COLIN D. LLOYD  
COREY M. GOODMAN  
RISHI ZUTSHI  
JANE VANLARE  
DAVID H. HERRINGTON  
KIMBERLY R. SPOERRI  
AARON J. MEYERS  
DANIEL C. REYNOLDS  
ABENA A. MAINOO  
HUGH C. CONROY, JR.  
JOSEPH LANZKRON  
MAURICER GINDI  
KATHERINE R. REAVES

RAHUL MUKHI  
ELANA S. BRONSON  
MANUEL SILVA  
KYLE A. HARRIS  
LINA BENSMAN  
ARON M. ZUCKERMAN  
RESIDENT PARTNERS  
SANDRA M. ROCKS  
JUDITH KASSEL  
PENELOPE L. CHRISTOPHOROU  
BOAZ S. MORAG  
MARY E. ALCOCK  
HEIDE H. LIGENFRITZ  
KATHLEEN M. EMBERGER  
AVRAM E. LUFT  
ANDREW WEAVER  
HELENA K. GRANNIS  
JOHN V. HARRISON  
CAROLINE F. HAYDAY  
NEIL R. MARKEL  
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LAURA BAGARELLA  
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OF COUNSEL

NOVEMBER 3, 2020

VIA E-MAIL (shareholderproposals@sec.gov)

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

## Re: Stockholder Proposal Submitted by National Center for Public Policy Research

Ladies and Gentlemen:

We are writing on behalf of our client, Starbucks Corporation, a Washington corporation (the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to notify the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude the shareholder proposal (the "Proposal") and supporting statement (the "Supporting Statement") submitted by the National Center for Public Policy Research (the "Proponent"), by a letter dated September 17, 2020, from the Company's proxy statement for its 2021 annual meeting of shareholders (the "Proxy Statement").

In accordance with Section C of SEC Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the Proxy Statement. The Company expects to file its definitive Proxy Statement with the Commission on or about January 22, 2021, and this letter is being filed with the Commission no later than 80 calendar days before that date in accordance with Rule 14a-8(j).

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

## **THE PROPOSAL**

The Proposal and Supporting Statement are attached hereto as Exhibit A. The Proposal and Supporting Statement read as follows:

### **Charitable Giving Reporting**

**Be it RESOLVED** that shareholders of the Starbucks Corporation (“Company”) request that the Company prepare and annually update a report to shareholders, at reasonable expense and excluding proprietary information, listing and analyzing charitable contributions made or committed during the prior year. The report should:

1. Identify organizational or individual recipients of donations, whether cash or in-kind, in excess of \$500, and aggregate smaller contributions by categories of recipients such as community organizations, schools, medical groups, churches, political or social activism organizations, and the like;
2. Identify for donations not yet spent or used: the purposes to which the donations are to be put, any restrictions on the use of the donations, and any mechanisms by which the restrictions on donations will be monitored and enforced;
3. Identify for donations already spent or used: the purposes to which the donations were to be put, the purposes to which the donations were actually put, the method by which the use of the donations was monitored and ascertained, and an evaluation of the efficacy of the donation and the Company’s intention with regard to future donations to the organization;
4. Include management’s analysis of any risks to the Company’s brand, reputation, or shareholder value posed by all public controversies associated with the donations, including an explanation of the objective and consistent standards by which such controversies were discovered and their effect on the Company gauged; and
5. Identify, if and as appropriate, philanthropic areas or initiatives considered most germane to corporate values while posing less risk to Company reputation; or in the alternative, any decision to scale back without replacement risky or misused donations.

## Supporting Statement

The SEC has long and consistently stated that charitable contributions by corporations are “generally found to involve a matter of corporate policy which is extraordinary in nature and beyond a company’s ordinary business operations,”<sup>1</sup> and so are amenable, without omission, to shareholder proposals that require reporting about them and about potential or realized risks and controversies arising from them, so long as the proposal relates, as this one does, to the corporation’s “charitable contributions generally,” rather than merely to some segment of the corporation’s contributions.<sup>2</sup>

The need for reporting has grown acute in this shareholder season. Many contributions seem unlikely to raise material concerns.<sup>3</sup> In recent months, however, the Company has made significant charitable commitments in response to political and social events, commitments that are highly divisive,<sup>4</sup> not apparently successful in quelling rioter hate,<sup>5</sup> and carry with them significant potential for misapplication to activities very risky to the Company’s reputation. The Company’s commitment to potentially problematic contributions remains vague: it has, for example, pledged \$1 million in contributions to unspecified organizations to promote “equity,” an opaque term often suggesting radical and divisive commitments, in unspecified ways.<sup>6</sup> It is therefore vital that the Company monitor carefully, and report to shareholders, the content of, intentions for, actual use of and lessons learned from its charitable contributions.

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<sup>1</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2010/humanlife021910-14a8.pdf>

<sup>2</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2017/johnharrington022817-14a8.pdf>

<sup>3</sup> <https://www.starbucks.com/responsibility/community/starbucks-foundation>

<sup>4</sup> <https://www.breitbart.com/politics/2020/06/02/silent-majority-poll-shows-american-voters-support-use-of-military-national-guard-in-riots/>

<sup>5</sup> <https://thepostmillennial.com/amazon-and-starbucks-give-millions-to-blm-still-get-looted-and-destroyed/>;  
<https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

<sup>6</sup> <https://stories.starbucks.com/stories/2020/starbucks-shares-update-on-standing-together-against-racial-injustice/>;  
<https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

## BASIS FOR EXCLUSION

In accordance with Rule 14a-8, we hereby respectfully request that the Staff confirm that no enforcement action will be recommended against the Company if the Proposal and the Supporting Statement are omitted from the Proxy Statement for the following reason:

- The Proposal may be omitted pursuant to Rule 14a-8(i)(7) because it deals with a matter relating to the Company's ordinary business operations.

## ANALYSIS

Rule 14a-8(i)(7) provides that a shareholder proposal may be omitted from a proxy statement “[i]f the proposal deals with a matter relating to the company’s *ordinary business operations*” (emphasis added). When adopting amendments to Rule 14a-8 in 1998, the Commission explained that the policy underlying the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” See, Release No. 34-40018 (May 21, 1998) (the “1998 Release”).

The 1998 Release described the two “central considerations” for the ordinary business exclusion. The first consideration is that certain tasks are “so fundamental to management’s ability to run a company on a day-to-day basis” that they could not, as a practical matter, be subject to direct stockholder oversight. In this respect, the Staff has consistently recognized that proposals relating to charitable contributions to specific types of organizations may be excluded under Rule 14a-8(i)(7) as a component of a company’s “ordinary business.” The second consideration “relates to the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which stockholders, as a group, would not be in a position to make an informed judgment.” The Staff indicates that this second consideration “may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies.” The Staff has recently elaborated on this by explaining that “a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds.” See Staff Legal Bulletin No. 14J (Oct. 23, 2018) (“SLB 14J”). SLB 14J also emphasizes that a proposal that may not be excludable on the basis of its subject matter may nevertheless be excludable on the basis of micromanagement.

In light of the above, the Company believes that the Proposal may be excluded as it (1) seeks to micromanage the Company because it (a) probes too deeply into complex matters that are more appropriate for management’s, and not shareholders’, consideration and (b) requests an intricately detailed report and (2) relates to charitable contributions to specific types of organizations.

**I. The Proposal seeks to micromanage the Company because it probes too deeply into matters of a complex nature upon which shareholders are not in a position to make an informed judgment, and therefore may be omitted under Rule 14a-8(i)(7).**

The Staff has consistently held that proposals that aim to micromanage a company's management regarding its day-to-day decisions are excludable under Rule 14a-8(i)(7) as relating to a company's "ordinary business." See, SLB 14J. The Proposal seeks to micromanage the Company's management by, as noted in SLB 14J and in the 1998 Release, "probing too deeply into matters of a complex nature upon which stockholders, as a group, would not be in a position to make an informed judgment." The Company therefore believes that the Proposal may be excluded in reliance on Rule 14a-8(i)(7).

The Proposal, in relevant part, includes language requesting that the Company prepare and annually update a report to its shareholders "listing and analyzing charitable contributions made or committed during the prior year." Such report, as contemplated by the Proposal, would "identify organizational or individual recipients of donations ... in excess of \$500," as well as "identify ... the purposes to which ... donations are to be put." The Proposal also calls for the report to "[i]nclude management's analysis of any risks to the Company's brand, reputation or shareholder value posed by all public controversies associated with the donations, including an explanation of the objective and consistent standards by which such controversies were discovered and their effect on the Company gauged ... ." When it comes to proposals requesting reports, the Staff makes its evaluation by considering the "underlying subject matter" of the proposal when applying Rule 14-8(i)(7). See, Release No. 34-20091 (Aug. 16, 1983) (the "1983 Release"). Therefore, the relevant question is whether determining the nonprofit organizations to which the Company directs its charitable contributions is an element of the Company's ordinary business.

As stated in its most recent proxy statement and reiterated in numerous communications to its shareholders and other stakeholders, for the Company, the pursuit of profit is consistent with the pursuit of doing good and that commitment to doing good is, in part, implemented through its Global Social Impact Strategy.<sup>7</sup> As part of its broader Global Social Impact Strategy (as seen in the 2019 Global Social Impact Report (see Exhibit B)), the Company contributes to a wide range of nonprofit organizations in communities around the world on a regular basis.<sup>8</sup> The Company's charitable giving includes cash donations, in-kind support and volunteer hours to aid hunger relief, provide resources to unsheltered families, fund disaster relief and rebuilding, provide care packages and coffee to US troops, first responders and frontline healthcare workers, and expand access to resources to support the mental health of veterans and first responders. Some of the Company's charitable contributions go to The Starbucks Foundation, a 501(c)(3) charitable organization that receives the majority of its funding from the Company. The Starbucks Foundation, through a rigorous grant-making process and oversight by its board of directors (which includes members of the Company's management team), focuses on strengthening humanity by transforming lives across the world, with a focus on

<sup>7</sup> See, Starbucks Corporation, 2020 Notice of Annual Meeting of Shareholders and Proxy Statement, at page 15, available at <https://sec.report/Document/0001206774-20-000230/sbux3632601-def14a.htm>.

<sup>8</sup> See, <https://www.starbucks.com/responsibility>.

enabling community resiliency and prosperity and uplifting communities affected by disaster. Global efforts include empowering women and girls, expanding education and access to clean water (for instance, through its management of the Ethos Water Fund, which was created by the Company to help finance clean water programs around the world)<sup>9</sup> and, most recently, responding to the worldwide COVID-19 pandemic.<sup>10</sup> Given the Company's focus on pursuing profits while pursuing good, the Company's management must and does thoughtfully and actively consider how to distribute its charitable contributions to best support various causes and initiatives around the world, including when contributions are made to The Starbucks Foundation.

The Company notes that the Proposal is strikingly similar to a proposal submitted by the same Proponent to JPMorgan Chase & Co. ("JPM") for inclusion in its 2018 proxy materials (the "JPM Proposal"). In the JPM Proposal, the Proponent sought to "impose upon the [c]ompany's charitable contribution decisions the Proponent's opinion on which nonprofit organizations are suitable to receive aid from the [c]ompany, which would significantly impact the day-to-day decision making of the [c]ompany regarding how it chooses nonprofit organizations to which it will provide charitable contributions," specifically aiming to exclude charitable contributions to the Southern Poverty Law Center, Planned Parenthood and the Clinton Foundation. The JPM Proposal further noted that decisions surrounding the nonprofit organizations to which JPM directs its charitable contributions "[require] deep knowledge of the [c]ompany's business and operations – information to which the [c]ompany's shareholders do not have access" and that "numerous factors, including the objectives of a particular nonprofit organization, the expected use of the charitable contribution to best assist community development [and] legal and regulatory considerations and competitive factors" must be taken into consideration for charitable contribution determinations. As you are aware, on February 28, 2018, the Staff determined that it would not recommend enforcement action to the Commission if JPM omitted the proposal from its proxy materials in reliance on Rule 14a-8(i)(7).

As in the JPM Proposal, the Proponent here seeks to impose upon the Company its opinion as to which nonprofit organizations are and are not suitable to receive aid from the Company—and is primarily opposed to the Company donating to organizations that support the Black Lives Matter movement ("BLM"), as discussed more extensively in Section III below. As discussed above, the Company's decision making and processes surrounding its charitable contributions involve analyzing complicated factors, such as the objectives of partner nonprofit organizations, the expected use of the charitable contribution, legal and regulatory considerations and market and competitive factors, among others. Collectively, the Company's shareholders are not well-positioned to make determinations, through the proxy process, on the Company's charitable contribution decision making, which involves an analysis of the preceding complicated factors. The Company believes that the Proposal concerns a complex issue best suited for the Company's management and therefore may be excluded in Reliance on Rule 14a-8(i)(7).

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<sup>9</sup> See, <https://stories.starbucks.com/stories/the-starbucks-foundation/>.

<sup>10</sup> <https://stories.starbucks.com/press/2020/the-starbucks-foundation-supporting-community-response-and-resilience-during-covid-19/>

**II. The Proposal seeks to micromanage the Company because it would require an intricately detailed report, and therefore may be omitted under Rule 14a-8(i)(7).**

Another way in which a proposal can seek to micromanage a company's management is by requiring, as noted in SLB 14J, "an intricately detailed study or report." The level of detail required by the report to shareholders contemplated by the Proposal rises to the level of micromanagement. As such the Company therefore believes that the Proposal may be excluded in reliance on Rule 14a-8(i)(7).

The report envisioned by the Proposal would require that the Company identify both cash and in-kind donations in excess of \$500 and "aggregate smaller contributions by categories of recipients." Further, among other burdensome requirements, the Company would have to determine to what purposes donations were both intended to be put and actually put; evaluate the "efficacy of the donation"; and include an analysis of "*any* risks to the Company's brand reputation, or shareholder value posed by *all* public controversies" (emphasis added). The Staff has in the past concurred that proposals seeking reports with high levels of requested detail may be omitted in reliance on Rule 14a-8(i)(7). See, PayPal Holdings, Inc. (avail. Mar. 6, 2018) (concurring in the omission of a proposal requesting that the company prepare a report "with a specific goal ... by a specific deadline, and [that] requires the development and evaluation of a plan in order to assess the feasibility of achieving that goal"); Ford Motor Co. (avail. Mar. 2, 2004) (concurring in the omission of a proposal seeking to dictate "the specific method of preparation and the specific information to be included in a highly detailed report"); and Schering-Plough Corp. (avail. Mar. 4, 2002) (concurring in the omission of a proposal requesting that the company "study the impact charitable contributions have on the business of the company and its share value ... [and] publish a report to be made available to all shareholders"). Compiling a report of the type requested by the Proposal would be highly impracticable and any effort by the Company to prepare the contemplated report would require a substantial investment of time and resources and would distract the Company's management and employees ("partners") from the Company's stated goal of pursuing profit and doing good.

Adding to the complexity involved in the proposed report is the fact that the Company, like many businesses, offers a matching program for charitable donations made by its partners to charitable organizations (including matching service hours with monetary donations). Under the program, each partner's aggregate match for eligible donations is capped at \$1,500. In addition, the aggregate amount of matching donations made by the Company is subject to a cap. Donations made by the Company under this matching program are included within its overall charitable donations and would be captured in the report requested by the Proposal. While the Company has controls in place to ensure that matching donations are going to legitimate charities, it has not historically required partners to provide the purpose of their donations, analyze the efficacy of those donations, or monitor the use of the donations, all of which would seem to be required by the Proposal. The Company is concerned that gathering such additional information from partners participating in the matching program will be administratively infeasible, will have a chilling effect on the willingness of partners to participate in the matching program and will negatively impact partner morale.

For the above reasons, it is the Company's view that the Proposal may be omitted pursuant to Rule 14a-8(i)(7) on the basis that having to publish an intricately detailed report would micromanage the Company.

**III. The Proposal relates to charitable contributions to a specific type of organization, and therefore may be omitted under Rule 14a-8(i)(7).**

The Company maintains that the Proposal may be omitted in reliance on Rule 14a-8(i)(7) because the Staff has consistently recognized that proposals relating to charitable contributions to specific types of organizations may be excluded under Rule 14a-8(i)(7) as a component of a company's "ordinary business." The Proposal, read together with the Supporting Statement and the Supporting Statement's footnotes, does not have a general objective. Instead, it clearly seeks to prevent the Company from contributing to organizations that support a particular movement to which the Proponent is opposed: BLM. As noted above, when it comes to proposals requesting reports, the Staff makes its evaluation by considering the "underlying subject matter" of the proposal, regardless of how the proposal is framed, when applying Rule 14-8(i)(7). See, the 1983 Release; Staff Legal Bulletin No. 14H (Oct. 22, 2015). Here, the "underlying subject matter" is revealed by the Supporting Statement, which in part states "[i]n recent months ... the Company has made significant charitable commitments in response to political and social events, commitments that are highly divisive, not apparently successful in quelling rioter hate, and carry with them significant potential for misapplication to activities very risky to the Company's reputation" (footnotes omitted). Other than citing to two no-action requests previously submitted to and considered by the Commission, the footnotes in the Supporting Statement all lead to webpages with articles or releases describing recent protests in connection with BLM, the damage done to certain of the Company's physical locations in such protests and the Company's charitable contributions to "promote racial equity and create more inclusive and just communities." The Proposal, when read in conjunction with the accompanying Supporting Statement and its footnotes and as discussed further below in this Section III, plainly seeks to limit the Company's charitable contributions only with respect to BLM, a movement that is not supported by the Proponent. Accordingly, the subject matter of the report requested by the Proposal relates directly to an ordinary business matter, namely that of the Company deciding the nonprofit organizations to which it should or should not make charitable contributions.

The Staff has in the past concurred that proposals seeking to require a company to make or, as in the Proposal, prohibit a company from making, contributions to specific organizations or specific types of organizations relate to a company's ordinary business operations and therefore may be omitted under Rule 14a-8(i)(7). See, JPMorgan Chase & Co. (avail. Feb. 28, 2018) (concurring in the omission of a proposal requesting the company provide an annual report disclosing the company's standards for choosing recipients of charitable donations); PG&E Corp. (avail. Feb. 4, 2015) (concurring in the omission of a proposal requesting the company limit its contributions that support same-sex marriage); The Walt Disney Co. (avail. Nov. 20, 2014) (concurring in the omission of a proposal relating to charitable contributions to the Boy Scouts of America); PepsiCo, Inc. (avail. Feb. 24, 2010) (concurring in the omission of a proposal relating to financial support of organizations that either reject or support homosexuality); Wachovia Corp. (avail. Jan. 25, 2005) (concurring in the omission of a proposal recommending that the board prohibit charitable contributions to

Planned Parenthood and other organizations that provide abortion services); Bank of America Corp. (avail. Jan. 24, 2003) (concurring in the omission of a proposal seeking to prohibit charitable contributions to Planned Parenthood and organizations that support abortion); and American Home Products Corp. (avail. Mar. 4, 2002) (concurring in the omission of a proposal requesting that the company form a committee to study the impact of its charitable contributions in the context of specific prior charitable contributions to Planned Parenthood).

The Staff has historically looked at all of the facts, circumstances and evidence surrounding a shareholder proposal, including supporting statements, to determine whether a proposal is actually directed toward contributions to specific charitable organizations or specific types of charitable organizations. In fact, a significant body of precedent no-action requests and Staff responses recognizes that, even if the language of a resolution does not specifically mention certain organizations or causes, a proposal may still be omitted under Rule 14a-8(i)(7) where the supporting statement, (as the Supporting Statement and its footnotes do here) indicates that the proposal would act as a shareholder vote on corporate contributions to a particular charitable organization or type of charitable organization. See, JPMorgan Chase & Co. (avail. Feb. 28, 2018) (supporting statement referenced specific contributions to the Southern Poverty Law Center, Planned Parenthood and the Clinton Foundation); Starbucks Corp. (avail. Jan. 4, 2018) (supporting statement referenced specific contributions to Planned Parenthood, the Human Rights Campaign and the Southern Poverty Law Center); The Home Depot, Inc. (avail. Mar. 18, 2011) (supporting statement referenced specific contributions to organizations and groups that support the LGBT community); Johnson & Johnson (avail. Feb. 12, 2007) (supporting statement referenced specific contributions to Planned Parenthood); Wells Fargo & Co. (avail. Feb. 12, 2007) (the “whereas” clauses of the proposal specifically criticized Planned Parenthood and a lack of contributions to the Boy Scouts of America); Bank of America Corp. (avail. Jan. 24, 2003) (supporting statement referenced specific contributions to Planned Parenthood); American Home Products Corp. (avail. Mar. 4, 2002) (“whereas” clauses of the proposal specifically referenced contributions to Planned Parenthood); and Schering-Plough Corp. (avail. Mar. 4, 2002) (a “whereas” clause of the proposal and the supporting statement referenced specific contributions to Planned Parenthood).

In the JPM Proposal discussed above, the same Proponent included language concerning JPM’s general charitable contributions, but the supporting statement focused on specific charitable contributions to three organizations. Similarly, the proponent of the above-referenced Starbucks proposal submitted to the Company for inclusion in its 2018 proxy materials (the “Starbucks 2018 Proposal”), much like the Proponent here, made thinly-veiled attempts to offer a facially neutral proposal, despite the fact that the proposal was aimed at limiting specific types of charitable contributions. Amongst other examples, the supporting statement of the Starbucks 2018 Proposal criticized Planned Parenthood, a recipient of the Company’s charitable contributions, for “being the subject of much controversy.” The Staff, on January 4, 2018, concurred that the Starbucks 2018 Proposal could be omitted from the Company’s proxy materials in reliance on Rule 14a-8(i)(7) as the proposal “relate[d] to contributions to specific types of organizations.” As demonstrated in the JPM Proposal, the Starbucks 2018 Proposal and the other proposals referenced above, the Staff considers more than just the facial neutrality of a proposal, and looks to the full context, including the supporting statement, in determining a proposal’s goals and objectives.

When read together with the Supporting Statement and the Supporting Statement’s footnotes, the Proposal is an attempt to conduct a shareholder referendum opposing the Company’s charitable contributions in support of a specific cause to which the Proponent is opposed—BLM. The Proponent has published various articles that demonstrate its opposition to BLM, including those titled “How Woke CEOs Traded Our Future for BLM Approval,”<sup>11</sup> “Mastercard Unable to Defend its Support for Marxist Group ‘Black Lives Matter,’”<sup>12</sup> “Civil Rights Movement Had a ‘Moral Authority’ Black Lives Matter Lacks,”<sup>13</sup> “2020’s ‘Moral Panic’ Put Corporate Reputations at Risk”<sup>14</sup> and “Black Lives Matter Movement Is no Longer Redeemable, Says Project 21’s Nedd,”<sup>15</sup> along with a petition against Amazon titled “Tell Amazon to Stop Funding Black Lives Matter.”<sup>16</sup> As in the precedent proposals referenced above, the Staff should consider more than the language on the face of the Proposal’s resolved clause, including the following statements from the Supporting Statement and the substance of the sources linked in the footnotes thereto, in determining the Proposal’s true objective:

- “In recent months, however, the Company has made significant charitable commitments in response to political and social events, commitments that are highly divisive, not apparently successful in quelling rioter hate, and carry with them significant potential for misapplication to activities very risky to the Company’s reputation” (footnotes citing to articles describing BLM protests and the Company’s charitable contributions in support of BLM omitted).
- “The Company’s commitment to potentially problematic contributions remains vague: it has, for example, pledged \$1 million in contributions to unspecified organizations to promote ‘equity,’ an opaque term often suggesting radical and divisive commitments, in unspecified ways” (footnote citing to a release describing the Company’s charitable contributions in support of BLM and an article describing BLM protests omitted).

The Company recognizes that the no-action request precedents cited above include in the text of their supporting statements the particular charitable organization to which the respective proponents oppose the company donating. The Supporting Statement at issue does not specifically mention BLM in the body of the text. However, the footnotes to the Supporting Statement make it clear that the Proponent is engaged in an attempt to conduct a shareholder referendum specifically opposing the Company’s charitable contributions in support of BLM. Although the Proponent has shifted the placement of its references to BLM to the footnotes of the Supporting Statement, it is still clear that the Proponent is singling out

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<sup>11</sup> See, <https://nationalcenter.org/ncppr/2020/09/18/how-woke-ceos-traded-our-future-for-blm-approval/>.

<sup>12</sup> See, <https://nationalcenter.org/ncppr/2020/06/16/mastercard-unable-to-defend-its-support-for-marxist-group-black-lives-matter/>.

<sup>13</sup> See, <https://nationalcenter.org/project21/2020/08/12/civil-rights-movement-had-a-moral-authority-black-lives-matter-lacks/>.

<sup>14</sup> See, <https://nationalcenter.org/ncppr/2020/10/06/2020s-moral-panic-put-corporate-reputations-at-risk/>.

<sup>15</sup> See, <https://nationalcenter.org/project21/2015/11/06/black-lives-matter-movement-is-no-longer-redeemable-says-project-21s-nedd/>.

<sup>16</sup> See, <https://nationalcenter.org/tell-amazon-to-stop-funding-black-lives-matter/>.

the Company's charitable contributions in support of just this one cause. The text of the Supporting Statement itself may not contain certain strongly-worded remarks or apparent statements in opposition to BLM, but the first article in the fourth footnote of the Supporting Statement, for example, refers to members of BLM as a "lawless faction of rioters."<sup>17</sup> The Supporting Statement also criticizes a pledge of \$1 million in contributions by the Company "to unspecified organizations to promote 'equity,'" and the footnote thereto links to an article published by the Company on its website titled "Black Lives Matter: Starbucks update on standing against racial injustice."<sup>18</sup> The article in question, along with discussing BLM at length, mentions not only the word "equity," as selected by the Proponent in the Supporting Statement, but also the word "racial"; the full context is that "[T]he Starbucks Foundation is committing \$1 million in Neighborhood Grants to promote *racial equity* and create more inclusive and just communities"<sup>19</sup> (emphasis added). As illustrated, the body text of the Proposal and Supporting Statement carefully omitted direct references to BLM or racial issues, but the substance of the articles linked to by the Supporting Statement's footnotes reveal that the Proponent is opposed to charitable contributions in support of one specific type of organization. Accordingly, when the Proposal, the Supporting Statement and the footnotes to the Supporting Statement are considered as a whole, it is clear that the Proponent is specifying charitable contributions in support of one type of organization to which the Proponent is opposed, and the focus of the Proposal is thus an ordinary business matter.

The Company also recognizes that the Staff has previously denied certain no-action requests for shareholder proposals containing facially neutral resolutions relating to charitable donations in which the companies maintained that such proposals were truly directed to specific causes or organizations. See, McDonald's Corp. (avail. Feb. 28, 2017) (Staff unable to concur with the exclusion of a proposal requesting a report listing charitable contributions and their consistency with the company's stated commitments); Wells Fargo & Co. (avail. Feb. 19, 2010) (Staff unable to concur with the exclusion of a proposal requesting the company list the recipients of charitable contributions on its website); PepsiCo, Inc. (avail. Mar 2, 2009) (Staff unable to concur with the exclusion of a proposal requesting a report on the company's charitable contributions and related information); and Ford Motor Co. (avail. Feb. 25, 2008) (Staff unable to concur with the exclusion of a proposal requesting the company list the recipients of charitable contributions on its website).

We believe that the Proposal is distinguishable from the proposals referenced in the above paragraph in that the Proposal more strongly and plainly contains a negative characterization of one specific movement, BLM. The other proposals were more neutral or contained only brief or isolated references to specific charitable organizations or causes. The Supporting Statement specifically cites the Staff's response to two of the above proposals that were denied no-action relief—the proposal submitted to Wells Fargo & Co. for inclusion in its 2010 proxy materials (the "Wells Fargo 2010 Proposal") and the proposal submitted to McDonald's Corporation for inclusion in its 2017 proxy materials (the "McDonald's Proposal"). The Proposal is distinguishable from the Wells Fargo 2010 Proposal and the

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<sup>17</sup> See, <https://thepostmillennial.com/amazon-and-starbucks-give-millions-to-blm-still-get-looted-and-destroyed/>.

<sup>18</sup> See, <https://stories.starbucks.com/stories/2020/starbucks-shares-update-on-standing-together-against-racial-injustice/>.

<sup>19</sup> *Id.*

McDonalds Proposal in that the Supporting Statement and its footnotes are very pointedly negative about one specific cause, BLM, for no apparent reason other than the Proponent being opposed to such cause. The Supporting Statement notes, for example, that “the Company has made significant charitable commitments that are highly divisive, not apparently successful in quelling rioter hate, and carry with them significant potential misapplication to activities very risky to the Company’s reputation” (footnotes citing to articles describing BLM protests and the Company’s charitable contributions in support of BLM omitted). The Supporting Statement also notes that the Company “pledged \$1 million in contributions to unspecified organizations to promote ‘equity,’ an opaque term often suggesting radical and divisive commitments, in unspecified ways” (footnote citing to a release describing the Company’s charitable contributions in support of BLM and an article describing BLM protests omitted). These words alone indicate the Proponent’s disapproval of the Company’s specific charitable contributions, but the articles to which the footnotes in the Supporting Statement link and the websites on which they are hosted—Breitbart News Network, a far-right news website, and *The Post Millennial*, a right-leaning Canadian online news magazine with purported ties to the Conservative Party of Canada<sup>20</sup>—reveal the Proponent’s actual beliefs. Stephen Bannon, former chairman of Breitbart News Network, proclaimed in 2016 that the website was “the platform for the alt-right,”<sup>21</sup> and *The Post Millennial* has been characterized as “‘strongly biased’ toward the right.”<sup>22</sup> The Wells Fargo 2010 Proposal, in contrast, included generic statements such as “[w]hether one approves or disapproves of abortion, most would acknowledge that it is a controversial issue” and “[w]hile same sex marriage has its supporters, who could voice their support for the [c]ompany’s funding decision, it also has its detractors.” The McDonald’s Proposal, meanwhile, is not negative about or opposed to the specific charitable causes in question—health organizations and school fundraisers—but rather focuses on opposition to McDonald’s charitable donations by teachers’ unions and health advocacy groups due to the incongruity between the nature of McDonald’s business and the organizations to which they donated. Unlike in the McDonald’s Proposal, the Proposal here goes beyond providing illustrative examples of concern and instead aims to dictate the types of donations that the Proponent thinks the Company should not be making.

We therefore believe that, despite being facially neutral, when read together with the Supporting Statement and its footnotes, it is clear the Proposal seeks to limit charitable contributions in support of one specific movement, BLM, and thus deals with a matter relating to the Company’s ordinary business and is excludable under Rule 14a-8(i)(7).

\* \* \* \* \*

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<sup>20</sup> See, <https://www.cbc.ca/news/politics/the-post-millennial-journalism-conservative-advocacy-1.5191593/>.

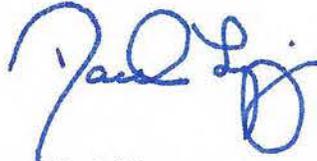
<sup>21</sup> See, <https://www.motherjones.com/politics/2016/08/stephen-bannon-donald-trump-alt-right-breitbart-news/>.

<sup>22</sup> See, <https://www.nationalobserver.com/2019/08/22/news/he-used-work-site-promoted-racists-now-he-edits-canadian-news-outlet/>.

**Conclusion**

By copy of this letter, the Proponent is being notified that for the reasons set forth herein the Company intends to omit the Proposal and Supporting Statement from its Proxy Statement. We respectfully request that the Staff confirm that it will not recommend any enforcement action if the Company omits the Proposal and Supporting Statement from its Proxy Statement. If we can be of assistance in this matter, please do not hesitate to call me.

Sincerely,



David Lopez

Enclosures

cc: Justin Danhof, Esq., National Center for Public Policy Research  
Rachel Gonzalez, Starbucks Corporation  
Jennifer Kraft, Starbucks Corporation

**EXHIBIT A**

**E-MAILED**  
9-22-20  
K.R.

RECEIVED  
SEP 22 2020  
Initial: S-h



September 17, 2020

**Via FedEx to**

Rachel A. Gonzalez, Corporate Secretary  
Starbucks Corporation  
2401 Utah Avenue South  
Mail Stop S-LA1  
Seattle, Washington 98134

Dear Ms. Gonzalez,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Starbucks Corporation (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as the Deputy Director of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for a year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2021 annual meeting of shareholders. A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center for Public Policy Research, 20 F Street, NW, Suite 700, Washington, DC 20001 and emailed to JDanhof@nationalcenter.org.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott Shepard". The signature is fluid and cursive.

Scott Shepard

Enclosure: Shareholder Proposal

### **Charitable Giving Reporting**

**Be it RESOLVED** that shareholders of the Starbucks Corporation (“Company”) request that the Company prepare and annually update a report to shareholders, at reasonable expense and excluding proprietary information, listing and analyzing charitable contributions made or committed during the prior year. The report should:

1. Identify organizational or individual recipients of donations, whether cash or in-kind, in excess of \$500, and aggregate smaller contributions by categories of recipients such as community organizations, schools, medical groups, churches, political or social activism organizations, and the like;
2. Identify for donations not yet spent or used: the purposes to which the donations are to be put, any restrictions on the use of the donations, and any mechanisms by which the restrictions on donations will be monitored and enforced;
3. Identify for donations already spent or used: the purposes to which the donations were to be put, the purposes to which the donations were actually put, the method by which the use of the donations was monitored and ascertained, and an evaluation of the efficacy of the donation and the Company’s intention with regard to future donations to the organization;
4. Include management’s analysis of any risks to the Company’s brand, reputation, or shareholder value posed by all public controversies associated with the donations, including an explanation of the objective and consistent standards by which such controversies were discovered and their effect on the Company gauged; and
5. Identify, if and as appropriate, philanthropic areas or initiatives considered most germane to corporate values while posing less risk to Company reputation; or in the alternative, any decision to scale back without replacement risky or misused donations.

### **Supporting Statement**

The SEC has long and consistently stated that charitable contributions by corporations are “generally found to involve a matter of corporate policy which is extraordinary in nature and beyond a company’s ordinary business operations,”<sup>1</sup> and so are amenable, without omission, to shareholder proposals that require reporting about them and about potential or realized risks and controversies arising from them, so long as the proposal relates, as this one does, to the corporation’s “charitable contributions generally,” rather than merely to some segment of the corporation’s contributions.<sup>2</sup>

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<sup>1</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2010/humanlife021910-14a8.pdf>

<sup>2</sup> <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2017/johnharrington022817-14a8.pdf>

The need for reporting has grown acute in this shareholder season. Many contributions seem unlikely to raise material concerns.<sup>3</sup> In recent months, however, the Company has made significant charitable commitments in response to political and social events, commitments that are highly divisive,<sup>4</sup> not apparently successful in quelling rioter hate,<sup>5</sup> and carry with them significant potential for misapplication to activities very risky to the Company's reputation. The Company's commitment to potentially problematic contributions remains vague: it has, for example, pledged \$1 million in contributions to unspecified organizations to promote "equity," an opaque term often suggesting radical and divisive commitments, in unspecified ways.<sup>6</sup> It is therefore vital that the Company monitor carefully, and report to shareholders, the content of, intentions for, actual use of and lessons learned from its charitable contributions.

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<sup>3</sup> <https://www.starbucks.com/responsibility/community/starbucks-foundation>

<sup>4</sup> <https://www.breitbart.com/politics/2020/06/02/silent-majority-poll-shows-american-voters-support-use-of-military-national-guard-in-riots/>

<sup>5</sup> <https://thepostmillennial.com/amazon-and-starbucks-give-millions-to-blm-still-get-looted-and-destroyed>; <https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

<sup>6</sup> <https://stories.starbucks.com/stories/2020/starbucks-shares-update-on-standing-together-against-racial-injustice/>; <https://thepostmillennial.com/antifa-rioters-made-lists-of-seattle-businesses-to-destroy>

**EXHIBIT B**



STARBUCKS 2019

# GLOBAL SOCIAL IMPACT REPORT



# MESSAGE FROM KEVIN JOHNSON

Dear Starbucks partners, customers and stakeholders:

As we provide our 19<sup>th</sup> annual update on our global social impact activity, we also sit at a significant time in history that's requiring major changes to our business around the world as [quickly and dynamically](#) as possible to meet the needs of our partners, customers and communities during the COVID-19 pandemic.

Starbucks partners are showing how resilient they are in ways no one dreamed about a year ago. They're upping the ante every day on what our company represents: Using the ritual of connecting over coffee to uplift the everyday experience and drive deeper human connection.

Each one of us at Starbucks is forever changed from this pandemic, as are the communities we serve. It has underscored how important serving our customers and communities is to us, and it's brought new perspective and resonance to the ability Starbucks has to make the world a better place. This time is historic in an additional way, as many of our communities are coming together to protest racial injustice and highlight the vast improvement necessary in the way society treats people of color. Clearly, current events are showing us that executing our global social impact agenda successfully is now more important than ever.

## INVESTING IN PEOPLE AND THE PLANET

Decades ago, Starbucks developed an agenda of global social impact priorities. In broad strokes, our investments have centered around balancing our role as a for-profit company with the betterment of people and the planet.

That means we invest in people – especially our partners, so they in turn can support people in the communities we serve. It also means we recognize healthy human lives depend on healthy ecosystems, so we work to better the health of our natural resources. As a result, we now have a long-term aspiration to be a resource positive company – storing more carbon than we emit, providing more clean freshwater than we use, and eliminating waste.

We can be proud of our Global Social Impact progress in fiscal year 2019. We continued working to put partners first and create a culture where everyone is welcome, including conducting a first-time, third-party [Civil Rights Assessment](#) that we continue to consider and implement. We worked to strengthen the communities where Starbucks partners live and work, expanding innovative grants, investments and community service models.



Chicago

We also invested in the future of greener cups, packaging and retail, foreshadowing a much [larger aspiration](#) we announced in January 2020. We invested heavily in supporting coffee communities, including dispersing a \$20 million [Emergency Farmer Relief Fund](#) to support smallholder farmers in Central America experiencing the effects of low global coffee prices.

As a testament to our increasing commitment to our people and planet priorities, we were proud late last year to hire our first global chief officer of sustainability, Michael Kobori; our first global chief officer of inclusion and diversity, Nzinga Shaw; and our first global chief officer of ethics and compliance, Tyson Avery.



Jakarta, Indonesia

Now in mid-2020, the world has changed, the needs are even greater, and we continue to thoughtfully examine how Starbucks can most responsibly and constructively serve our communities and our planet going forward.

The crisis we are navigating has underscored that our world is small, and we need to take care of it and each other. We understand the interdependency of the health of humanity and the health of the planet. We embrace diverse voices participating in these conversations, so we can hear varying points of view to make the best decisions. We feel the threat of greater economic disparity in the future, as COVID-19 is often impacting socioeconomically disadvantaged communities more than others.

*Continued on next page*



# MESSAGE FROM KEVIN JOHNSON

From the onset of the pandemic, we have moved swiftly to take actions to address our people and planet priorities. We've acted to address urgent needs related to COVID-19 as detailed and updated [here](#). As an example, Starbucks has committed to a first-of-its-kind [\\$10 million emergency relief fund](#) for partners in both company-operated and licensed retail store markets around the world.

In the U.S. and Canada, we were able to provide [temporary benefits](#) for partners, more support for [food banks](#) and [free coffee](#) for first responders and frontline healthcare workers. Starbucks partners are [innovating](#) in other timely, locally meaningful ways. Our [partners in Asia](#) have led the way in organizing food and coffee donations to hospitals, nonprofits, local police and health officials, and other frontline workers. And our partners around the world have echoed those demonstrations of gratitude.

During the pandemic, we've had to pause on allowing reusable cups. But we continue our commitment to shift to more reusable packaging as well as more fully recyclable and compostable packaging, ensuring we also prioritize healthy and safety. This requires innovation from our own experts as well as many other alliances.



Hacienda Alsacia Coffee Farm, Costa Rica

Meanwhile, [The Starbucks Foundation](#) continues to invest millions of dollars to support a variety of organizations, extending emergency assistance to those in need while also helping to build a path towards recovery and resilience.

## THIS IS WHO WE ARE

Making a positive social impact runs deep at Starbucks. Since the beginning, our purpose has gone beyond profit. We believe in the pursuit of doing good. The idea of Starbucks being a Third Place

for the community to gather means our stores have often served not only as a place for human connection, where everyone can feel welcome, but also as a [beacon of hope and resilience](#) during crisis – whether that's the aftermath of an earthquake, hurricane or a wildfire, or now as we re-open and strive to provide some normalcy in the midst of the global pandemic.

As always, Starbucks partners are the best champions of how to serve their own communities. We're finding success when we gain insights from the field, provide resources and tools to help inform local decisions, and enable partners to take actions that are locally relevant. Just as this approach applies to navigating the day-to-day COVID-19 situation as it varies in markets around the world, it also applies to defining relevant community service activities and guiding The Starbucks



Seattle

Foundation's approach to addressing local communities' needs. And it applies to our teams in our nine Farmer Support Centers in coffee-growing regions worldwide as they serve the needs of coffee farmers and their communities.

Because of our partners' inspiring daily actions, I'm more optimistic than ever that we can overcome this global challenge and emerge with deeper perspective about the role we should be playing as a for-profit enterprise that also has a great deal of power to make positive global social impact.

As Starbucks approaches its 50<sup>th</sup> anniversary in 2021, I hold those thoughts in my mind every day – that as we evolve our business in major ways, we must stay true to our heritage and what we stand for: People positive, planet positive and profit positive, working as partners to create a different kind of company for the next 50 years.

Kevin Johnson,  
president and ceo



# FOR US, THE PURSUIT OF PROFIT IS CONSISTENT WITH THE PURSUIT OF DOING GOOD

At Starbucks we stand for being people positive, planet positive and profit positive, living our [Mission and Values](#) while working together as partners to build a different kind of company. Our annual global social impact reporting focuses on three areas: leading in sustainability, creating meaningful opportunities, and strengthening our communities. These are areas critical to our business, and where we know we can have notable impact.

This summary serves as transparent acknowledgment of our efforts in fiscal year 2019, including what we have achieved to date, where we're falling short, and what is still to come. We hope you will continue to [join us on our journey](#).

## OUR MISSION

To inspire and nurture the human spirit – one person, one cup and one neighborhood at a time.



Seattle



Hacienda Alsacia Coffee Farm, Costa Rica



Daegu, South Korea



Jonesboro, Ga.



New York





# LEADING IN SUSTAINABILITY

Expanding on our [history in sustainability](#) and progress in building a more sustainable [future for coffee](#), we announced in January of 2020 a multi-decade aspiration to be a [resource-positive company](#), giving more than it takes from the planet. The announcement included science-based preliminary [target reductions](#) of carbon, water and waste by 2030. Informed by an [environmental baseline report](#) it outlined five strategies to move forward, such as shifting away from single-use to reusable packaging, and finding better ways to manage our waste. We'll share new commitments in the spring of 2021 as we celebrate Starbucks 50<sup>th</sup> anniversary.

## COFFEE & TEA

FY19 PROGRESS

### 99% ETHICALLY SOURCED COFFEE

**Goal: 100% ethically sourced coffee**

For the fifth year in a row in FY19, more than 99% of our coffee was verified as ethically sourced under [C.A.F.E. Practices](#). Although we are constantly striving for 100%, the last 1% is where some of our most important work happens, bringing on new farmers and cooperatives to help ensure the long-term future of coffee. We continue to work as part of the [Sustainable Coffee Challenge](#) to make coffee the world's first sustainable agricultural product and improve the lives of at least one million people in coffee communities around the world.

### 40M TREES DISTRIBUTED SINCE 2015

**Goal: Provide 100 million coffee trees to farmers by 2025**

Starbucks has donated coffee trees over the past four years to farmers in Mexico, Guatemala and El Salvador. These climate-resilient trees replace ones that are declining in productivity due to age and disease, such as coffee leaf rust, and help improve the quality and yields of their harvests. As of June 2020, the next 10 million are being distributed, with close monitoring of potential complications related to COVID-19.

### 99% ETHICALLY SOURCED TEA\*

**Goal: 100% ethically sourced tea**

We continue to work toward our goal of 100% ethically sourced tea, making significant progress from 95% in FY18 to 99% in FY19 by sourcing tea from farms that have been certified through Rainforest Alliance, UTZ, or Fair Trade.

\*As purchased by Starbucks global tea sourcing team.

### 160K+ FARMERS TRAINED

**Goal: Train 200,000 farmers by the end of 2020**

Our Global Agronomy Center and Farmer Support Center at [Hacienda Alsacia](#) in Costa Rica and our eight other Farmer Support Centers around the world provide open-source training and other resources to coffee farmers. In FY19 alone, we trained nearly 88,000 farmers.

### \$46M INVESTED IN FARMER LOANS

### \$20M IN FY19 EMERGENCY RELIEF FUNDS

**Goal: Invest \$50 million in farmer loans by the end of 2020**

As of June 2020, we have invested more than \$49 million in the Starbucks [Global Farmer Fund](#) to support farmers. This comes in addition to relief funds, such as the \$20 million we dispersed in FY19 to many of our smallholder farmers in Central America who experienced the effects of low global coffee prices.

### 66K+ WOMEN IMPACTED SINCE 2018

**Goal: Empower at least 250,000 women and families in coffee, tea and cocoa growing communities globally by 2025**

Through 18 grants totaling more than \$5 million since 2018, The Starbucks Foundation is [supporting women and families](#) in coffee- and tea-growing communities across Africa, Asia and Latin America in many ways, including leadership skills, income-generating activities and healthier homes.





# LEADING IN SUSTAINABILITY

## GREENER CUPS & PACKAGING

FY19 PROGRESS

### 12 MAJOR CITIES RECYCLING STARBUCKS CUPS TRIALLING OF NEW CUP TECHNOLOGIES

**Goal: Double the recyclability of our cups from 2016–2022; develop 100% compostable and recyclable hot cups by 2022**

In 2016, 24% of Starbucks stores in the U.S. and Canada accepted our hot cups for recycling; in 2019, this number increased to 25%. Work accelerated in 2019, as the NextGen Consortium, of which Starbucks is a co-founder, identified 12 winning [cup technologies](#) of the NextGen Cup Challenge. In-store [market testing began](#) in the spring of 2020 with a cup that is industrially compostable as well as recyclable in markets that accept hot cups. We continue to research and test cup liner solutions that will make our cup easier to recycle and compost, while also working with the Consortium to improve recycling and composting infrastructure. In Europe, Starbucks launched a \$1 million [Cup Fund](#) supporting ambitious recycling projects in conjunction with the environmental charity Hubbub.

Starbucks cups currently are accepted for recycling in Amsterdam; Boston; Chattanooga; Dallas; Denver; London; Louisville; New York; San Francisco; Seattle; Vancouver; Washington, DC; and many smaller cities.

### 10% POST-CONSUMER FIBER

**Goal: 20% recycled content in our hot cups by 2022**

Starbucks hot cups currently contain 10% post-consumer fiber (PCF), and we are working to double the recycled content to 20% as well as reduce the environmental impacts of sourcing virgin wood paper fiber we source.

### 2.8% REUSABILITY RATE IN MEASURED MARKETS

**Goal: Double the use of reusable cups from 2016–2022**

In 2019 we implemented new ways to track reusable cup usage, and we tracked a 2.8% reusability rate in company-operated stores in the U.S., Canada, Japan, and EMEA. This meant that customers received a discount for bringing their own cup or used a ceramic mug offered in store, saving more than 105 million disposable cups. China is not yet included in this metric, with a tracking program now in development there. In Europe, Starbucks conducted the first ever [airport reusable cup trial](#) at London’s Gatwick Airport.

We continue to conduct research and evolve our strategy to encourage customer adoption of reusables.

### CONTINUED ROLLOUT OF STRAWLESS LIDS AND SUSTAINABLE MATERIAL STRAWS

**Goal: Eliminate single-use plastic straws globally by the end of 2020**

In 2019 Starbucks continued the expansion of [lightweight strawless lids](#) for cold beverages, as well as rollout of alternative material straws. By the end of calendar year 2020, we anticipate that all company-owned stores and the majority of licensees will have eliminated single-use plastic straws. However, regulatory and manufacturing challenges in light of COVID-19 threaten the ability to fully roll out a new sustainable material straw in the U.S. and Canada by the end of 2020, with a new anticipated goal date of spring 2021. Starbucks will continue to provide straws to customers who [need or request them](#) in our stores.





# LEADING IN SUSTAINABILITY

## GREENER RETAIL

FY19 PROGRESS

### 741 STORES GLOBALLY THAT REFLECT THE GREENER STORES FRAMEWORK

**Goal: Build and operate 10,000 greener stores globally by 2025**

Starbucks has built more than 1,600 LEED®-certified stores around the world, and in early FY20, the [Shanghai Roastery](#) set a new benchmark in green retail as the first in mainland China's food retail industry to be certified LEED Platinum. Now in partnership with the World Wildlife Fund and in collaboration with other nongovernmental organizations, we're going beyond LEED, expanding the scope and breadth of our greener stores commitment with an open-source [Greener Stores framework](#) for design, construction and operation.

### 14,800 GREENER APRON PARTNERS

**Goal: Empower 10,000 partners to be sustainability champions by the end of 2020**

In FY19, we surpassed our goal and as of April 2020 have more than 26,000 Starbucks partners enrolled in the Greener Apron sustainability training program through [Starbucks Global Academy](#).



Seattle



Seattle

### 72% OF GLOBAL OPERATIONS POWERED BY RENEWABLE ENERGY

**Goal: Invest in 100% renewable energy to power global operations globally by the end of 2020**

Starbucks purchases enough renewable energy to power 100% of its company-operated stores in the U.S., Canada and the UK. Worldwide in FY19, 72% of Starbucks operations were powered by renewables. This is down from 77% in FY18, driven in part by a transition away from company-owned renewable energy-powered markets in EMEA, as well as an increase in stores in markets where Starbucks is still building a path toward renewable energy, such as China and Japan.

As we work to buy more renewable energy, we also continue to invest in solar and wind farms, with 2019 highlights being investments in a large [wind farm](#) in Illinois and [solar farms](#) in Texas.



Wharton, Tex.





# CREATING MEANINGFUL OPPORTUNITIES

Since our founding, Starbucks has a long legacy of putting our partners first and creating a culture where everyone is welcome. In 2019, we published a [Civil Rights Assessment](#) in which Covington & Burling LLP evaluated our ongoing efforts related to diversity, equity and inclusion and how they support our mission and values. We [continue to track](#) annually against this assessment, reviewing its recommendations as we plan. Our equity and inclusion activity is updated regularly [here](#).

Among partners, our approach is to create meaningful opportunities by investing in their health, well-being, and overall success, all while working to advance a culture of equity and inclusion. This means ensuring that leadership demonstrates commitment and accountability to inclusion and diversity. It means building collective understanding among all partners, and cultivating a more inclusive workplace, where partners feel valued and a sense of belonging. It means building and sustaining a highly engaged, high-performing, and diverse workforce at all levels. And it means ensuring equal opportunity, pay equity, and proactive workplace resolutions.

## PARTNERS

FY19 PROGRESS

**3,200+** DIPLOMAS, WITH 14,000+ PARTICIPANTS

**Goal: Graduate 25,000 Starbucks partners from Arizona State University (ASU) by the end of 2025**

Starbucks College Achievement Plan is helping partners complete their education through Arizona State University (ASU) online. We are proud to continue to lead in this area, providing 100% tuition reimbursement to partners that work an average of 20 hours a week or more. As of June 2020, more than [4,500 partners](#) have earned first-time bachelor's degrees since the program was announced in 2014.

We also continue to expand the [Starbucks Global Academy](#), a globally accessible platform created in partnership with ASU for Starbucks partners as well as customers, community members, and learners around the world that delivers world-class learning content and eliminates barriers to high quality education.

**NEW U.S. AND CANADA MENTAL HEALTH INITIATIVE AND FAMILY SUPPORT BENEFITS**

**Goal: Continued leadership in innovative, relevant benefits for full- and part-time retail employees**

Starbucks continues to pioneer [innovative benefits](#) for our full- and part-time partners in the U.S., and internationally, we continue to customize our compensation packages to remain competitive and responsive to partner feedback.

The new [mental health initiative](#) announced to U.S. and Canadian partners in FY19, with further rollout in early FY20, includes efforts to break the stigma around mental health needs, connect partners to quality care that meet their specific needs, and provide ongoing training to 12,000 store managers and field leaders. In FY19 we also announced new reimbursement for uncovered surrogacy and intrauterine insemination in the U.S. and Canada.



Yuba City, Calif.





# CREATING MEANINGFUL OPPORTUNITIES

## PARTNERS

FY19 PROGRESS

**100%** PAY EQUITY IN THE U.S.

**100%** GENDER EQUITY IN PAY IN CANADA AND CHINA

**Goal:** 100% global gender pay equity in U.S. and company-owned markets

Our pay equity achievements to date were reached in FY18 and maintained with continued rigor in FY19. We continue to work toward [global pay equity](#). In 2019 the median pay for women globally was 98.3% of the median for men, while in the U.S., the median pay ratio was 100% for women and 100% for people of color.

In the U.S., Starbucks and 25 other U.S. employers in the [Employers for Pay Equity](#) consortium agreed in 2019 to work with a shared set of [Pay Equity Principles](#). We have established U.S. best practices supporting these principles. Going forward we will establish global best practices as well.

**42%** WOMEN IN SENIOR LEADERSHIP

**17%** PEOPLE OF COLOR IN SENIOR LEADERSHIP

**Goal:** At the senior leadership level, 50% women and a 50% increase in representation by people of color since 2015

In addition to our goals related to staff leaders, our board is currently comprised of 38% women, four of whom are members of minority groups. Starbucks first Global Chief Inclusion & Diversity Officer, Nzinga Shaw, was hired in November 2019. In an [Update to Starbucks Civil Rights Assessment](#) the company has set new representation goals for the first time across all roles, including, at minimum, a goal of 40% people of color and 55% women in all retail roles, and 50% women and 30% people of color for all enterprise roles, by 2025.

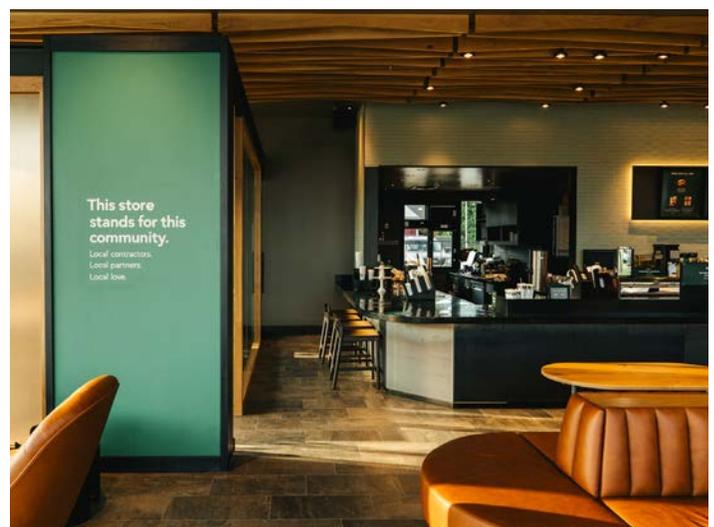
**~175K** PARTNERS PARTICIPATING IN ANTI-BIAS TRAINING SINCE 2018

**Goal:** Cultivation of inclusion and diversity awareness

Following Starbucks [Civil Rights Assessment](#) in January of 2019, we have implemented several recommendations and continue to review them as we plan. In FY19, we published principles on [upholding the third place](#) and rolled out new resources for partners including [To Be Welcoming](#), a 15-course online curriculum designed to address bias through understanding the human experience; the course is also available to customers.



Jonesboro, Ga.





# CREATING MEANINGFUL OPPORTUNITIES

## COMMUNITIES

FY19 PROGRESS

### 61,000+ OPPORTUNITY YOUTH HIRED

Goal: Hire 100,000 Opportunity Youth by the end of 2020

These [hiring commitments](#) are intended to welcome new partners from communities that may experience barriers to employment. The FY19 status for Opportunity Youth is a decrease from the FY18 status due to an identified technical error.

### ~28,000 VETERANS AND MILITARY SPOUSES HIRED

Goal: Hire 25,000 veterans and military spouses by 2025

We met our military hiring goal [six years early](#), with a new goal set to hire 5,000 veterans and military spouses annually. More detail on our military commitment is [here](#).

### ~2,100 REFUGEES HIRED

Goal: Hire 10,000 refugees globally by 2022

We continue to collaborate with other employers to share best practices and build partnerships with refugee-serving organizations. Starbucks EMEA has hired refugees in 12 countries across the region in partnership with local non-governmental organizations.

### \$7.5B SPENT WITH DIVERSE SUPPLIERS SINCE 2000

Goal: Stimulate economic development in the communities Starbucks serves while delivering high-quality products and services

Starbucks Supplier Diversity and Inclusion program drives inclusion of qualified women-, minority-, people with disabilities-, veteran-, LGBTQ- and small (8(a) and HUBZone)-owned suppliers throughout our supply chain. To continue these efforts, we will focus on suppliers of all sizes and will include mentorship components to assist suppliers in developing to a point where they can succeed as a Starbucks supplier.



Crestview, Fla.



New York



Dallas





# STRENGTHENING OUR COMMUNITIES

At Starbucks we take actions to strengthen our communities by listening, supporting, investing and uplifting in meaningful ways – whether that’s the neighborhoods that host our stores, or the regions that grow our coffee. In late FY19 at Starbucks [Leadership Experience](#), we rolled out new resources and tools to empower 12,000 store leaders in the U.S. and Canada to serve their communities in ways that align to Starbucks global social impact priorities and are also locally relevant. We’ve seen success from this especially during the COVID-19 pandemic, with examples tracked [here](#).

## COMMUNITY SUPPORT

FY19 PROGRESS

### 16 COMMUNITY STORES

**Goal: Open Community Stores in 15 diverse, low to medium income urban communities in the U.S. by the end of 2020**

We’ve invested globally in 16 Community Stores, 14 in the U.S., one in South Korea, and one in Thailand, which provide extra services and resources specific to their communities. In the U.S. in FY19, new stores opened in Dallas, Birmingham, Ala. and Jonesboro, Ga., with an expanded commitment in early 2020 to [operate 100 of them](#) by 2025.

### 65 MILITARY FAMILY STORES IN THE U.S.

Our [Military Family Stores](#) create a welcoming space to bring active duty military and their spouses together with their communities.

### 3 SIGNING STORES GLOBALLY

Our [Signing Stores](#) are designed to provide employment opportunities for deaf and hard of hearing people and drive greater connection within that community.

### 1,500+ COFFEE WITH A COP EVENTS IN STARBUCKS STORES SINCE 2017

**Goal: Promote dialogue, empathy and stronger neighborhoods through by building relationships with law enforcement and first responders**

Building trusted relationships with law enforcement is an important part of sustaining a welcoming and safe environment in its stores. Starbucks has continued to build relationships and trust with law enforcement through alliances with national organizations as well as interactive [Coffee with a Cop](#) events.

### 20M+ MEALS DONATED IN THE U.S., WITH ~60% OF ELIGIBLE STORES PARTICIPATING

**Goal: Rescue 100% of food available to donate in all U.S. company-operated stores**

Starbucks FoodShare program in the U.S., which launched in 2016 in partnership with Feeding America, packages eligible unsold food and provides meals to food banks and mobile pantries. As of June 2020, we’ve now donated more than 25 million meals, with recent spikes as [food bank needs](#) increase. We continue to learn from the many logistical challenges of ongoing perishable food delivery as we increase the scale of this program.

Internationally, similar programs exist in several markets, including a FoodShare launch in Canada in FY19 and food waste programs in 13 countries across EMEA.



San Antonio





# STRENGTHENING OUR COMMUNITIES

## THE STARBUCKS FOUNDATION

FY19 PROGRESS

### SERVICE FELLOWS PROGRAM LAUNCH

**Goal: Test an innovative community service model**

After a successful test in FY19, we expanded [The Starbucks Foundation Service Fellows](#) program, in which 100 Starbucks hourly store partners in 20 cities work 20 hours in their store each week while spending another 20 hours with a local nonprofit. The program is catalytic in communities that need support and provides an opportunity for Starbucks partners to build local nonprofit capacity and further serve their communities.



Santa Cruz, Calif.

## ~\$16M IN GRANTS

**Goal: Strengthen local communities**

The Starbucks Foundation provided nearly \$16 million in grants in FY19, including:

- \$1M toward disaster relief
- Nearly 500 Neighborhood Grants in the U.S. and Canada totaling more than \$700K
- 63 Opportunity for All Grants totaling \$1.4M
- \$2M generated during holiday giving to 8 nonprofit organizations
- [Origin grants](#) as detailed on [page 5](#)

Internationally, The Starbucks Foundation invested in programs that promote opportunity, from refugee employment programs in Europe to youth-focused grants in partnership with the Alsea Foundation across multiple Latin American markets.

In the U.S., The Starbucks Foundation has a partnership with the American Red Cross supporting disaster preparedness, response and recovery in the U.S. Responses in FY19 included those to Hurricane Dorian and mass shootings in El Paso and Dayton.

The Starbucks Foundation's [Neighborhood Grants](#) help build sustained local impact and inspire increased partner volunteerism with nonprofit organizations that work in our communities. This program was launched in FY19, inviting hundreds of store managers to nominate local nonprofit organizations that are meaningful in their communities. Similarly, The Starbucks Foundation awarded Greener Apron grants to multiple environmental organizations submitted by Greener Apron-certified partners.

The Starbucks Foundation's [Opportunity for All Grants](#) help support organizations creating pathways to lifelong opportunity and programs, which create job and training opportunities for people who may face barriers.

The Starbucks Foundation celebrated the holiday season by matching customer donations to eight nonprofit partners through the [Match the Magic](#) campaign.



# ABOUT THIS REPORT

## SCOPE

Our Global Social Impact report for fiscal 2019 focuses on the goals in our three key social impact areas: leading in sustainability, creating meaningful opportunities and strengthening our communities. We've also included links to information and resources publicly available at [stories.starbucks.com](https://stories.starbucks.com) and [starbucks.com](https://starbucks.com) regarding financial, corporate governance work, workplace and diversity policies and performance, because these commitments are directly tied to our business.

Starbucks is committed to United Nations Sustainable Development Goals and uses these goals as a lens for our social impact programs and collaborations with others. Based on our stakeholder engagement efforts, we also believe these areas are important to our customers, our partners, non-governmental organizations (NGOs) and investors.

## REPORTING YEAR

Starbucks fiscal year 2019 (October 1, 2018 through September 29, 2019), unless otherwise noted.

## CURRENCY

All references to currency are in U.S. dollars, unless otherwise noted.

## PREVIOUS REPORTS

Starbucks has produced an annual global social impact report since 2001. [Previous annual reports](#) are available on our website. We also submit performance and data to key industry-recognized reports such as the Dow Jones Sustainability Index and the Carbon Disclosure Project annual carbon emissions report.

## INFORMATION INTEGRITY

Starbucks management is responsible for the preparation and integrity of the information reported for fiscal 2019. Through a system of internal controls, including a comprehensive verification process involving internal subject matter experts, we believe this information accurately represents our global responsibility activities and performance results for the fiscal year. External verification over specified metrics is provided by Moss Adams LLP.

## FORWARD-LOOKING STATEMENTS

Our reporting on global responsibility for fiscal 2019 includes forward-looking statements about the company's business and its future business plans, initiatives, goals and objectives. These forward-looking statements are based on currently available operating, financial and competitive information and are subject to a number of significant risks and uncertainties. Actual future results may differ materially depending on a variety of factors including impact of COVID-19 on our business operations; regulatory measures or voluntary actions that may be put in place as a result of COVID-19, coffee, dairy and other raw material prices and availability; successful execution of the company's blueprint for growth and other strategies; cost reduction and other initiatives; and other risks detailed in the company's filings with the Securities and Exchange Commission, including the "Risk Factors" section of Starbucks Annual Report Form 10-K for the fiscal year ended September 29, 2019 and Starbucks Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2020. The company assumes no obligation to update any of these forward-looking statements.

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