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March 5, 2021

BY ELECTRONIC MAIL

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

**Re: General Dynamics Corporation – Shareholder Proposal Submitted
by Franciscan Sisters of Allegany, NY**

Ladies and Gentlemen:

By letter dated March 4, 2021 (the “*Request for Reconsideration*”), the Franciscan Sisters of Allegany, New York requested that the staff of the Division of Corporation Finance reconsider its January 8, 2021 concurrence (the “*Concurrence*”) that the Company may omit the Proposal from the Company’s 2021 Proxy Materials under Rule 14a-8(e)(2). The Proponent offers no new facts or meritorious arguments in support of its Request for Reconsideration. Accordingly, for the reasons already discussed in the Company’s letters to the staff dated December 8, 2020 and December 23, 2020 (the “*No-Action Request Letters*”), the Company believes that the Proponent’s challenge to the staff’s position is without merit and respectfully requests that the Request for Reconsideration be denied. In light of the impending filing and printing date for its proxy statement, the Company also requests expedited disposition of the Request for Reconsideration. Capitalized terms used in this letter and not otherwise defined have the meanings ascribed to them in the Company’s No-Action Request Letters.

The Request for Reconsideration raises no new substantive considerations that merit a reversal of the staff’s Concurrence. The Proponent recites the same factual background and arguments previously raised in its December 21, 2020 letter to the staff. Moreover, the Proponent erroneously – and for the first time – argues that the text of Rule 14a-8(f)(1) obligated the Company to provide the Proponent with the chance to “cure” its late submission of the Proposal. The Company categorically disagrees with this assertion, based on the plain text of the rule.

Furthermore, we note that the Proponent waited nearly two months from the date of the staff’s Concurrence to submit its Request for Reconsideration. During this intervening time, the Company has nearly finalized its proxy statement, which it intends to finalize no later than

March 18th and to begin printing soon thereafter in advance of a scheduled May 5, 2021 annual meeting date.

For the reasons noted above as well as in the Company's prior correspondence, we respectfully request that the staff decline to reconsider the Concurrence. If the staff has any questions or needs additional information, please feel free to contact me at (202) 637-6832 or by e-mail at alex.bahn@hoganlovells.com.

Sincerely,

A handwritten signature in black ink that reads "C. Alex Bahn". The signature is written in a cursive style with a large initial "C".

C. Alex Bahn

cc: Gregory S. Gallopoulos (General Dynamics Corporation)
Mary Beth Gallagher, Investor Advocates for Social Justice
Beth-ann Roth, RK InvestLaw
Sr. Chris Treichel, OSF, Franciscan Sisters of Allegany, NY

March 4, 2021

Via email: ShareholderProposals@SEC.gov

John Coates, Acting Director
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

Re: Request for Reconsideration of No-Action Relief Granted to General Dynamics to Exclude a Timely-Filed Proposal Submitted by the Franciscan Sisters of Allegany, NY

Dear Mr. Coates:

Investor Advocates for Social Justice and the Franciscan Sisters of Allegany, New York respectfully request reconsideration of the staff's January 8, 2021 concurrence with a no-action request made by General Dynamics (the "Company") in reliance on Rule 14a-8(e)(2). In a letter dated December 8, 2020, the Company advised Division staff that it intended to exclude from its proxy materials a shareholder proposal submitted by the Franciscan Sisters as not having been timely filed. However, the Company was erroneously referring to a later-received hard-copy version of a timely-delivered electronic proposal to declare that the submission had been late.

The Franciscan Sisters timely-filed their resolution via email on November 24, 2020, two days prior to the Thanksgiving Day deadline set forth in the General Dynamics 2020 proxy statement. Consistent with Rule 14a-8(e)(1), the Franciscan Sisters "submit[ted] their proposal[] by ... electronic means" so that they could "prove the date of delivery." A copy of the date- and time-stamped submission showing timely transmission was submitted with the proponent's response to the Company's no-action request. Accordingly, General Dynamics failed to meet its Rule 14a-8(g) burden of demonstrating that it is entitled to exclude the proposal.

There is no basis for the Company to claim that the later-received hard-copy version was somehow the "official" version by which the filing date should be determined. The staff has refused to concur in a company's no-action request when one of two submissions was received by the deadline date. See, *e.g.*, *Schering-Plough Corp.*, SEC Staff No-Action Letter, WL 328324 (Feb. 6, 2006) (paper copy received on the deadline rendered the timing of receipt of the subsequent electronic copy moot as to whether the submission was timely).

That the proxy statement provided a physical address for proponents who choose to file by paper cannot be read to mean that electronic filings are not acceptable. The proxy materials contained no statement affirmatively requiring only hard-copy filings. Moreover, Rule 14a-8(e)(1) identifies electronic means as valid for delivery, and companies routinely accept electronically-filed shareholder proposals.

General Dynamics acknowledged that it did not provide the Franciscan Sisters with the required Rule 14a-8(f)(1) notice of deficiency, deciding that their conclusory assessment of lateness automatically qualified them to forgo that requirement. That was *after* they had received the hard copy indicating that the proposal had also been submitted via email. The Company states that "the e-mail records of the identified recipient do not indicate that any e-mail from the Proponent submitting the Proposal was ever received." (No-Action Letter at 3.)

However, the Franciscan Sisters in their response to the no-action request provided the image showing that the email had been sent to the General Counsel/Secretary, Gregory Gallopoulos - at his correct email address - prior to the deadline date. To show that the address for Mr. Gallopoulos is correct, the Franciscan Sisters also produced earlier email correspondence addressed to both Mr. Gallopoulos and Howard Rubel, Vice President of Investor Relations, along with Mr. Rubel's response to "all," with Mr. Rubel using the identical email address for Mr. Gallopoulos as the Franciscan Sisters used to submit the shareholder proposal. As stated by Investor Advocates for Social Justice in its initial response to the Company, had the emailed proposal been rejected by the server, the sender would have received notice of that fact.

Once General Dynamics was on notice that there had been earlier email correspondence, at the very least it should have undertaken due diligence to attempt to locate the email. Had General Dynamics undertaken that review, presumably it would have stated as much in the no-action request letter. To the contrary, even though the Company states in its no-action request that the letter accompanying the hard-copy proposal had been dated prior to deadline, the Company treated the electronic submission in its no-action request as irrelevant.

Though the Company was on notice that there had been an earlier email submission, General Dynamics still chose to risk a violation of Rule 14a-8(f)(1) and did not provide the Franciscan Sisters with an opportunity to cure. A cure could have been accomplished by having the proponents provide proof of the timely submission. Instead, the Company ignored that fact and did not send a deficiency letter. Simply because late filing is used as an example in Rule 14a-8(f)(1) of a circumstance where a cure might not be possible does not mean that all submissions initially thought to be late are necessarily so.

The Franciscan Sisters' subsequent production of the image of the properly-addressed email having been submitted prior to the due date creates a presumption in their favor, even if General Dynamics cannot manage to find the email in its system. Once the Company saw that presentation, it should have withdrawn its no-action request. There was sufficient time then - and there is sufficient time now - to add the proposal to the proxy materials so that General Dynamics can comply with the shareholder proposal rules. Digital printing has radically changed the landscape for going to press.

While the addition of the proposal does not cause any identifiable harm to the Company, the Franciscan Sisters are left improperly disenfranchised if the proposal is not included. No-action concurrences do not bind the SEC or the courts and do not have the force of law or merit

deference,¹ so that the Franciscan Sisters can technically seek recourse in the courts. However, as a practical matter, that is an action that would be prohibitive for them. Moreover, the proponents have no interest in taking an adversarial stance. They are simply shareholders who want to engage with the Company.

In the spirit of engagement, last week Investor Advocates for Social Justice reached out directly to General Dynamics on behalf of the Franciscan Sisters with respect to the proposal, but the letter has gone unanswered. The letter advised the Company that substantially the same proposal has been included in peer company Northrup Grumman's proxy statement for the past two years, garnering 24-31% support from shareholders. Lockheed Martin is including a similar proposal at its upcoming annual meeting.

The level of support from Northrup Grumman's shareholders on this same issue - 24-31% - far exceeds the measure required to demonstrate materiality under the federal securities laws. As such, General Dynamics' refusal to disclose the information sought by the proposal - the failure of which is the reason there is a proposal being put forth at all - arguably constitutes a material omission, particularly since the Company is already on notice that the matter is of great importance to its shareholders.

* * *

In sum, having challenged the proposal solely on an improperly-invoked timing ground, it would be improper under Rule 14a-8 for General Dynamics to omit the proposal. Now that General Dynamics is on notice of the actual pre-deadline filing, it is foreclosed from asserting reliance on 14a-8(e)(2).

For the foregoing reasons we respectfully request that the staff reconsider the Company's no-action request and decline to concur.

Sincerely yours,



Beth-ann Roth

cc: Alex Bahn	alex.bahn@hoganlovells.com
Gregory Gallopoulos	ggallopoulos@generaldynamics.com
Neal Wheeler	nwheeler@generaldynamics.com
Mary Beth Gallagher	mbgallagher@iasj.org

¹ *New York City Employees' Retirement System (NYCERS) v. SEC*, 45 F.3d 7, 12 (2d Cir. 1995) (quoting Securities Act Release No. 5098 (Oct. 7, 1970), 35 Fed. Reg. 17,779 (1970)). "Staff review of ... shareholder proposals ... is quick and informal; any advice given in this process is nonbinding for all concerned." *Roosevelt v. Du Pont*, 958 F.2d 416, 423 (D.C. Cir. 1992), rehearing and rehearing *en banc* denied (March 25, 1992) (citing *Statement of Informal Procedures for the Rendering of Staff Advice with Respect to Shareholder Proposals*, Exchange Act Release No. 12,599, 41 Fed. Reg. 29,989, 29,991 (July 7, 1976)).