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BY EMAIL (shareholderproposals@sec.gov)

February 19, 2021

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

RE: AbbVie Inc. – 2021 Annual Meeting
Supplement to Letter dated December 23, 2020 Relating to
Shareholder Proposal of Kenneth Steiner

Ladies and Gentlemen:

We refer to our letter dated December 23, 2020 (the “No-Action Request”), submitted on behalf of our client, AbbVie Inc., a Delaware corporation (the “Company”), pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company’s view that the shareholder proposal and supporting statement (the “Proposal”) submitted by Kenneth Steiner (“Mr. Steiner”), with John Chevedden (“Mr. Chevedden”) and/or his designee authorized to act on Mr. Steiner’s behalf (Mr. Steiner and Mr. Chevedden are referred to collectively as the “Proponent”), may be excluded from the proxy materials to be distributed by the Company in connection with its 2021 annual meeting of stockholders (the “2021 proxy materials”).

In accordance with Rule 14a-8(j), a copy of this letter also is being sent to the Proponent.

The No-Action Request indicated the Company’s view that the Proposal may be excluded from the 2021 proxy materials because the Company’s Board of Directors (the

“Board”) was expected, at its meeting in February 2021, to consider amendments to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) and the Company’s Amended and Restated By-laws (the “Bylaws”) that would substantially implement the Proposal under Rule 14a-8(i)(10).

We submit this supplemental letter to notify the Staff that, at its meeting on February 18, 2021, the Board adopted resolutions (i) approving amendments to Article VIII and Article XI of the Certificate of Incorporation to eliminate the supermajority voting requirements (collectively, the “Charter Amendments”), declaring the Charter Amendments advisable and in the best interest of the Company and its stockholders, directing that the Charter Amendments be submitted to stockholders for adoption at the 2021 annual meeting and recommending that stockholders vote to adopt the Charter Amendments and (ii) approving, contingent upon the effectiveness of the Charter Amendments, an amendment to Article X of the Bylaws to eliminate the remaining supermajority voting requirement (the “Bylaw Amendment” and, together with the Charter Amendments, the “Proposed Amendments”). In the event that the Company’s stockholders approve the Charter Amendments at the 2021 annual meeting, any future stockholder-approved amendments to the Certificate of Incorporation would require the approval of a majority of the outstanding shares of common stock pursuant to Section 242 of the Delaware General Corporation Law (the “DGCL”) and any future stockholder-approved amendments to the Bylaws would require the approval of a majority of the outstanding shares of common stock.

The text of the Proposed Amendments, marked to show proposed revisions, are attached hereto as Exhibit A.

As discussed in the No-Action Request, Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. Applying the principles described in the No-Action Request, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of proposals, substantially similar to the Proposal, seeking to eliminate supermajority vote provisions where the board lacked unilateral authority to adopt the amendments, but substantially implemented the proposal by approving the proposed amendments and directing that they be submitted for shareholder approval at the next annual meeting. *See, e.g., Fortive Corp.* (Feb. 12, 2020)*; *Eli Lilly and Co.* (Jan. 31, 2020)*; *AbbVie Inc.* (Feb. 27, 2019); *PepsiCo, Inc.* (Feb. 14, 2019); *PPG Industries, Inc.* (Feb. 8, 2019); *Dover Corp.* (Feb. 6, 2019) (each permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting with an opportunity to approve amendments to the company’s charter that, if approved, would remove all supermajority voting requirements in the company’s governing documents).

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

In addition, as discussed in the No-Action Request, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of a proposal seeking to eliminate supermajority vote provisions where the amendments to the company's governing documents resulted in replacing each supermajority vote requirement with a majority of the outstanding shares vote requirement. *See, e.g., Fortive Corp.* (Feb. 12, 2020)*; *AbbVie Inc.* (Feb. 27, 2019); *AbbVie Inc.* (Feb. 16, 2018) (each permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company's certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL).

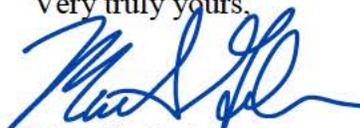
As in the letters referenced above and in the No-Action Request, the Proposed Amendments substantially implement the Proposal. Specifically, the Company's stockholders will be asked at the Company's 2021 annual meeting to vote to adopt the Charter Amendments that would, if approved, eliminate the only supermajority vote requirements in the Certificate of Incorporation. In addition, upon the effectiveness of the Charter Amendments, the Bylaw Amendment would become effective, eliminating the only supermajority vote requirement in the Bylaws. Accordingly, the Company has addressed the essential objective of the Proposal.

Accordingly, consistent with the letters cited above and in the No-Action Request, the Company believes that the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: John Chevedden

EXHIBIT A

(see attached)

Proposed Amendments to the Certificate of Incorporation

ARTICLE VIII AMENDMENTS TO BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the By-laws of the Corporation (the "By-laws") may be altered, amended or repealed, in whole or in part, and new By-laws may be adopted, (i) by the affirmative vote of shares representing a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any By law inconsistent with, Sections 2.2, 2.12, 3.2, 3.3, 3.10 or 3.11, Article VII or Article X of the By laws (in each case, as in effect on the date hereof), or the alteration, amendment or repeal of, or the adoption of any provision inconsistent with this sentence, may only be made by the affirmative vote of shares representing not less than eighty percent (80%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors; and provided further, however, that in the case of any such stockholder action at a meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be contained in the notice of such meeting, or (ii) by action of the Board of Directors of the Corporation; provided, however, that the case of any such action at a meeting of the Board of Directors, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be given not less than two days prior to the meeting.

* * *

ARTICLE XI AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware as they presently exist or may hereafter be amended, subject to any limitations contained elsewhere in this Amended and Restated Certificate of Incorporation, the Corporation may from time to time adopt, amend or repeal any provisions of this Amended and Restated Certificate of Incorporation; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any provision inconsistent with, Article VI and Article VII of this Amended and Restated Certificate of Incorporation (in each case, as in effect on the date hereof), or the alteration, amendment or repeal of, or the adoption of any

~~provision inconsistent with this sentence, may only be made by the affirmative vote of shares representing not less than eighty percent (80%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.~~

Proposed Amendment to the Bylaws

ARTICLE X AMENDMENTS

Section 10.1 Amendments. These By-laws may be altered, amended or repealed, in whole or in part, and new By-laws may be adopted (i) by the affirmative vote of the shares representing a majority of the votes entitled to be cast by the Voting Stock; provided, however, that any proposed alteration, amendment or repeal of, or the adoption of any By-law inconsistent with, Section 2.2, 2.12, 3.2, 3.3, 3.10 or 3.11, Article VII or this Article X of these By laws (in each case, as in effect on the date hereof), by the stockholders shall require the affirmative vote of shares representing not less than eighty percent (80%) of the votes entitled to be cast by the Voting Stock; and provided further, however, that in the case of any such stockholder action at a meeting of stockholders, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be contained in the notice of such meeting, or (ii) by action of the Board of Directors of the Corporation; provided, however, that the case of any such action at a meeting of the Board of Directors, notice of the proposed alteration, amendment, repeal or adoption of the new By-law or By-laws must be given not less than two days prior to the meeting. ~~The provisions of this Section 10.1 are subject to any provisions requiring a greater vote that are set forth in the Certificate of Incorporation.~~

JOHN CHEVEDDEN

February 9, 2021

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

2 Rule 14a-8 Proposal
AbbVie Inc (ABBV)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 23, 2020 no-action request which is an abuse of the no action process.

This proposal topic as a management proposal has failed 3-years in row. Attached is the management proposal as it appeared in the 2020 annual meeting proxy. Management gave indifferent support to this topic as is clear from this one page. Management withheld from shareholders that 3-years in a row shareholders cast 99% of the yes and no votes in support of this proposal topic.

Management has abdicated its responsibility and now management leaves it up to shareholders to spend their own money to inform other shareholders of this outstanding support in spite of the management malaise. Meanwhile management spends lavishly on no action requests at shareholder expense. The chair of the governance committee may not deserve to be reelected.

At minimum the Staff could ask management informally to withdraw this no action request in the interest of shareholder justice.

The cost of this no action request could have paid for a dozen management special solicitations on this proposal topic.

Management is forcing shareholders to pay for this no action request that in itself exceeds the cost of publishing the rule 14a-8 proposal.

The proposal topic won the record the shattering support of 99% of the AbbVie shareholder votes cast 3 years in a row – in 2018, 2019 and 2020.

Management only gave its disinterested support to its 2018, 2019 and 2020 proposals on this same topic yet shareholders responded enthusiastically with 99% support each time.

If management published this proposal in the 2021 annual meeting proxy, management would have more of an incentive to obtain the required support for a binding proposal on this topic.

Management is asking the regulator to be its partner in opposing the voice of its shareholders and let this proposal topic languish.

And the failure of management to respond favorably to this proposal topic is blocking the adoption of other widely supported corporate governance reforms needed at the company:

- Annual election of each director
- Shareholder right to call a special meeting
- Shareholder right to act by written consent.

A company cannot make a viable claim that it is responding favorably to a rule 14a-8 proposal when it only proposes a lockstep response that mirrors its path to 3 prior failed votes. Management did not even offer an informal opinion from a proxy solicitor on lessons learned from 3 failures

Rule 14a-8 was not intended to be a process to send widely supported shareholder proposal topics to the graveyard.

Sincerely,

A handwritten signature in black ink, appearing to read "John Chevedden", written over a horizontal line.

John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>

MANAGEMENT PROPOSAL TO ELIMINATE SUPERMAJORITY VOTING (ITEM 4)

Currently, AbbVie's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") provides that certain amendments to the Certificate of Incorporation or AbbVie's Amended and Restated By-Laws (the "By-Laws") require the affirmative vote of shares representing no less than 80 percent of AbbVie's outstanding shares of stock entitled to vote generally in the election of directors. We refer to these provisions listed below as the "Supermajority Voting Requirement."

Specifically, Article VIII of the Certificate of Incorporation provides that any stockholder-approved alteration, amendment, or repeal of any of the By-Law provisions listed below, or the adoption of any stockholder-approved By-Law provision inconsistent with those By-Law provisions, must be approved pursuant to the Supermajority Voting Requirement. The By-Law provisions covered by the Supermajority Voting Requirement are in regards to:

- special meetings of stockholders and written consents by stockholders (Article II, Sections 2.2 and 2.12, respectively);
- board size and tenure, classes of directors, board vacancies, and director removal (Article III, Sections 3.2, 3.3, 3.10 and 3.11, respectively);
- indemnification of directors and officers (Article VII); and
- amendments to the By-Laws (Article X).

Article XI of the Certificate of Incorporation provides that any alteration, amendment, or repeal of any of the provisions of the Certificate of Incorporation listed below, or the adoption of any provision inconsistent with those provisions, must be approved pursuant to the Supermajority Voting Requirement. The provisions covered by the Supermajority Voting Requirement are in regards to:

- board size, classes of directors, board vacancies, and director removal (Article VI, Sections 1, 2, 3 and 4, respectively); and
- written consents by stockholders and special meetings of stockholders (Article VII, Sections 1 and 2, respectively).

After reviewing the advantages and disadvantages of the Supermajority Voting Requirement at this time, the board approved, and recommends that stockholders approve, the amendment and restatement of Articles VIII and XI of the Certificate of Incorporation to remove the Supermajority Voting Requirement contained therein. If approved, future stockholder-approved amendments to the By-Law and Certificate of Incorporation provisions listed above will not be subject to the Supermajority Voting Requirement and will instead require the affirmative vote of a majority of AbbVie's outstanding shares of stock entitled to vote generally in the election of directors.

The proposed Certificate of Amendment to the Certificate of Incorporation is attached to this proxy statement as **Appendix A**, which the company would file promptly following the 2020 Annual Meeting if our stockholders approve the amendment. The affirmative vote of the holders of 80 percent of the outstanding shares of stock entitled to vote generally in the election of directors on the Record Date is required to approve this proposal pursuant to the Certificate of Incorporation. The board has approved certain conforming changes to the company's By-Laws, contingent on the effectiveness of the proposed amendment to the Certificate of Incorporation.

The board of directors recommends that you vote FOR the management proposal to amend and restate the Certificate of Incorporation to eliminate supermajority voting.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ABBV	New York Stock Exchange Chicago Stock Exchange

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

AbbVie Inc. ("AbbVie") held its Annual Meeting of Stockholders on May 8, 2020. The following is a summary of the matters voted on at that meeting.

(1) The stockholders elected AbbVie's Class II Directors with terms expiring in 2023, as follows:

Name	For	Against	Broker Non-Votes
Robert J. Alpern	1,020,123,196	22,223,090	251,100,201
Edward M. Liddy	1,023,302,016	19,044,270	251,100,201
Melody B. Meyer	1,035,823,592	6,522,694	251,100,201
Frederick H. Waddell	1,034,247,294	8,098,992	251,100,201

(2) The stockholders ratified the appointment of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2020, as follows:

For	Against	Abstain
1,283,070,625	8,155,121	2,220,741

(3) The stockholders approved, on an advisory basis, the compensation of AbbVie's named executive officers listed in the proxy statement for the 2020 annual meeting, as follows:

For	Against	Abstain	Broker Non-Votes
979,032,010	58,236,949	5,077,327	251,100,201

(4) The stockholders did not approve the management proposal regarding amendment of the certificate of incorporation to eliminate supermajority voting, as follows:

For	Against	Abstain	Broker Non-Votes
1,027,560,236	11,052,301	3,733,749	251,100,201

(5) The stockholders did not approve a stockholder proposal to issue a lobbying report, as follows:

For	Against	Abstain	Broker Non-Votes
305,759,857	722,755,468	13,830,961	251,100,201

(6) The stockholders did not approve a stockholder proposal to adopt a policy to require an independent chair, as follows:

For	Against	Abstain	Broker Non-Votes
287,051,093	749,233,839	6,061,354	251,100,201

(7) The stockholders did not approve a stockholder proposal to issue an annual Compensation Committee report on drug pricing, as follows:

For	Against	Abstain	Broker Non-Votes
249,382,082	773,211,511	19,752,693	251,100,201

SIGNATURE

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

ABBVIE INC.

Date: May 12, 2020

By: /s/ Laura J. Schumacher
 Laura J. Schumacher
 Vice Chairman, President & Chief Executive Officer and Chairman of the Board

JOHN CHEVEDDEN

January 6, 2021

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

1 Rule 14a-8 Proposal
AbbVie Inc (ABBV)
Simple Majority Vote
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the December 23, 2020 no-action request which is an abuse of the no action process.

Management is forcing shareholders to pay for this no action request that in itself exceeds the cost of publishing the rule 14a-8 proposal. This proposal topic has overwhelming support of AbbVie shareholders.

The proposal topic won the record the shattering support of 99% of the AbbVie shareholder votes cast 3 years in a row – in 2018, 2019 and 2020.

Management only gave its disinterested support to its 2018, 2019 and 2020 proposals on this same topic yet shareholders responded enthusiastically with 99% support each time.

If management published this proposal in the 2021 annual meeting proxy, management would have more of an incentive to make sure that a binding proposal on this topic was approved.

Management is asking the regulator to be its partner in opposing the voice of its shareholders and let this proposal topic languish.

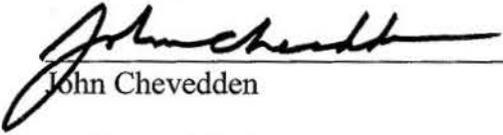
And the failure of management to respond favorably to this proposal topic is blocking the adoption of other widely supported corporate governance reforms needed at the company:

- Annual election of each director
- Shareholder right to call a special meeting
- Shareholder right to act by written consent.

A company cannot make a viable claim that it is responding favorably to a rule 14a-8 proposal when it only proposes a lockstep response that mirrors its path to 3 prior failed votes.

Rule 14a-8 was not intended to be a process to send widely supported shareholder proposal topics to the graveyard.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Laura J. Schumacher <Laura.Schumacher@abbvie.com>

[ABBV: Rule 14a-8 Proposal, November 11, 2020 | Revised November 24, 2020]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

Currently a 2%-minority can frustrate the will of our 79%-shareholder majority in an election in which 81% of shares cast ballots. In other words a 2%-minority could have the power to prevent 79% of shareholders from improving shareholder rights at AbbVie.

The proposal won the record shattering support of 99% of AbbVie shareholder votes cast 3-times – in 2018, 2019 and 2020.

Apparently Edward Rapp, Chairman of the Governance Committee, and Laura Schumacher, Corporate Secretary, could not care less whether this proposal topic received the necessary 80%-vote from all shares outstanding. There was no special effort to remind shareholders that every last vote mattered.

If the topic of the failed 2018, 2019 and 2020 management proposals on this topic was executive pay, and if it was in danger of not getting approved by a narrow margin, one can imagine that a lot more effort would have been made to put the proposal over the top.

Meanwhile Edward Liddy at age 74 was still on our Board in 2020 after leaving the Boeing Board following two 100% fatality crashes of factory fresh Boeing 737 MAX airliners which in turn grounded the entire worldwide fleet of 400 factory fresh Boeing 737 MAX airliners for 20-months.

Please vote yes:

Simple Majority Vote – Proposal 4

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

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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BY EMAIL (shareholderproposals@sec.gov)

December 23, 2020

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

RE: AbbVie Inc. – 2021 Annual Meeting
Omission of Shareholder Proposal of Kenneth Steiner

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, AbbVie Inc., a Delaware corporation (the “Company”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Kenneth Steiner (“Mr. Steiner”), with John Chevedden (“Mr. Chevedden”) and/or his designee authorized to act on Mr. Steiner’s behalf (Mr. Steiner and Mr. Chevedden are referred to collectively as the “Proponent”), from the proxy materials to be distributed by the Company in connection with its 2021 annual meeting of stockholders (the “2021 proxy materials”).

In accordance with Section C of 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 2021 proxy materials.

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 proponents elect 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 Company.

I. The Proposal

The text of the resolution contained in the Proposal is copied below:

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the 2021 proxy materials pursuant to Rule 14a-8(i)(10) upon confirmation that the Company's Board of Directors (the "Board") has approved the resolutions, described below, approving and submitting for stockholder approval at the 2021 annual meeting of stockholders the Charter Amendments (as defined below) and approving, contingent upon effectiveness of the Charter Amendments, the Bylaw Amendment (as defined below) that, collectively, will substantially implement the Proposal.

III. Background

A. The Proposal

The Company received the initial version of the Proposal, via email, on November 11, 2020, accompanied by a cover letter from Mr. Steiner, dated October 14, 2020. On November 18, 2020, the Company sent a letter to Mr. Chevedden, via email, requesting that he provide a written statement from the record owner of Mr. Steiner's shares verifying that Mr. Steiner had beneficially owned the requisite number of shares of Company common stock continuously for at least one year as of the date of

submission of the Proposal (the “Deficiency Letter”). On November 20, 2020, via email, the Company received a copy of a letter from TD Ameritrade (the “Broker Letter”) verifying Mr. Steiner’s stock ownership. On November 24, 2020, via email, the Company received a revised version of the Proposal accompanied by a cover letter from the Proponent. Copies of the initial Proposal, the revised Proposal, the Deficiency Letter, the Broker Letter and related correspondence are attached hereto as Exhibit A.

B. The Anticipated Charter Amendments and Bylaw Amendment

The Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) contains two provisions calling for a supermajority vote of stockholders, and the Company’s Amended and Restated By-laws (the “Bylaws”) contain one such provision.

Article VIII of the Certificate of Incorporation currently provides that any proposed alteration, amendment or repeal of certain enumerated Bylaw provisions, or the adoption of any Bylaw provision inconsistent with those enumerated Bylaw provisions, must be approved by the affirmative vote of shares representing not less than 80% of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors (the “Charter Bylaw Amendment Provision”). Article X of the Bylaws currently has a parallel requirement (the “Bylaws Bylaw Amendment Provision”).

Article XI of the Certificate of Incorporation currently provides that any proposed alteration, amendment or repeal of certain enumerated Certificate of Incorporation provisions, or the adoption of any Certificate of Incorporation provision inconsistent with those enumerated Certificate of Incorporation provisions, must be approved by the affirmative vote of shares representing not less than 80% of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors (the “Charter Amendment Provision”).

Based upon discussion by the Board at a Board meeting in December 2020, the Board is expected, at a Board meeting in February 2021 (the “February Board Meeting”), to consider resolutions (i) approving amendments to the Certificate of Incorporation to eliminate the Charter Bylaw Amendment Provision and to eliminate and replace the Charter Amendment Provision (collectively, the “Charter Amendments”), declaring the Charter Amendments advisable and in the best interest of the Company and its stockholders, directing that the Charter Amendments be submitted to stockholders for adoption at the 2021 annual meeting and recommending that stockholders vote to adopt the Charter Amendments and (ii) approving, contingent upon the effectiveness of the Charter Amendments, an amendment to the Bylaws to eliminate the Bylaws Bylaw Amendment Provision (the “Bylaw Amendment”). In the event that the Board adopts the resolutions described above, and the stockholders at the 2021 annual meeting approve the Charter Amendments, any future amendments to the

Certificate of Incorporation would require the approval of a majority of the outstanding shares of common stock pursuant to Section 242 of the Delaware General Corporation Law (the “DGCL”) and any future amendments to the Bylaws would require the approval of a majority of the outstanding shares of common stock. The text of the Charter Amendments and the Bylaw Amendment, marked to show proposed revisions, will be included in the supplemental letter, as described below, notifying the Staff of the Board’s action on this matter shortly after the February Board Meeting.

C. Additional Background

We note that the Staff has twice before concurred with the Company’s exclusion under Rule 14a-8(i)(10) of a proposal substantially similar to the Proposal when the Board adopted resolutions approving identical amendments to the Company’s Certificate of Incorporation and Bylaws, declared such amendments to the Certificate of Incorporation advisable and in the best interest of the Company and its stockholders, directed that such amendments to the Certificate of Incorporation be submitted to stockholders for adoption at the upcoming annual meeting and recommended that stockholders vote to adopt these amendments to the Certificate of Incorporation. *AbbVie Inc.* (Feb. 27, 2019) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the Company planned to provide stockholders at the next annual meeting “with an opportunity to approve amendments to its certificate of incorporation which, if approved, will eliminate the supermajority voting provisions in the Company’s governing documents”); *AbbVie Inc.* (Feb. 16, 2018) (same). In each case, the amendments were submitted for adoption by the stockholders and failed to achieve the requisite level of stockholder support.

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

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”) and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. *See* 1983 Release.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal under Rule 14a-8(i)(10) when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of

the proposal. *See, e.g., Devon Energy Corp.* (Apr. 1, 2020)*; *Johnson & Johnson* (Jan. 31, 2020)*; *Pfizer Inc.* (Jan. 31, 2020)*; *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont'l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder System, Inc.* (Feb. 11, 2015); *Wal-Mart Stores, Inc.* (Mar. 27, 2014).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objective of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. In *Wal-Mart Stores, Inc.* (Mar. 30, 2010), for example, the proposal requested that the company adopt six principles for national and international action to stop global warming. The company argued that its Global Sustainability Report, available on the company's website, substantially implemented the proposal. Although the report referred to by the company set forth only four principles that covered most, but not all, of the issues raised by the proposal, the Staff concluded that the company had substantially implemented the proposal. *See, e.g., Masco Corp.* (Mar. 29, 1999) (permitting exclusion on substantial implementation grounds where the company adopted a version of the proposal with slight modifications and clarification as to one of its terms); *see also The Wendy's Co.* (Apr. 10, 2019) (permitting exclusion on substantial implementation grounds of a proposal requesting a report assessing human rights risks of the company's operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics and a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *Oshkosh Corp.* (Nov. 4, 2016) (permitting exclusion on substantial implementation grounds of a proposal requesting six changes to the company's proxy access bylaw, where the company amended its proxy access bylaw to implement three of six requested changes); *MGM Resorts International* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exelon Corp.* (Feb. 26, 2010) (permitting exclusion on substantial implementation grounds of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and non-monetary political contributions where the company had adopted corporate political contributions guidelines).

The text of the Proposal makes clear that the Proposal's essential objective is to remove the supermajority vote requirements contained in the Certificate of Incorporation and the Bylaws. Applying the principles described above, the Staff has

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

consistently permitted exclusion under Rule 14a-8(i)(10) of proposals, substantially similar to the Proposal, seeking to eliminate supermajority vote provisions where the board lacked unilateral authority to adopt the amendments (which is the case here with respect to the Certificate of Incorporation and, indirectly, with respect to the Bylaws so that the Bylaws do not conflict with the Certificate of Incorporation), but substantially implemented the proposal by approving the proposed amendments and directing that they be submitted for shareholder approval at the next annual meeting. *See, e.g., Fortive Corp.* (Feb. 12, 2020)* (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company’s board of directors approved amendments to the company’s certificate of incorporation eliminating the supermajority voting provisions and planned to submit the amendments to shareholders for approval at the company’s next annual meeting); *Eli Lilly and Co.* (Jan. 31, 2020)* (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company’s board of directors approved amendments to the company’s certificate of incorporation eliminating the supermajority voting provisions and planned to submit the amendments to shareholders for approval at the company’s next annual meeting); *AbbVie Inc.* (Feb. 27, 2019) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the Company planned to provide stockholders at the next annual meeting “with an opportunity to approve amendments to its certificate of incorporation which, if approved, will eliminate the supermajority voting provisions in the Company’s governing documents”); *PepsiCo, Inc.* (Feb. 14, 2019) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, which, if approved, will eliminate the supermajority voting provisions in the [company’s] certificate of incorporation”); *PPG Industries, Inc.* (Feb. 8, 2019) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation and bylaws, which, if approved, will eliminate the supermajority voting provisions in the [company’s] governing documents”); *AbbVie Inc.* (Feb. 16, 2018) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the Company planned to provide stockholders at the next annual meeting “with an opportunity to approve amendments to its certificate of incorporation that, if approved, will remove all supermajority voting requirements in the Company’s certificate of incorporation and bylaws”); *Dover Corp.* (Dec. 15, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, which, if approved, will eliminate the only two supermajority voting provisions in [the company’s] governing documents”); *QUALCOMM Inc.* (Dec. 8, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation that, if approved, will remove all supermajority voting requirements in the [company’s] certificate of incorporation and bylaws”); *Korn/Ferry*

International (July 6, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the company planned to provide shareholders at the next annual meeting “with an opportunity to approve amendments to [the company’s] certificate of incorporation, approval of which will result in the replacement of each of the supermajority voting requirements in the certificate of incorporation and bylaws that are applicable to [the company’s] common stock with a majority vote standard”).

In addition, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) of a proposal seeking to eliminate supermajority vote provisions where the amendments to the company’s governing documents resulted in replacing each supermajority vote requirement with a majority of the outstanding shares vote requirement. *See, e.g., Fortive Corp.* (Feb. 12, 2020)* (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in a majority of the outstanding shares vote requirement); *AbbVie Inc.* (Feb. 27, 2019) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the Company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL); *AbbVie Inc.* (Feb. 16, 2018) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the Company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL); *Dover Corp.* (Dec. 15, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation would result in a majority of the outstanding shares of common stock vote requirement pursuant to the DGCL); *QUALCOMM Inc.* (Dec. 8, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendments to the company’s certificate of incorporation and bylaws would result in a majority of the outstanding shares vote requirement pursuant to the DGCL); *Korn/Ferry International* (July 6, 2017) (permitting exclusion of a proposal under Rule 14a-8(i)(10) where the amendment to the company’s certificate of incorporation would require a majority vote of the voting power of the outstanding shares).

As in the foregoing letters, the anticipated Charter Amendments and Bylaw Amendment substantially implement the Proposal. Specifically, in the event that the Board adopts the resolutions described above, the Company’s stockholders will be asked at the Company’s 2021 annual meeting to vote to adopt the Charter Amendments that would, if approved, eliminate the only supermajority vote requirements in the Certificate of Incorporation and, upon the effectiveness of the Charter Amendments, the Bylaw Amendment would become effective, eliminating the only supermajority vote requirement in the Bylaws. As a result, in the event the Board adopts the resolutions described above, the Company will have addressed the essential objective of the Proposal.

We submit this no-action request now to address the timing requirements of Rule 14a-8(j). We will submit a supplemental letter notifying the Staff of the Board's action on this matter, which will include a copy of the amendments approved by the Board, shortly after the February Board Meeting. The Staff consistently has permitted exclusion under Rule 14a-8(i)(10) where a company has notified the Staff that it intends to recommend that its board of directors take certain action that will substantially implement the proposal and then supplements its request for no-action relief by notifying the Staff after that action has been taken by the board of directors. *See, e.g., Fortive Corp.* (Feb. 12, 2020)*; *AbbVie Inc.* (Feb. 27, 2019); *AbbVie Inc.* (Feb. 16, 2018); *The Southern Co.* (Feb. 24, 2017); *Visa Inc.* (Nov. 14, 2014); *Hewlett-Packard Co.* (Dec. 19, 2013); *Starbucks Corp.* (Nov. 27, 2012) (each permitting exclusion of a proposal under Rule 14a-8(i)(10) where the board of directors was expected to take action that would substantially implement the proposal, and the company supplementally notified the Staff of the board action).

Accordingly, the Company believes that once the Board takes the actions described above, the Proposal will have been substantially implemented and may be excluded under Rule 14a-8(i)(10).

V. Conclusion

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: Laura J. Schumacher
Vice Chairman, External Affairs and Chief Legal Officer
AbbVie Inc.

John Chevedden

EXHIBIT A

(see attached)

Kenneth Steiner

Ms. Laura J. Schumacher
Corporate Secretary
AbbVie Inc (ABBV)
1 North Waukegan Road
North Chicago, IL 60064
PH: 847-932-7900

Dear Ms. Schumacher,

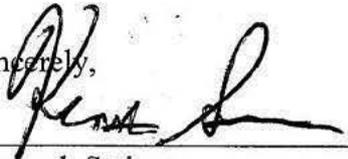
I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to

Sincerely,



Kenneth Steiner

10-14-20

Date

cc: Jennifer M. Lagunas <jennifer.lagunas@abbvie.com>
Assistant Secretary
"Bratzke, Michelle L" <michelle.bratzke@abbvie.com>
"Alexander, Emily A" <emily.alexander@abbvie.com>

[ABBV: Rule 14a-8 Proposal, November 11, 2020]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

Currently a 2%-minority can frustrate the will of our 79%-shareholder majority in an election in which 81% of shares cast ballots. In other words a 2%-minority could have the power to prevent 79% of shareholders from improving shareholder rights at AbbVie.

The proposal won the record shattering support of 99% of AbbVie shareholder votes cast 3-times – in 2018, 2019 and 2020.

Apparently Edward Rapp, Chairman of the Governance Committee and Laura Schumacher, Corporate Secretary could not care less whether this proposal topic received the necessary 80% of all shares outstanding. There was no special effort to remind shareholders that every last vote mattered. If the topic of the failed management 2018, 2019 and 2020 proposals on this topic was executive pay, and it was in danger of not getting approval, one can imagine that a lot more effort would be made to put the proposal over the top.

Meanwhile Edward Liddy at age 74 was still on our Board in 2020 after leaving the Boeing Board following two 100% fatality crashes of factory fresh Boeing 737 MAX airliners which in turn grounded the entire worldwide fleet of 400 factory fresh Boeing 737 MAX airliners for 20-months.

Please vote yes:

Simple Majority Vote – Proposal 4

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

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email



November 18, 2020

VIA EMAIL

Mr. John Chevedden

Re: Shareholder Proposal for the AbbVie Inc. 2021 Annual Meeting

Dear Mr. Chevedden:

On November 11, 2020, AbbVie Inc. (“AbbVie”) received a letter from Kenneth Steiner (the “proponent”) purporting to submit a shareholder proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for consideration at AbbVie’s 2021 Annual Meeting of Shareholders.

Rule 14a-8(b) under the Exchange Act provides that a shareholder is eligible to submit a proposal if it meets certain ownership criteria. Specifically, the proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of the company’s shares entitled to vote on the proposal for at least one year preceding and including November 11, 2020, the date the proposal was submitted.

AbbVie’s stock records do not indicate that the proponent is a record owner of a sufficient number of shares to satisfy the ownership requirement. Accordingly, please provide a written statement from the record holder of the proponent’s shares (usually a bank or broker) and a participant in the Depository Trust Company (DTC) verifying that, at the time the proposal was submitted, which was November 11, 2020, the proponent had beneficially held the requisite number of shares of AbbVie common stock continuously for at least one year preceding and including November 11, 2020.

Sufficient proof may be in the form of a written statement from the record holder of the proponent’s shares (usually a broker or bank) and a participant in the Depository Trust Company (DTC) verifying that, at the time the proposal was submitted, the proponent continuously held the requisite number of shares for at least one year.

Emily A. Weith
Division Counsel,
Governance

AbbVie Inc.
1 North Waukegan Rd
North Chicago, IL 60064
(847) 935-9142
emily.weith@abbvie.com



If the broker or bank holding the proponent's shares is not a DTC participant, the proponent also will need to obtain proof of ownership from the DTC participant through which the shares are held. You should be able to find out who this DTC participant is by asking the proponent's broker or bank. If the DTC participant knows the proponent's broker or bank's holdings, but does not know the proponent's holdings, the proponent can satisfy Rule 14a-8 by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of shares were continuously held for at least one year – one from the proponent's broker or bank confirming the proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

The Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") issued Staff Legal Bulletin 14I on November 1, 2017 ("SLB 14I"). Among other things, SLB 14I provides guidance to assist companies in evaluating whether the eligibility requirements of Rule 14a-8(b) have been satisfied when a shareholder submits a proposal through a proxy or agent. Pursuant to SLB 14I, the Staff expects the documentation describing the shareholder's delegation of authority to:

- "identify the shareholder-proponent and the person selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder."

The shareholder-proponent's letter does not satisfy the guidance contained in SLB 14I in that it fails to identify the specific proposal to be submitted. Accordingly, please submit documentation evidencing the proponent's delegation of authority consistent with SLB 14I. For your reference, please find enclosed a copy of Rule 14a-8 and a copy of SLB 14I.

The rules of the SEC require that a response to this letter, correcting all deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter.

Once we receive any response, we will be in a position to determine whether the proposal is eligible for inclusion in the proxy materials for our 2021 Annual Meeting of Shareholders. We reserve the right to seek relief from the SEC as appropriate.

Sincerely,

A handwritten signature in blue ink that reads "Emily A. Weith".

Emily A. Weith



11/19/2020

Kenneth Steiner

Re: Account ending *** in TD Ameritrade Clearing Inc DTC# 0188

Dear Kenneth Steiner,

As you requested this letter confirms that as of the date of this letter you have continuously held no less than 500 shares of each of the following stocks in the above reference account since August 17, 2019:

Bunge Limited (BG)
Citigroup Inc. (C)
Verizon Communications Inc. (VZ)
Colgate-Palmolive Company (CL)
AbbVie Inc. (ABBV)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Gabriel Elliott
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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Kenneth Steiner

Ms. Laura J. Schumacher
Corporate Secretary
AbbVie Inc (ABBV)
1 North Waukegan Road
North Chicago, IL 60064
PH: 847-932-7900

REVISED 24 NOV 2020

Dear Ms. Schumacher,

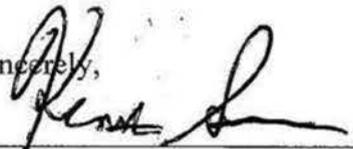
I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

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Sincerely,



Kenneth Steiner

10-14-20

Date

cc: Jennifer M. Lagunas <jennifer.lagunas@abbvie.com>
Assistant Secretary
"Bratzke, Michelle L" <michelle.bratzke@abbvie.com>
"Alexander, Emily A" <emily.alexander@abbvie.com>

[ABBV: Rule 14a-8 Proposal, November 11, 2020 | Revised November 24, 2020]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

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If the topic of the failed 2018, 2019 and 2020 management proposals on this topic was executive pay, and if it was in danger of not getting approved by a narrow margin, one can imagine that a lot more effort would have been made to put the proposal over the top.

Meanwhile Edward Liddy at age 74 was still on our Board in 2020 after leaving the Boeing Board following two 100% fatality crashes of factory fresh Boeing 737 MAX airliners which in turn grounded the entire worldwide fleet of 400 factory fresh Boeing 737 MAX airliners for 20-months.

Please vote yes:

Simple Majority Vote – Proposal 4

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

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email