



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 19, 2022

Frances Mi
Paul, Weiss, Rifkind, Wharton & Garrison LLP

Re: Etsy, Inc. (the "Company")
Incoming letter dated January 31, 2022

Dear Ms. Mi:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the California Public Employees' Retirement System for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Simiso Nzima
CalPERS

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January 31, 2022

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ALLAN J. ARFFA
JONATHAN H. ASHTOR
ROBERT A. ATKINS
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ELIZABETH R. MCCOLM
JEAN M. MCLOUGHLIN
ALVARO MEMBRILLERA
MARK F. MENDELSON
CLAUDINE MEREDITH-GOUJON
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RAPHAEL M. RUSSO
ELIZABETH M. SACKSTEDER
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PAUL L. SANDLER
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ROBERT B. SCHUMER
JOHN M. SCOTT
BRIAN SCRIVANI
KYLE T. SEIFRIED
KANNON K. SHANMUGAM*
SUHAN SHIM
CULLEN L. SINCLAIR
AUDRA J. SOLOWAY
SCOTT M. SONTAG
SARAH STASNY
ERIC ALAN STONE
AIDAN SYNNOTT
BRETTE TANNENBAUM
RICHARD C. TARLOWE
DAVID TARR
MONICA K. THURMOND
DANIEL J. TOAL
LAURA C. TURANO
CONRAD VAN LOGGERENBERG
KRISHNA VEERARAGHAVAN
JEREMY M. VEIT
LIZA M. VELAZQUEZ
MICHAEL VOGEL
RAMY J. WAHBEH
JOHN WEBER
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
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LINDSEY L. WIERSMA
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AUSTIN WITT
MARK B. WLAZLO
ADAM WOLLSTEIN
JULIA TARVER MASON WOOD
JENNIFER H. WU
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEYA A. ZACCONE
TAURIE M. ZEITZER
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

VIA EMAIL (shareholderproposals@sec.gov)

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

Re: **Etsy, Inc.**
Stockholder Proposal of California Public Employees' Retirement System

Ladies and Gentlemen:

We are writing on behalf of our client, Etsy, Inc., a Delaware corporation ("Etsy" or 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 from the proxy materials to be distributed by the

Company in connection with its 2022 annual meeting of stockholders (the “Proxy Materials”), the stockholder proposal (the “Proposal”) and supporting statement (the “Supporting Statement”) submitted by the California Public Employees’ Retirement System (“CalPERS” or the “Proponent”), by a letter dated December 20, 2021, and received by the Company on December 22, 2021.

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 exclude the Proposal from the Proxy Materials. Pursuant to Rule 14a-8(j), this letter is being filed with the Commission no later than 80 calendar days before the date that the Company intends to file its definitive Proxy Statement with the Commission.

Rule 14a-8(k) of the Exchange Act and Section E of SLB 14D provide that a stockholder proponent is required to send companies a copy of any correspondence that the stockholder 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.

I. The Proposal

The Proposal and the Supporting Statement are attached hereto as Exhibit A. The Proposal states:

RESOLVED: Shareholders of Etsy, Inc. (“Company”) ask the board of directors (“Board”) to adopt, and present for shareholder approval, a “proxy access” bylaw. Such a bylaw shall require Company to include in its proxy materials prepared for a shareholder meeting at which directors are to be elected, the name, the Disclosure and the Statement (each as defined herein) of any person nominated for election to the board by a shareholder or group (“Nominator”) that meets the criteria established below. Company shall allow shareholders to vote on such nominee on Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed the larger of 2 or one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that Nominator must:

- a) have beneficially owned 3% or more of Company's outstanding common stock continuously for at least three years before submitting the nomination;
- b) give Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) Nominator, including proof it owns the required shares (the "Disclosure"); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of Nominator's communications with Company shareholders, including the Disclosure and the Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than Company's proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at Company.

Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and the Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in our view that the Proposal and the Supporting Statement may properly be excluded from the Proxy Materials pursuant to Rule 14a-8(e)(2) of the Exchange Act on the basis that the Proposal was received by the Company at its principal executive offices after the deadline for submitting stockholder proposals for inclusion in the Proxy Materials.

III. Background

On April 20, 2021, the Company filed with the Commission, and commenced distribution to its stockholders of, a definitive proxy statement (the "2021 Proxy Statement") and form of proxy for its 2021 annual meeting of stockholders. As required by Rule 14a-5(e) of the Exchange Act, the Company included in its 2021 Proxy Statement the deadline for receiving stockholder proposals submitted for inclusion in the Company's proxy materials for the Company's next annual meeting, calculated in the manner prescribed by Rule 14a-8(e) of the Exchange Act and Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14"). Specifically, the following disclosure appeared on page 76

of the 2021 Proxy Statement, attached hereto as Exhibit B, informing stockholders of the deadline:

Stockholder Proposals

Stockholders who would like to have a proposal considered for inclusion in the proxy materials for our 2022 Annual Meeting of Stockholders must submit the proposal in writing to our Secretary at Etsy, Inc., 117 Adams Street, Brooklyn, NY 11201, *by no later than December 21, 2021*, and otherwise comply with the SEC's requirements for stockholder proposals (emphasis added).

As indicated above and pursuant to the requirements of Rule 14a-8(e) and SLB 14, stockholder proposals for inclusion in the Proxy Materials must have been submitted to and received by the Company's Corporate Secretary at Etsy's offices by December 21, 2021 (the "Deadline"). However, the Proposal was not received by the Company until after the Deadline, on December 22, 2021. A copy of the FedEx tracking information and detailed tracking history for the Proposal, evidencing delivery on December 22, 2021 (one day after the deadline) is attached hereto as Exhibit C.

IV. Analysis

Under Rule 14a-8(f)(1) of the Exchange Act, a company may exclude a stockholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8 of the Exchange Act. In many cases, a company may exclude a proposal on this basis only after it has timely notified the proponent of an eligibility or procedural problem, and the proponent has timely failed to adequately correct the problem. However, Rule 14a-8(f)(1) clarifies that a company "need not provide [the proponent] such notice of a deficiency if the deficiency cannot be remedied, *such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline*" (emphasis added).

One of the eligibility or procedural requirements contained in Rule 14a-8 is timeliness, the requirement to submit a proposal by the applicable deadline. Rule 14a-8(e)(1) of the Exchange Act states that if a proponent is submitting a proposal "for the company's annual meeting, [the proponent] can in most cases find the deadline in [the prior] year's proxy statement." Rule 14a-8(e)(2) prescribes how to calculate this deadline:

The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be *received* at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released

to shareholders in connection with the previous year's annual meeting (emphasis added).

Under Rule 14a-8(e)(2), a meeting is "regularly scheduled" if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company's 2021 annual meeting of stockholders was held on June 11, 2021. The Company's 2022 annual meeting of stockholders is scheduled to be held within 30 days of the 2021 meeting date. Accordingly, the deadline of December 21, 2021 set forth in the Company's 2021 Proxy Statement for a regularly scheduled annual meeting applies to stockholder proposals for the 2022 annual meeting of stockholders.

SLB 14, Section C.3.b indicates that, to calculate the deadline, a company should "[i] start with the release date disclosed in the previous year's proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days." Consistent with this guidance, to calculate the deadline for receiving stockholder proposals submitted for inclusion in the Company's Proxy Materials, the Company (i) started with the release date of its 2021 Proxy Statement (*i.e.*, April 20, 2021), (ii) increased the year by one (*i.e.*, April 20, 2022), and (iii) counted back 120 calendar days (*i.e.*, December 21, 2021). This Deadline, along with clear instructions on where to transmit stockholder proposals, were included in the Company's 2021 Proxy Statement.

The Staff strictly construes the deadline for stockholder proposals under Rule 14a-8, permitting companies to exclude from proxy materials those proposals received at companies' principal executive offices after the deadline. *See, e.g., Walgreens Boots Alliance, Inc.* (Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *ConocoPhillips Co.* (Feb. 25, 2020) (concurring with the exclusion of a proposal received one day after the submission deadline); *DTE Energy Co. (Moore)* (Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); *Verizon Communications, Inc.* (Jan. 4, 2018) (concurring with the exclusion of a revised proposal received one day after the submission deadline); *CoreCivic, Inc.* (Jan. 2, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline). The Staff has also emphasized this point in SLB 14 by advising, "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline..." The Staff has further stated that the proposal must be received at the company's principal executive offices, advising in SLB 14 that "[s]hareholders can find this address in the company's proxy statement. If a shareholder sends a proposal to any other location, even if it is to an agent of the company or to another company location, this would not satisfy the requirement."

The Company properly disclosed in its 2021 Proxy Statement the December 21, 2021 deadline for receipt of stockholder proposals for its 2022 annual meeting of

stockholders, as well as the designated address for submitting such proposals. Thus, the Proponent had notice of the deadline for submitting such proposals. However, the Proposal was not delivered to the Company's principal executive offices until December 22, 2021, one day after the properly calculated and disclosed deadline. In addition, the Company confirmed that it has not received the Proposal via e-mail submission, nor is there any record of the Proponent having submitted the Proposal by any means other than physical delivery using FedEx Priority Overnight. In fact, because the Proposal was shipped via FedEx Priority Overnight and was picked up from the Proponent by FedEx on December 21, 2021, the Proponent would have known upon sending the Proposal that it could not possibly be delivered by the Deadline. Therefore, consistent with the foregoing precedent, the Proposal is excludable pursuant to Rule 14a-8(e)(2) as untimely received.

V. Conclusion

By copy of this letter, the Proponent is being notified that for the reasons set forth herein, the Company intends to exclude the Proposal and Supporting Statement from its Proxy Materials. We respectfully request that the Staff concur with our view and not recommend enforcement action if the Company excludes the Proposal and Supporting Statement from its Proxy Materials. If we can be of assistance in this matter, please do not hesitate to contact me at fmi@paulweiss.com or (212) 373-3185.

Sincerely,



Frances Mi

cc: Jill Simeone, Etsy, Inc.
Lynn Horwitz, Etsy, Inc.
Simiso Nzima, CalPERS
Todd Mattley, CalPERS

Attachments

EXHIBIT A

Proponent's Proposal and Supporting Statement

(See attached)

RESOLVED: Shareholders of Etsy, Inc. ("Company") ask the board of directors ("Board") to adopt, and present for shareholder approval, a "proxy access" bylaw. Such a bylaw shall require Company to include in its proxy materials prepared for a shareholder meeting at which directors are to be elected, the name, the Disclosure and the Statement (each as defined herein) of any person nominated for election to the board by a shareholder or group ("Nominator") that meets the criteria established below. Company shall allow shareholders to vote on such nominee on Company's proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed the larger of 2 or one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that Nominator must:

- a) have beneficially owned 3% or more of Company's outstanding common stock continuously for at least three years before submitting the nomination;
- b) give Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) Nominator, including proof it owns the required shares (the "Disclosure"); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of Nominator's communications with Company shareholders, including the Disclosure and the Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than

Company's proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at Company.

Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and the Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

SUPPORTING STATEMENT

We believe proxy access is fundamental to a sustainable system of governance that fosters director accountability and long-term value creation.

The CFA Institute's 2014 assessment of pertinent academic studies and the use of proxy access in other markets similarly concluded that proxy access:

- Would "benefit both the markets and corporate boardrooms, with little cost or disruption."
- Has the potential to raise overall US market capitalization by up to \$140.3 billion if adopted market-wide.¹

A growing number of companies continue to adopt the provision – rejecting the common corporate assertion that proxy access is costly, distracting, and favored primarily by special interests.

We urge shareholders to vote FOR this proposal.

¹ <http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1>

EXHIBIT B

Page 76 of the Company's 2021 Proxy Statement

(See attached)

Additional Information

Stockholder Proposals

Stockholders who would like to have a proposal considered for inclusion in the proxy materials for our 2022 Annual Meeting of Stockholders must submit the proposal in writing to our Secretary at Etsy, Inc., 117 Adams Street, Brooklyn, NY 11201, by no later than December 21, 2021, and otherwise comply with the SEC's requirements for stockholder proposals.

Stockholders who would like to bring a proposal before our 2022 Annual Meeting of Stockholders, or to nominate directors for election, in accordance with the advance notice provisions of our Bylaws, must give timely written notice to our Secretary. To be considered timely, the notice must be delivered to our headquarters at least 90 days, but not more than 120 days before the one-year anniversary of the previous year's annual meeting. That means that to be timely, a notice must be received no later than March 13, 2022 nor earlier than February 11, 2022 (assuming the meeting is held not more than 20 days before or more than 60 days after June 11, 2022). The notice must describe the stockholder proposal in reasonable detail and otherwise comply with the requirements set forth in our Bylaws. Our Bylaws may be found on our website at investors.etsy.com under "Governance—Governance Documents."

Information Requests

Our Annual Report on Form 10-K for 2020 is available free of charge on our investor website at investors.etsy.com. No other information on our website is incorporated by reference in or considered to be a part of this document. You may also request a free copy of our Annual Report by sending an email to ir@etsy.com or by calling (347) 382-7582. If you have any questions about giving your proxy or require assistance, please contact our proxy solicitor at: info@okapipartners.com, toll free (888) 785-6668 or Okapi Partners LLC, 1212 Avenue of the Americas, 24th Floor, New York, NY 10036.

Other Business

We do not know of any other business that may be presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting, the persons named on the proxy card will have discretion to vote on the matters in accordance with their best judgment.

EXHIBIT C

FedEx Tracking of the Proposal

(See attached)



TRACK ANOTHER SHIPMENT

775523194400



[ADD NICKNAME](#)

Delivered
Wednesday, 12/22/2021 at 12:07 pm



DELIVERED

Signature release on file

[GET STATUS UPDATES](#)

[OBTAIN PROOF OF DELIVERY](#)

FROM

SACRAMENTO, CA US

TO

BROOKLYN, NY US

[MANAGE DELIVERY](#)

Travel History

TIME ZONE
Local Scan Time



Wednesday, December 22,
2021

12:07 PM	BROOKLYN, NY	Delivered Package delivered to recipient address - release authorized
10:34 AM	BROOKLYN, NY	On FedEx vehicle for delivery
8:51 AM	BROOKLYN, NY	At local FedEx facility
5:55 AM	NEWARK, NJ	Arrived at FedEx hub
3:04 AM	MEMPHIS, TN	Departed FedEx hub
12:52 AM	MEMPHIS, TN	Arrived at FedEx hub


Tuesday, December 21,
2021

5:57 PM	SACRAMENTO, CA	Left FedEx origin facility
3:39 PM	SACRAMENTO, CA	Picked up

Thursday, December 16, 2021

2:40 PM

Shipment information sent to FedEx

Expand History 

Shipment Facts

TRACKING NUMBER
775523194400

SERVICE
FedEx Priority Overnight

WEIGHT
0.5 lbs / 0.23 kgs

TOTAL PIECES
1


TOTAL SHIPMENT WEIGHT
0.5 lbs / 0.23 kgs


TERMS
Shipper

SHIPPER REFERENCE
Todd Mattley

PACKAGING
FedEx Envelope

SPECIAL HANDLING SECTION
Deliver Weekday

SHIP DATE
12/21/21 

STANDARD TRANSIT
12/22/21 before 11:30 am 

ACTUAL DELIVERY
12/22/21 at 12:07 pm

ORIGIN ID:BLUA (916) 795-2134
ELIZABETH LARA

SHIP DATE: 20DEC21
ACTWGT: 1.00 LB
CAD: 7153070/NET4400

400 Q STREET
SACRAMENTO, CA 95814
UNITED STATES US

BILL SENDER

TO **CORPORATE SECRETARY**
ETSY, INC.
117 ADAMS STREET

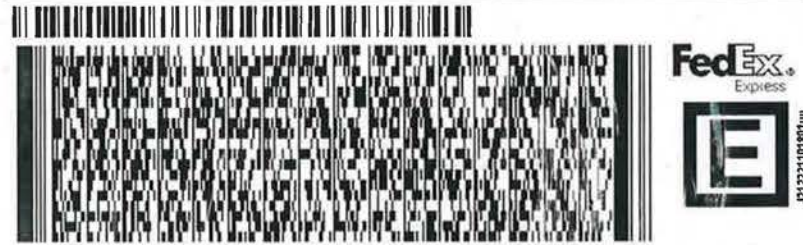
BROOKLYN NY 11201

(718) 880-3660
INV
PO

REF: TODD MATTLEY
DEPT:

56D3E934FE4A

FedEx Ship Manager - Print Your Label(s)



FedEx
TRK# 7755 2319 4400
0201

WED - 22 DEC AA
PRIORITY OVERNIGHT

TRK# 7755 2
0201

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XE EGXA

11201
NY-US
EWR



3937370 21Dec2021 SNFA 56DG3/E934/1823



11/6/21, 12:40 PM