



DIVISION OF  
CORPORATION FINANCE

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

March 28, 2022

Brian C. Judkins  
Chemed Corporation

Re: Chemed Corporation (the "Company")  
Incoming letter dated January 14, 2022

Dear Mr. Judkins:

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

The Proposal requests that the Company provide a report on the Company's political contributions and expenditures that contains information specified in the Proposal.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). Based on the information presented, it appears that the Company's public disclosures substantially implement the Proposal. 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(i)(10).

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: John Chevedden

CHEMED CORPORATION

SUITE 2600  
255 E. 5TH STREET  
CINCINNATI, OH 45202-4726  
mobile 513 203-7461 • FAX 513 287-6216  
E-MAIL: brian.judkins@chemed.com

BRIAN C. JUDKINS, ESQ.  
VICE PRESIDENT, SECRETARY  
AND CHIEF LEGAL OFFICER

January 14, 2022

VIA E-MAIL: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

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

RE: Chemed Corporation – Stockholder Proposal of Mr. John Chevedden

Ladies and Gentlemen:

This letter is submitted by the Chemed Corporation (the “**Company**”) to notify the Securities and Exchange Commission (the “**Commission**”) that the Company intends to omit from its proxy statement and form of proxy (the “**Proxy Materials**”) for its 2022 Annual Meeting of Stockholders (the “**2022 Annual Meeting**”) a stockholder proposal and supporting statement (together, the “**Proposal**”) submitted by Mr. John Chevedden (the “**Proponent**”). We also request confirmation that the staff of the Division of Corporation Finance (the “**Staff**”) will not recommend enforcement action to the Commission if the Company omits the Proposal from the Proxy Materials for the reasons discussed below.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are emailing this letter to the Staff at [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov). In accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended, we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the Proxy Materials. Likewise, we take this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

### THE PROPOSAL

The Proposal sets forth the following resolution to be voted on at the 2022 Annual Meeting:

**Resolved**, shareholders request that the Company provide a report, updated semiannually, disclosing the Company’s:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf

- of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
    - a. The identity of the recipient as well as the amount paid to each; and
    - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

A copy of the Proposal is attached hereto as Exhibit A.

### **BASIS FOR EXCLUSION**

The Company respectfully requests that the Staff concur in its view that the Company may exclude the Proposal from the Proxy Materials pursuant to Rule 14a(8)(i)(10) because the Company has substantially implemented the Proposal.

### **BACKGROUND**

At the Company's 2021 Annual Meeting of Stockholders on May 17, 2021, the Company's stockholders approved a proposal from the Proponent that is nearly identical to the Proposal, requesting that the Company provide a report on its website, updated semiannually, disclosing its policies and procedures governing political spending, as well as direct and indirect political contributions and expenditures.

On January 14, 2022, the Company published its first semiannual political spending report on its website (the "**Semiannual Report**") at: <http://ir/chemed.com> under "Corporate Governance." A copy of the Semiannual Report is attached hereto as Exhibit B.

### **ANALYSIS**

**The Proposal May be Excluded under Rule 14a-(i)(10) Because the Company has Substantially Implemented the Proposal.**

#### *A. The Substantial Implementation Standard*

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials if the company has "substantially implemented" the proposal. The purpose of Rule 14a-8(i)(10) is "to avoid the possibility of [stock]holders having to consider matters which already have been favorably acted upon by management." SEC Release No. 34-12598 (July 7, 1976). Since 1983, the Commission has consistently maintained this interpretation of Rule 14a-8(i)(10) and has subsequently codified this position. See SEC Release No. 34-20091 at Section II.E.6 (Aug. 16, 1983), and SEC Release No. 34-400 at n.30 (May 21, 1998).

Applying this standard, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objectives of a stockholder proposal, and the company's policies, practices and procedures "compare favorably with the guidelines of the proposal," the Staff has concurred that the stockholder proposal has been "substantially implemented" and may be excluded as

moot. *See Texaco, Inc.* (Mar. 28, 1991) (permitting excluding of a proposal requesting that the company subscribe to the Valdez Principles where the company had already adopted policies, practices and procedures with respect to the environment that compared favorably to the Valdez Principles); *See also General Motors Corp.* (Mar. 4, 1996) (holding that if a company has satisfactorily addressed both the proposal's underlying concerns and its "essential objective," the proposal will be deemed "substantially implemented" and therefore, may be excluded).

Specifically notable in this case, the Staff has permitted exclusion under Rule 14a-8(i)(10) where the stockholder proposal asked for disclosure of certain contributions and the Company has already made such disclosure, even if not in the form requested by the proposal. In *PG&E Corp.* (Mar. 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the company's standards for choosing the organizations to which the company makes charitable contributions and the "business rationale and purpose for each of the charitable contributions." In that instance, the company referred to a website where the company had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the company typically does not fund. Although the website did not strictly adhere to the proposals' request for disclosure, the Staff concluded that the company had substantially implemented the proposal.

*B. The Company has Substantially Implemented the Proposal*

The Company has substantially implemented the Proposal. The Company drafted and published the Semiannual Report on January 14, 2022, basing the report on the proposal adopted by its stockholders at the 2021 Annual Meeting of Stockholders that included nearly identical language as the Proposal. The Semiannual Report includes all of the information requested by the Proposal, and as directed by the Proposal, a copy of the Semiannual Report was provided to the Company's Nominating Committee, the committee of the Company's Board of Directors that has oversight over the Company's political contributions. Specifically in response to the specific demands made in the Proposal, the Company's Semiannual Report details:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
  - This information appears on the first page of the Semiannual Report. Additionally, the Company has historically published and continues to maintain its Policies on Political Activities on its website that disclose the items requested in Item 1. of the Proposal. The Semiannual Report also identifies the Policies and directs readers to its location on the Company's website at: <http://ir/chemed.com> under "Corporate Governance."
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including: The identity of the recipient as well as the amount paid to each; and the title(s) of the person(s) in the Company responsible for decision-making.
  - The second page of the Semiannual Report includes a table listing the direct political contributions made by the Company in 2021, identifying for each the recipient and amount of the contribution, the jurisdiction covered, and the Company officer who was responsible for authorizing the contribution.

- Following the table showing direct political contributions is a discussion of trade associations, an explanation that while neither the Company nor its subsidiary Roto-Rooter participates directly in any trade associations, the Company's subsidiary VITAS does, and an acknowledgment that paying dues or other membership fees to trade associations may lead to indirect political contributions.

"Trade associations may utilize a portion of membership dues or other fees received for political expenses. Chemed and VITAS acknowledge that indirect political participation may take place through these trade associations, and that they may not always agree with any political spending or political position taken by a trade association."

In the Company's instant case, however, the Semiannual Report discloses that:

"VITAS reviewed its trade association participation for 2021 and confirmed that, while some of the trade associations may have conducted lobbying activity, none of the trade associations that it paid dues or other fees for utilized any such contributions for expenditures to participate or intervene in any campaign on behalf of or in opposition to any candidate for public office, or to influence the general public, or any segment thereof, with respect to an election or referendum."

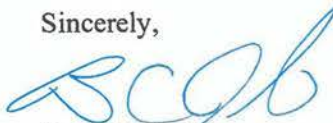
Accordingly, even more completely than some of the precedents referenced in Section A above, the Company has not only accomplished the essential objective of the Proposal and taken actions to specifically address the underlying concerns of the Proposal, but has met the exact requests of the language of the Proposal. Therefore, the Company's actions substantially implement the Proposal and, accordingly, the Proposal should be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(10).

### CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Any such communication regarding this letter should be directed to me at [brian.judkins@chemed.com](mailto:brian.judkins@chemed.com) or (513) 203-7461.

Sincerely,



Brian C. Judkins,

Vice President and Chief Legal Officer

**EXHIBIT A**

[CHE: Rule 14a-8 Proposal, December 9, 2021]  
[This line and any line above it – *Not* for publication.]  
**Proposal 4 – Adopt Proposal that Won our 80% Support in 2021  
– Political Spending Disclosure**

**Resolved**, shareholders request that the Company provide a report, updated semiannually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
  - a. The identity of the recipient as well as the amount paid to each; and
  - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

**Supporting Statement**

As long-term shareholders of Chemed, I support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

Disclosure is in the best interest of the company and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision, which said, “[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages.”

Chemed publicly discloses a policy on corporate political spending, but this is deficient because the company does not disclose any election-related spending from corporate funds.

Relying on publicly available data does not provide a complete picture of the Company's electoral spending. For example, the Company's payments to trade associations or other tax-exempt “dark money” groups that may be used for election-related activities are undisclosed and unknown.

This proposal asks the Company to disclose all of its electoral spending, including payments to trade associations and other tax-exempt organizations, which may be used for electoral purposes. This would bring our Company in line with a growing number of leading companies, including Walgreens Boots Alliance and CVS Health, which present this information on their websites.

The Company's Board and shareholders need comprehensive disclosure in one report to fully evaluate the use of corporate assets in elections.

Please vote for this important corporate governance advancement:

**Adopt Proposal that Won our 80% Support in 2021 –  
Political Spending Disclosure – Proposal 4**

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

Notes:

"Proposal 4" stands in for the final proposal number that management will assign.

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

PII

The color version of the below graphic is to be published immediately after the bold title line of the proposal.

Will consider withdrawal of the graphic if management commits to a fair presentation of the proposal which includes:

No management graphic in connection with the rule 14a-8 proposals in the proxy or ballot.

No proxy or ballot text suggesting that the proposal will be moot due to lack of presentation.

No ballot electioneering text repeating the negative management recommendation.

Management will give me the opportunity to correct any typographical errors.

Management will give me advance notice if it does a special solicitation that mentions this proposal.



**FOR**

*Shareholder  
Rights*



**EXHIBIT B**

**CHEMED CORPORATION**  
**SEMIANNUAL POLITICAL CONTRIBUTIONS REPORT**

**As of December 31, 2021**

Chemed Corporation and its subsidiaries (collectively, “Chemed”) may make political contributions and expenditures from time to time in accordance with the Chemed Corporation Policies on Political Activities (the “Policies”), available on its website at: <http://ir/chemed.com> under “Corporate Governance.”

This report summarizes the Policies and provides a report on Chemed’s contributions and expenditures for the 2021 calendar year. This report will be updated semiannually.

**Political Spending Policies and Procedures**

Chemed’s political activity is governed by the Chemed Corporation Policies on Political Activities, available on its website at: <http://ir/chemed.com> under “Corporate Governance.” The following summary of the Policies is not complete, and readers of this report should refer to the Policies for the full version of the policies and procedures that govern Chemed’s political spending.

Under the Policies, Chemed may make legally compliant contributions to (i) candidates running for election for state and local offices, or the PACs who support them, (ii) ballot initiatives, (iii) get out the vote activities, and (iv) partisan organizations such as the Democratic and Republican Governors associations. Chemed may also make contributions to national or state political parties or participate in political party conventions, but may **not** make contributions directly to federal candidates or to PACs that support federal candidates.

Additionally, Chemed may **not** make expenditures given or expended to directly support or defeat a candidate without collaboration of the candidate.

In determining which candidates (or PACs whose purpose is to elect state and local candidates), to make contributions to, Chemed considers a number of criteria, such as (i) the integrity and character of the candidate; (ii) the candidate’s demonstrated support, position and/or voting record on end-of-life issues, the plumbing regulatory environment or other issues relevant to Chemed, (iii) the candidate’s holding of a leadership or policy position in his or her party or on a legislative committee, or the likelihood of attaining one; (iv) the candidate’s holding of a position of influence over Chemed’s issues; the nature and strength of the candidate’s opposition in primary or general elections; and (v) other sources and the amount of financial support available to the candidate.

All political expenditures by VITAS must be approved by the VITAS Chief Executive Officer. In the event that the aggregate contributions by VITAS exceed \$75,000, the Chemed Chief Executive Officer must approve the expenditures.

The Nominating Committee of Chemed reviews all political expenditures on an annual basis.

## **Political Contributions**

The contributions made by during 2021 were as set forth below. Because the expenditures exceed \$75,000, the Chemed Chief Executive Officer approved the expenditures in accordance with the Policies:

<b>Recipient</b>	<b>Jurisdiction</b>	<b>Contribution</b>	<b>Responsible Officer</b>
Lauren Book Campaign	Florida	\$1,000	VITAS Chief Executive Officer
A Bolder Florida	Florida	\$1,000	VITAS Chief Executive Officer
Ethics and Honesty in Government	Florida	\$1,000	VITAS Chief Executive Officer
1845	Florida	\$1,000	VITAS Chief Executive Officer
Government Gone Wild	Florida	\$1,500	VITAS Chief Executive Officer
Fighting for Florida's Families	Florida	\$1,500	VITAS Chief Executive Officer
Conservative Solutions for Jacksonville	Florida	\$1,500	VITAS Chief Executive Officer
Limited Government for a Stronger Florida	Florida	\$2,500	VITAS Chief Executive Officer
Better Florida Education	Florida	\$2,500	VITAS Chief Executive Officer
Friends of Colleen Burton	Florida	\$2,500	VITAS Chief Executive Officer
Advancing Florida Agriculture	Florida	\$2,500	VITAS Chief Executive Officer
Florida Conservative Alliance	Florida	\$2,500	VITAS Chief Executive Officer
Friends of Ray Rodrigues	Florida	\$2,500	VITAS Chief Executive Officer
Building on your Dreams	Florida	\$2,500	VITAS Chief Executive Officer
Floridians for Common Sense	Florida	\$2,500	VITAS Chief Executive Officer
Conservatives for Good Government	Florida	\$2,500	VITAS Chief Executive Officer
Wilton Simpson Campaign Fund	Florida	\$3,000	VITAS Chief Executive Officer
Leadership for Florida	Florida	\$4,000	VITAS Chief Executive Officer
Conservatives for a Better Florida	Florida	\$5,000	VITAS Chief Executive Officer
Panhandle Prosperity	Florida	\$5,000	VITAS Chief Executive Officer
Florida Democratic Senatorial Campaign Committee	Florida	\$7,500	VITAS Chief Executive Officer
Republican Party of Florida House Majority	Florida	\$7,500	VITAS Chief Executive Officer
Florida Senate Republican Senatorial Campaign Committee	Florida	\$10,000	VITAS Chief Executive Officer
Republican Party of Florida – House Majority 2022	Florida	\$10,000	VITAS Chief Executive Officer
Jobs for Florida	Florida	\$15,000	VITAS Chief Executive Officer
Friends of Ron DeSantis	Florida	\$15,000	VITAS Chief Executive Officer
<b>Total</b>		<b>\$113,000</b>	

## **Trade Associations<sup>1</sup>**

Currently, neither Roto-Rooter nor Chemed Corporation participate directly in any trade associations. However, VITAS, as a national leader in hospice and palliative care, participates in

---

<sup>1</sup> Chemed does not consider a trade association to be an organization captured in this data if its employees are members to satisfy professional licensing requirements. The review of trade association memberships was conducted in good faith, following reasonable due diligence, and for general information purposes only. Chemed retains the right to revise or adjust information as needed.

a number of trade associations, primarily to assist the company track and monitor policy developments, keep up to date with best practices and trends within its industries, and receive professional development for its employees.

Trade associations may utilize a portion of membership dues or other fees received for political expenses. Chemed and VITAS acknowledge that indirect political participation may take place through these trade associations, and that they may not always agree with any political spending or political position taken by a trade association.

Accordingly, VITAS reviewed its trade association participation for 2021 and confirmed that, while some of the trade associations may have conducted lobbying activity, none of the trade associations that it paid dues or other fees for utilized any such contributions for expenditures to participate or intervene in any campaign on behalf of or in opposition to any candidate for public office, or to influence the general public, or any segment thereof, with respect to an election or referendum.

JOHN CHEVEDDEN

---

January 23, 2022

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

**# 1 Rule 14a-8 Proposal**  
**Chemed Corp. (CHE)**  
**Political Spending Disclosure**  
**John Chevedden**

Ladies and Gentlemen:

This is in regard to the January 14, 2022 no-action request.

This could be called an early draft of a Political Spending Report. Management identifies 3 corporate entities, Chemed Corporation, VITAS and Roto-Rooter. Management does not state whether these are all the corporate entities that make political contributions. Management does not even state whether the political contributions reported include everything on behalf of Chemed Corporation, VITAS and Roto-Rooter.

Plus management did not report any of its payments to trade associations. And management did not even claim that its trade associations cannot spend money for electoral purposes.

Management tries to dodge the issue by providing information not asked for – whether the company participates directly in trade associations. A company can easily donate money to a trade association and meanwhile not participate directly in the trade association.

Management fails to report payments to other tax tax-exempt organizations which may be used for electoral purposes.

Sincerely,

  
John Chevedden

cc: Brian Judkins

[CHE: Rule 14a-8 Proposal, December 9, 2021]  
[This line and any line above it – *Not* for publication.]  
**Proposal 4 – Adopt Proposal that Won our 80% Support in 2021**  
**– Political Spending Disclosure**

**Resolved**, shareholders request that the Company provide a report, updated semiannually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
  - a. The identity of the recipient as well as the amount paid to each; and
  - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

### **Supporting Statement**

As long-term shareholders of Chemed, I support transparency and accountability in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

Disclosure is in the best interest of the company and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision, which said, “[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages.”

Chemed publicly discloses a policy on corporate political spending, but this is deficient because the company does not disclose any election-related spending from corporate funds.

Relying on publicly available data does not provide a complete picture of the Company's electoral spending. For example, the Company's payments to trade associations or other tax-exempt “dark money” groups that may be used for election-related activities are undisclosed and unknown.

This proposal asks the Company to disclose all of its electoral spending, including payments to trade associations and other tax-exempt organizations, which may be used for electoral purposes. This would bring our Company in line with a growing number of leading companies, including Walgreens Boots Alliance and CVS Health, which present this information on their websites.

The Company's Board and shareholders need comprehensive disclosure in one report to fully evaluate the use of corporate assets in elections.

Please vote for this important corporate governance advancement:

**Adopt Proposal that Won our 80% Support in 2021 –  
Political Spending Disclosure – Proposal 4**

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

March 14, 2022

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

**# 2 Rule 14a-8 Proposal**  
**Chemed Corp. (CHE)**  
**Political Spending Disclosure**  
**John Chevedden**

Ladies and Gentlemen:

This is in regard to the January 14, 2022 no-action request.

*Laantheus Holdings, Inc.* (March 11, 2022) is an example where a company took action after receiving a rule 14a-8 proposal and failed to obtain no action relief.

As in *Laantheus* Chemed Corp. can clearly take further action to implement the rule 14a-8 proposal.

The response of Chemed Corp. to this rule 14a-8 proposal could be called an early draft of a Political Spending Report. Management identifies 3 corporate entities, Chemed Corporation, VITAS and Roto-Rooter. Management does not state whether these are all the corporate entities that make political contributions. Management does not even state whether the political contributions reported include everything on behalf of Chemed Corporation, VITAS and Roto-Rooter.

Plus management did not report any of its payments to trade associations. And management did not even claim that its trade associations cannot spend money for electoral purposes.

Management tries to cloud the issue by providing information not asked for – whether the company participates directly in trade associations. A company can easily donate money to a trade association and meanwhile not participate directly in the trade association.

Management fails to report payments to other tax-exempt organizations which may be used for electoral purposes.

The action that Chemed Corp. took after receiving the rule 14a-8 proposal is not impressive especially given that shareholders gave 80% support to the 2021 version of the 2022 rule 14a-8 proposal in spite of vigorous management opposition. Chemed Corp. can clearly produce a more comprehensive report.

In no action requests companies often claim to support a principle that shareholders should not vote 2-times on a topic that management has acted favorably upon.

If management obtains no action relief here it seems likely that the door will be open for a more targeted rule 14a-8 proposal on this same topic. This will be unfortunate because this will delay further shareholder feedback on this topic until 2023. Plus management was totally unresponsive to the 48%-vote this proposal received in 2020 and wholeheartedly opposed the 2021 proposal that received an 80% vote.

Sincerely,

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

John Chevedden

cc: Brian Judkins



**Item 1. Election of Directors.** The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

Nominee	For	Against	Abstentions	Broker non-votes
Kevin J. McNamara	13,880,604	181,275	12,649	770,879
Ron DeLyons	14,005,609	54,011	14,908	770,879
Joel F. Gemunder	12,674,528	1,286,543	113,459	770,879
Patrick P. Grace	11,356,020	2,245,703	472,806	770,879
Christopher J. Heaney	13,975,499	85,982	13,048	770,879
Thomas C. Hutton	13,766,403	295,963	12,163	770,879
Andrea R. Lindell	13,632,787	328,681	113,062	770,879
Thomas P. Rice	13,735,348	226,893	112,289	770,879
Donald E. Saunders	13,331,746	629,644	113,139	770,879
George J. Walsh III	12,860,870	1,101,516	112,143	770,879

**Item 2. Ratification of Independent Accountants.** The proposal to ratify the appointment of PricewaterhouseCoopers LLP by the Audit Committee of the Board of Directors as the company's independent accountants for the year ending December 31, 2021, was approved with the following votes:

	Voted
For	14,332,684
Against	499,324
Abstain	13,400
Broker non-votes	

**Item 3. Executive Compensation.** The proposal to approve, on a non-binding basis, the Company's executive compensation program, was approved with the following votes:

	Voted
For	13,373,906
Against	673,428
Abstain	27,195
Broker non-votes	770,879

Page 2 of 4

**Item 4. Stockholder Proposal.** The stockholder proposal requesting a semi-annual report on (a) the Company's policies on political spending and (b) political contributions made was approved with the following votes:

	Voted
For	11,159,406
Against	2,764,206
Abstain	150,917
Broker non-votes	770,879

80% →

Page 3 of 4

**SIGNATURES**

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

Dated: May 19, 2021

CHEMED CORPORATION

By: /s/ Michael D. Witzeman  
Michael D. Witzeman  
Vice President and Controller

Page 4 of 4

