



DIVISION OF
CORPORATION FINANCE

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

February 8, 2022

Brian V. Breheny
Skadden, Arps, Slate, Meagher & Flom LLP

Re: The Allstate Corporation (the "Company")
Incoming letter dated December 17, 2021

Dear Mr. Breheny:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner (the "Proponent") 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(f) because the Proponent did not comply with Rule 14a-8(b)(1)(iii). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(iii) and 14a-8(f).

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

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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WASHINGTON, D.C. 20005-2111

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December 17, 2021

BY EMAIL (shareholderproposals@sec.gov)

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

RE: Stockholder Proposal Submitted by Kenneth Steiner

Ladies and Gentlemen:

This letter is submitted on behalf of The Allstate Corporation, a Delaware corporation (the "Corporation" or "Allstate"), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Corporation requests that the staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") not recommend enforcement action if the Corporation omits from its proxy materials for the Corporation's 2022 annual meeting of stockholders (the "2022 Annual Meeting") the proposal described below for the reasons set forth herein.

General

The Corporation received an initial version of the proposal and supporting statement (the "Proposal") via email from Kenneth Steiner (the "Proponent") on October 26, 2021, accompanied by a cover letter purporting to authorize John Chevedden to act on the Proponent's behalf (the "Cover Letter"). On November 1, 2021, after confirming that the Proponent was not a registered owner of a sufficient amount of Allstate common stock, in accordance with Rule 14a-8(f)(1), the Corporation sent a letter to the Proponent and Mr. Chevedden via email requesting a written statement from the record owner of the Proponent's shares verifying that the Proponent beneficially owned the requisite number of shares of Corporation common stock continuously for at least the requisite period preceding and including October 26, 2021, the date the Proposal was submitted (the "Deficiency Letter"). The Deficiency Letter also requested that the Proponent provide the Corporation with a written statement with respect to his ability to meet

with the Corporation regarding the Proposal in accordance with Rule 14a-8(b)(1)(iii) and the missing documentation required for a proponent using a representative to submit a shareholder proposal on his behalf, consistent with Rule 14a-8(b)(1)(iv). On November 3, 2021, the Corporation received an email including a copy of a letter from TD Ameritrade verifying the Proponent's stock ownership in the Corporation (the "Broker Letter"). On November 11, 2021, the Corporation received an email with documentation from the Proponent authorizing Mr. Chevedden to act on his behalf (the "Authorization Letter"). On December 13, 2021, the Corporation received an email with a revised version of the Proposal. Copies of the initial Proposal, the Cover Letter, the Deficiency Letter, the Broker Letter, the Authorization Letter, the revised Proposal and related correspondence are attached hereto as Exhibit A.

The 2022 Annual Meeting is scheduled to be held on or about May 24, 2022. The Corporation intends to file its definitive proxy materials with the Commission on or about April 11, 2022.

This letter provides an explanation of why the Corporation believes it may exclude the Proposal and includes the attachments required by Rule 14a-8(j). In accordance with Section C of Staff Legal Bulletin 14D (Nov. 7, 2008) ("SLB 14D"), this letter is being submitted by email to shareholderproposals@sec.gov. A copy of this letter also is being sent to Mr. Chevedden, on behalf of the Proponent, as notice of the Corporation's intent to omit the Proposal from the Corporation's proxy materials for the 2022 Annual Meeting.

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, or Mr. Chevedden on his behalf, submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the Corporation.

Summary of the Proposal

The text of the resolution contained in the Proposal reads as follows:

Shareholders request that the Board of Directors adopt a policy, and amend the governing documents as necessary, to require the Chair of the Board of Directors to be an independent member of the Board.

Basis for Exclusion

- A. *The Proposal May Be Excluded Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Provide the Corporation with a Written Statement Regarding his Ability to Meet with the Corporation.*

Rule 14a-8(b)(1) provides that, in order to be eligible to submit a proposal, a shareholder must satisfy certain requirements. Specifically, Rule 14a-8(b)(1)(iii) requires proponents to provide a written statement that he or she is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal and include contact information as well as business days and specific times of availability that are within the regular business hours of the company's principal executive offices. Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that it meets any of the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

In accordance with these principles, the Staff has consistently permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence of eligibility to submit a shareholder proposal in response to a timely deficiency notice from the company. *See, e.g., The Walt Disney Co.* (Sept. 28, 2021)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal, including the proponent's availability to meet with the company, after receiving the company's timely deficiency notice); *PG&E Corp.* (May 26, 2020)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Huntsman Corp.* (Jan. 16, 2020)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponents failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Comcast Corp.* (Feb. 26, 2018) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *Facebook, Inc.* (Feb. 26, 2018) (same); *Amazon.com, Inc.* (Feb. 6, 2018) (same); *see also, e.g., Exxon Mobil Corp.* (Feb. 14, 2018) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 53 days after receiving the company's timely deficiency notice); *Ambac Financial Group, Inc.* (Dec. 15, 2016) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 48 days after receiving the company's timely deficiency notice); *Prudential Financial, Inc.* (Dec. 28, 2015) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent supplied evidence of eligibility to submit a shareholder proposal 23 days after receiving the company's timely deficiency notice).

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

In this instance, the Proponent failed to provide timely evidence of his eligibility to submit the Proposal after a timely deficiency notice from the Corporation. Specifically, after receiving the Proposal on October 26, 2021, the Corporation sent the Deficiency Letter on November 2, 2021, timely notifying the Proponent and Mr. Chevedden of, among other things, the Proponent's requirement to provide Allstate with "a written statement that the [Proponent] is able to meet with the [Corporation] in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the [P]roposal" and "business days and specific times that the [Proponent] is available to discuss the [P]roposal with Allstate." Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested that the Proponent's written statement of availability to meet with the Corporation be provided within 14 days of receipt of the Deficiency Letter, which was November 11, 2021. The Corporation has not received the required written statement of the Proponent's ability to meet with the Corporation since sending the Deficiency Letter.

Accordingly, consistent with the precedent described above, the Proposal may be excluded from Corporation's 2022 proxy materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

Conclusion

On the basis of the foregoing, the Corporation respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Corporation's proxy materials for the 2022 Annual Meeting. Based on the Corporation's timetable for the 2022 Annual Meeting, a response from the Staff by February 17, 2022, would be of great assistance.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180.

Thank you for your prompt attention to this matter.

Very truly yours,



Brian V. Breheny

Enclosures

cc: John Chevedden

Kenneth Steiner

Daniel Gordon, Deborah Koenen and Leanne N. McWilliams
The Allstate Corporation

EXHIBIT A

(see attached)

From: John Chevedden [REDACTED] PII
Sent: Tuesday, October 26, 2021 1:51 PM
To: Gordon, Daniel (Law)
Cc: Koenen, Deborah; McWilliams, Leanne
Subject: [External] Rule 14a-8 Proposal (ALL)``
Attachments: 26102021_3.pdf



Dear Mr. Gordon,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can be promptly forwarded that will save you from making a formal request.

Sincerely,

John Chevedden

Kenneth Steiner
14 Stoner Ave., 2M
Great Neck, NY 11021-2100

Ms. Susan L. Lees
Corporate Secretary
The Allstate Corporation (ALL)
2775 Sanders Road
Northbrook IL 60062-6127
PH: [REDACTED]
FX: [REDACTED]
FX: [REDACTED]

Dear Ms. Lees,

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 intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

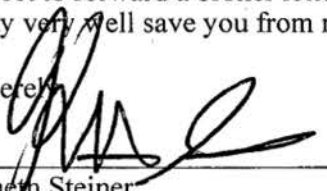
My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification 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 at:

[REDACTED]
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 [REDACTED]

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,


Kenneth Steiner

Date

10/12/21

cc: Daniel Gordon <[REDACTED]>
Assistant Secretary
Deborah Koenen <[REDACTED]>
PH: 847-402-5262
Leanne McWilliams <[REDACTED]>
Megan Pavich <[REDACTED]>
Alison Fogarty <[REDACTED]>

ALL – Rule 14a-8 Proposal, October 26, 2021
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt a policy, and amend the governing documents as necessary, to require the Chair of the Board of Directors to be an independent member of the Board.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic in 2020. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent of the CEO and our company.

Allstate is Exhibit A in why the Lead Director role is a poor alternative to an independent Board Chairman.

Our Lead Director, Ms. Judith Sprieser, violates the most important attribute of a Lead Director – independence. As director tenure goes up director independence goes down. Ms. Sprieser has 22-years director tenure. Mr. Sprieser’s long tenure makes her a prime candidate to retire.

Another sign that it is time for an independent chairman is that Mr. Thomas Wilson, Chairman and CEO, narrowly missed getting the most negatives at our 2021 annual meeting. And Mr. Wilson has had 13-years to build his reputation as Chairman and CEO. Mr. Wilson received up to 20-times the negative votes of other Allstate directors.

An independent Board Chairman would have more time to focus on reasonable management pay. Management pay was rejected by more votes than Mr. Wilson.

And an independent Chairman would have more time to focus on improving the performance of the other Allstate directors who received about the same number of negative votes as Mr. Wilson:

Mr. Michael Eskew, Chair of the management pay committee
Mr. Siddharth Mehta

With the current CEO serving as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of the lead director duties to the CEO office and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on. A lead director with long tenure, like Ms. Judith Sprieser, can be completely predictable in the eyes of our CEO.

The lack of an independent Board Chairman is an unfortunate way to discourage new outside ideas and an unfortunate way to encourage the CEO to pursue pet projects that would not stand up to effective oversight.

If an independent director is not available from inside or outside the company then a non-independent director from inside or outside the company, other than the CEO, can be named as Chairman for a term of 3 months to 6 months. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

Please vote yes:

Independent Board Chairman – Proposal 4

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

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*

From: McWilliams, Leanne <[REDACTED]>
Sent: Monday, November 1, 2021 5:11 PM
To: John Chevedden
Cc: Koenen, Deborah; Gordon, Daniel (Law)
Subject: RE: [External] Rule 14a-8 Proposal (ALL)``
Attachments: ALL - Stock ownership letter to Steiner 11.1.21.docx

Mr. Chevedden,

This is to acknowledge receipt of your shareholder proposal. Please see attached letter requesting verification of share ownership as well as other procedural requirements. Additionally, I want to note that Allstate's Board appointed a new independent Lead Director, Gregg Sherill, in May, and Judy Sprieser is no longer in this role. This was disclosed in our [2021 proxy statement](#) (specifically, see page 39). We also recently instituted a written policy to rotate our Lead Director every three to five years, as noted on page 27 of the 2021 proxy statement. We would appreciate the opportunity to further engage with you on your concerns. Please let me know some available days/times and we can coordinate a call on our end. Look forward to speaking with you.

Thank you,
Leanne

Leanne N. McWilliams
Counsel - Corporate Governance
Allstate - Dept. Law and Regulation

From: John Chevedden <[REDACTED] PII >
Sent: Tuesday, October 26, 2021 1:51 PM
To: Gordon, Daniel (Law) <[REDACTED]>
Cc: Koenen, Deborah <[REDACTED]>; McWilliams, Leanne <[REDACTED]>
Subject: [External] Rule 14a-8 Proposal (ALL)``



Dear Mr. Gordon,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

If you confirm proposal receipt in the next day a broker letter can be promptly forwarded that will save you from making a formal request.

Sincerely,

John Chevedden



Leanne McWilliams
Counsel, Corporate
Governance

November 1, 2021

VIA ELECTRONIC MAIL to

PII

Mr. Kenneth Steiner
c/o Mr. John Chevedden

Dear Mr. Chevedden:

We received a letter from Mr. Kenneth Steiner dated October 12, 2021, on October 26, 2021, containing a proposal requesting that our Board "adopt a policy, and amend the governing documents as necessary, to require the Chair of the Board of Directors to be an independent member of the Board." The Securities and Exchange Commission's ("SEC") rules regarding shareholder proposals include certain eligibility requirements that must be met in order for proposals to be included in a company's proxy statement.

One of those requirements, Rule 14a-8(b), states that a shareholder must provide proof of ownership that it has continuously held: (i) at least \$2,000 in market value of Allstate common stock entitled to vote on the proposal for at least three years, preceding and including the date that the proposal was submitted, (ii) at least \$15,000 in market value of Allstate common stock entitled to vote on the proposal for at least two years, preceding and including the date that the proposal was submitted, *or* (iii) at least \$25,000 in market value of Allstate common stock entitled to vote on the proposal for at least one year, preceding and including the date that the proposal was submitted.

Alternatively, a shareholder must have continuously held at least \$2,000 in market value of Allstate common stock entitled to vote on the proposal for at least one year as of January 4, 2021 and continuously maintained a minimum investment of at least \$2,000 in market value of Allstate common stock from January 4, 2021 through and including the date that the proposal was submitted.

Our records do not indicate that Mr. Steiner is a registered holder of Allstate common stock. SEC Rule 14a-8(b)(2)(i) requires that Mr. Steiner provide a written statement from the record holder of the shares verifying that as of October 26, 2021 (the date the proposal was submitted by email to the company), he has continuously held the requisite amount of securities for the required period preceding and including October 26, 2021. Accordingly, please provide a letter from the record holder of the shares that verifies that as of October 26, 2021, Mr. Steiner has continuously held at least the requisite number of shares of Allstate common stock continuously for at least the required period.

Allstate Insurance Company

SEC staff legal bulletin, SLB 14F, clarified that the record holder for purposes of verifying ownership is a participant in the depository trust company (“DTC”). More specifically SLB 14F states:

How can a shareholder determine whether his or her broker or bank is a DTC participant?

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at

<http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>.

What if a shareholder's broker or bank is not on DTC's participant list?

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year—one from the shareholder's broker or bank confirming the shareholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Additionally, staff legal bulletin 14G provided further guidance regarding affiliates of DTC participants and securities intermediaries. For your convenience, a copy of Rule 14a-8 and the SEC staff legal bulletins, SLB 14F and 14G, are attached hereto.

In addition, Rule 14a-8(b)(iii) requires a shareholder to provide Allstate with a written statement that the shareholder is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. The shareholder has not provided such a statement. Accordingly, please provide Allstate with this statement, which must include the shareholder's contact information as well as business days and specific times that the shareholder is available to discuss the proposal with Allstate. The shareholder must identify times that are within the regular business hours of Allstate's principal executive offices.

Also, Rule 14a-8(b)(iv) requires a shareholder using a representative to submit a shareholder proposal to provide written documentation that:

- identifies the company to which the proposal is directed;
- identifies the annual or special meeting for which the proposal is submitted;
- identifies the shareholder and the person acting on the shareholder's behalf as a representative;

includes the shareholder's statement authorizing the designated representative to submit the proposal and otherwise act on the shareholder's behalf;
identifies the specific topic of the proposal to be submitted;
includes the shareholder's statement supporting the proposal; and
is signed and dated by the shareholder.

The shareholder's letter does not satisfy Rule 14a-8(b)(iv) in that it fails to identify the specific topic of the proposal to be submitted and fails to include the shareholder's statement supporting the proposal. Accordingly, please submit documentation consistent with the requirements of Rule 14a-8(b)(iv).

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.

Please direct responses to my attention. If you should have any questions, please feel free to contact me.

Regards,

/s/Leanne McWilliams
Leanne McWilliams
Counsel, Corporate Governance

cc: Kenneth Steiner

§240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that §240.14a-8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30

calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although

you will still have to provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) If, like many shareholders, you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(A) The first way is to submit to the company a written statement from the “record” holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders’ meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and filed, a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter), and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

(1) A copy of the schedule(s) and/or form(s), and any subsequent amendments reporting a change in your ownership level;

(2) Your written statement that you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(3) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company’s annual or special meeting.

(3) If you continuously held at least \$2,000 of a company’s securities entitled to vote on the proposal for at least one year as of January 4, 2021, and you have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company, you will be eligible to submit a proposal to such company for an annual or special meeting to be held prior to January 1, 2023. If you rely on this provision, you must provide the company with your written statement that you intend to continue to hold at least \$2,000 of such securities through the date of the shareholders’ meeting for which the proposal is submitted. You must also follow the procedures set forth in paragraph (b)(2) of this section to demonstrate that:

(i) You continuously held at least \$2,000 of the company's securities entitled to vote on the proposal for at least one year as of January 4, 2021; and

(ii) You have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company.

(iii) This paragraph (b)(3) will expire on January 1, 2023.

(c) *Question 3:* How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) 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. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6:* What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such

notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7:* Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8:* Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9:* If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest*: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority*: If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections*: If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

Note to paragraph (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to

Item 402 (a “say-on-pay vote”) or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company’s proxy materials for the same meeting;

(12) *Resubmissions*. If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company’s proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

(i) Less than 5 percent of the votes cast if previously voted on once;

(ii) Less than 15 percent of the votes cast if previously voted on twice; or

(iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10*: What procedures must the company follow if it intends to exclude my proposal?

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11*: May I submit my own statement to the Commission responding to the company’s arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12*: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13*: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

From: John Chevedden [REDACTED] PII
Sent: Wednesday, November 3, 2021 2:35 PM
To: McWilliams, Leanne [REDACTED]
Cc: Koenen, Deborah [REDACTED]; Gordon, Daniel (Law) [REDACTED]
Subject: [External] (ALL) blb

Dear Ms. McWilliams,
Please see the attached broker letter.
Please confirm receipt.
John Chevedden



11/3/2021

Kenneth Steiner
[REDACTED]

Re: Your TD Ameritrade account ending in [REDACTED]

Kenneth Steiner,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Mr. Kenneth Steiner held and had held continuously since at least September 1, 2018, at least 200 shares each of:

- The Allstate Corporation (ALL)
- The Carlyle Group Inc. (CG)
- Dow Inc. (DOW)
 - Spun out of Dow DuPont (DWDP) on 04/02/2019
- Greenhill & Co., Inc. (GHL)
- PPL Corporation (PPL)
- Truist Financial Corporation (TFC)

The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to Client Services > 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,

<<Associate Name>>
Resource Specialist
TD Ameritrade

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

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

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Distributed by TD Ameritrade, Inc., 200 South 108th Avenue, Omaha, NE 68154-2631.

From: John Chevedden [REDACTED] PII

Sent: Thursday, November 11, 2021 7:30 PM

To: Gordon, Daniel (Law) [REDACTED]

Subject: [External] (ALL)

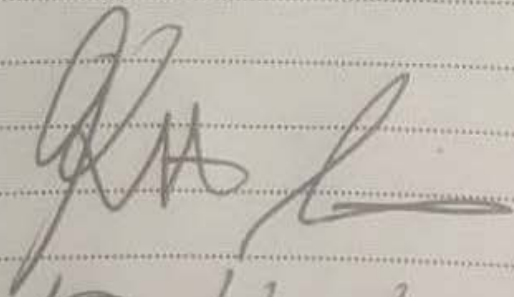
Kenneth Steiner

Company: Allstate (All)

2022 Rule 14a-8 Proposal

Topic: Independent Board
Chairman

I Support this Governance
Topic and have supported
this Particular Topic
for more than ten years



11-10-21

From: John Chevedden [REDACTED] PII
Sent: Monday, December 13, 2021 11:07 AM
To: Gordon, Daniel (Law) [REDACTED]
Subject: [External] Rule 14a-8 Proposal (ALL)`` REVISED

Dear Ms. McWilliams,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

Please confirm receipt.

Sincerely,
John Chevedden

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Selection of the Chairman of the Board The Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board.

The Chairman shall not be a former CEO of the company.

This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic in 2020. The roles of Chairman and CEO are fundamentally different and should be held by 2 directors, a CEO and a Chairman who is completely independent of the CEO and our company.

Allstate is Exhibit A in why the Lead Director role is a poor alternative to an independent Board Chairman.

Our previous Lead Director for more than 5-years and serving as recently as 2021, Ms. Judith Sprieser, violated the most important attribute of a Lead Director – independence. As director tenure goes up director independence goes down. Ms. Sprieser has 22-years director tenure. Ms. Sprieser’s long tenure makes her a prime candidate to retire from the Board.

Another sign that it is time for an independent chairman is that Mr. Thomas Wilson, Chairman and CEO, narrowly missed getting the most negative votes at our 2021 annual meeting. And Mr. Wilson has had 13-years to build his reputation as Chairman and CEO. Mr. Wilson received up to 20-times the negative votes of other Allstate directors.

An independent Board Chairman would have more time to focus on reasonable management pay. Management pay was rejected by more votes than Mr. Wilson.

And an independent Chairman would have more time to focus on improving the performance of the other Allstate directors who received about the same number of negative votes as Mr. Wilson:

Mr. Michael Eskew, Chair of the management pay committee

Mr. Siddharth Mehta

With the current CEO serving as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

A lead director is no substitute for an independent board chairman. A lead director can delegate most of the lead director duties to the CEO office and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

Please vote yes:

Independent Board Chairman – Proposal 4

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

JOHN CHEVEDDEN

January 3, 2022

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

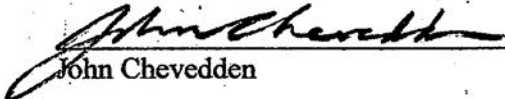
1 Rule 14a-8 Proposal
The Allstate Corporation (ALL)
Independent Board Chairman
Kenneth Steiner

Ladies and Gentlemen:

This is a counterpoint to the December 17, 2021 no-action request.

This was inadvertent. Mr. Kenneth Steiner has met with 12 companies in the 4th quarter. Mr. Steiner also offered to meet with the Company in December 2021 per the attachment.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Daniel Gordon <Dan.Gordon1@allstate.com>

From: John Chevedden

Subject: (ALL) 22

Date: December 20, 2021 at 6:37:20 PM PST

To: Daniel Gordon

Available for an off the record telephone meeting:

Dec 22 8:30 am PT

Dec 23 8:30 am PT

Confirmation requested by:

Dec 22

Kenneth Steiner

[REDACTED]

John Chevedden

[REDACTED]

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

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DIRECT DIAL
202-371-7180
DIRECT FAX
202-661-9010
EMAIL ADDRESS
BRIAN.BREHENY@SKADDEN.COM

January 10, 2022

BY EMAIL (shareholderproposals@sec.gov)

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

Re: Supplemental Letter Regarding
Stockholder Proposal Submitted by Kenneth Steiner

Ladies and Gentlemen:

We refer to our letter dated December 17, 2021 (the “No-Action Request”), 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 our view that the stockholder proposal and supporting statement (the “Proposal”) submitted by Kenneth Steiner (the “Proponent”), with John Chevedden purportedly authorized to act on the Proponent’s behalf, may properly be omitted from the proxy materials to be distributed by The Allstate Corporation, a Delaware corporation (the “Corporation”), in connection with its 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”).

This letter is in response to the letter to the Staff dated January 3, 2022, submitted by Mr. Chevedden on behalf of the Proponent (the “Proponent’s Letter”) and supplements the No-Action Request. In accordance with Rule 14a-8(j), a copy of this letter also is being sent to Mr. Chevedden, on behalf of the Proponent.

As described in the No-Action Request, the Proponent failed to provide timely evidence of his eligibility to submit the Proposal after a timely deficiency notice from the Corporation. Specifically, after receiving the Proposal on October 26, 2021, the Corporation sent a deficiency letter on November 2, 2021 (the “Deficiency Letter”), timely notifying the Proponent and Mr. Chevedden of, among other things, the Proponent’s requirement to provide Allstate with “a written statement that the [Proponent] is able to meet with the [Corporation] in person or via

teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the [P]roposal” and “business days and specific times that the [Proponent] is available to discuss the [P]roposal with Allstate.” Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested that the Proponent’s written statement of availability to meet with the Corporation be provided within 14 days of receipt of the Deficiency Letter, which was November 11, 2021. The Corporation did not receive the required written statement of the Proponent’s availability to meet with the Corporation by November 11, 2021, which was the deadline.

The Proponent’s Letter admits this failure and includes a reference to an email sent by Mr. Chevedden, on the Proponent’s behalf, to the Corporation on December 20, 2021—over a month after the deadline—that provides the Proponent’s availability to meet with the Corporation. This does not change the fact that the Proponent failed to provide timely evidence of his eligibility to submit the Proposal. Indeed, the Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(f)(1) where a proponent provided evidence of eligibility to submit a shareholder proposal after expiration of the 14-day deadline to respond to a timely deficiency notice from the company. *See, e.g., Comcast Corp.* (Mar. 5, 2014) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 15 days after receiving the company’s timely deficiency notice); *Entergy Corp.* (Jan. 9, 2013) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 16 days after receiving the company’s timely deficiency notice); *see also, e.g., Exxon Mobil Corp.* (Feb. 14, 2018) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 53 days after receiving the company’s timely deficiency notice); *Ambac Financial Group, Inc.* (Dec. 15, 2016) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 48 days after receiving the company’s timely deficiency notice); *Prudential Financial, Inc.* (Dec. 28, 2015) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 23 days after receiving the company’s timely deficiency notice).

Accordingly, for the reasons stated above and in the No-Action Request, the Corporation respectfully requests the concurrence of the Staff that, pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1), the Proposal may be excluded from the Corporation’s proxy materials for the 2022 Annual Meeting.

Office of Chief Counsel

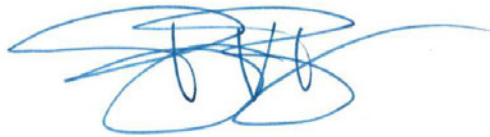
January 10, 2022

Page 3

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180.

Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in blue ink, appearing to read "B. Breheny", with several overlapping loops and a long horizontal stroke extending to the right.

Brian V. Breheny

cc: John Chevedden

Kenneth Steiner

Daniel Gordon, Deborah Koenen and Leanne N. McWilliams
The Allstate Corporation

JOHN CHEVEDDEN

January 16, 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
The Allstate Corporation (ALL)
Independent Board Chairman
Kenneth Steiner

Ladies and Gentlemen:

This is a counterpoint to the December 17, 2021 no-action request.

Management did not reply to the attached offer to meet. This could suggest that management had no intention of a meeting under any circumstance.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Daniel Gordon

From: John Chevedden

Subject: (ALL) 22

Date: December 20, 2021 at 6:37:20 PM PST

To: Daniel Gordon

Available for an off the record telephone meeting:

Dec 22 8:30 am PT

Dec 23 8:30 am PT

Confirmation requested by:

Dec 22

Kenneth Steiner

PII

John Chevedden

PII

JOHN CHEVEDDEN

January 31, 2022

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

3 Rule 14a-8 Proposal
The Allstate Corporation (ALL)
Independent Board Chairman
Kenneth Steiner


Ladies and Gentlemen:

This is a counterpoint to the December 17, 2021 no-action request regarding the fledgling rule to offer management a meeting.

Attached is an example of proponent flexibility in regard to the fledgling rule of offering management a meeting. Management of another company first turned down the opportunity for a meeting.

Then management changed its mind. The proponent now had no obligation to meet but nonetheless agreed to meet.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Daniel Gordon

From: "Olson, Hannah" <[REDACTED]@[REDACTED]>
Subject: RE: [CAUTION! EXTERNAL] (BBY) 20
Date: December 16, 2021 at 7:34:45 PM PST
To: John Chevedden <[REDACTED]@[REDACTED]>, "Johnson, Paige" <[REDACTED]@[REDACTED]>
Cc: "Hartman, Todd" <[REDACTED]@[REDACTED]>, "Crist, Jodie" <[REDACTED]@[REDACTED]>

Mr. Chevedden,

We acknowledge receipt of your offer to engage, as well as your statement that you have no need for a meeting. As such, we agree there isn't a need to schedule a meeting at this time.

I have also received your broker letter.

Thank you.

Regards,
Hannah

From: "Olson, Hannah" <[REDACTED]@[REDACTED]>
Subject: RE: [CAUTION! EXTERNAL] Rule 14a-8 Proposal (BBY) blb
Date: January 25, 2022 at 12:23:01 PM PST
To: John Chevedden <[REDACTED]@[REDACTED]>
Cc: "Crist, Jodie" <[REDACTED]@[REDACTED]>

Mr. Chevedden,

After further review of your proposal and our current Bylaws, we would be interested in scheduling a time to discuss with you the objective of the proposal. If this is something you are willing to do, we have the following times available:

Friday, 1/28 at 12pm or 2pm CT
Tuesday, 2/1 at 2pm CT
Wednesday, 2/3 at 3:00pm CT
Thursday, 2/4 at 11:00 am CT

Please let me know if you are interested in a conversation with us and what, if any, of the times above might work with your schedule.

Regards,
Hannah

From: John Chevedden <[REDACTED]@[REDACTED]>
Subject: (BBY) 31
Date: January 28, 2022 at 6:40:55 PM PST
To: "Olson, Hannah" <[REDACTED]@[REDACTED]>
Cc: "Crist, Jodie" <[REDACTED]@[REDACTED]>

Okay

February 1, at 7am PT, 9am CT

From: "Olson, Hannah" <[REDACTED]@[REDACTED]>
Subject: BBY/Chevedden Shareholder Proposal Call
Date: January 31, 2022 at 7:56:18 AM PST
To: "Crist, Jodie" <[REDACTED]@[REDACTED]>, olmsted <[REDACTED]@[REDACTED]>

Please confirm receipt of meeting invite.

Microsoft Teams meeting