



DIVISION OF
CORPORATION FINANCE

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

February 7, 2022

Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP

Re: DuPont de Nemours, Inc. (the "Company")
Incoming letter dated December 6, 2021

Dear Mr. Gerber:

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.

We are unable to concur in your view that the Company may exclude the Proposal under Rules 14a-8(b) and 14a-8(f). In our view, the proof of ownership letter that the Proponent provided is clear on its face. Companies should not seek to exclude a shareholder proposal under these rules when a proof of ownership letter is clear and provides sufficient evidence that a proponent met the requisite ownership requirements.

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

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BY EMAIL (shareholderproposals@sec.gov)

December 6, 2021

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

RE: DuPont de Nemours, Inc. 2022 Annual Meeting
Omission of Shareholder Proposal of
Kenneth Steiner

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are writing on behalf of our client, DuPont de Nemours, Inc., a Delaware corporation ("DuPont"), to request that the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") concur with DuPont's view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by John Chevedden ("Mr. Chevedden") on behalf of Kenneth Steiner ("Mr. Steiner") from the proxy materials to be distributed by DuPont in connection with its 2022 annual meeting of stockholders (the "2022 proxy materials"). Messrs. Chevedden and Steiner are sometimes collectively referred to as the "Proponents."

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter and its attachments to the Staff at

shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponents as notice of DuPont's intent to omit the Proposal from the 2022 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponents that if the Proponents submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to DuPont.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

The 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

II. Basis for Exclusion

We hereby respectfully request that the Staff concur with DuPont's view that the Proposal may be excluded from the 2022 proxy materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponents failed to timely provide proof of the requisite stock ownership after receiving notice of such deficiency.

III. Background

DuPont received an initial version of the Proposal on October 26, 2021, via email from Mr. Chevedden and accompanied by a cover letter from Mr. Steiner authorizing Mr. Chevedden to act on his behalf. On November 3, 2021, DuPont received via email from Mr. Chevedden a copy of a letter from TD Ameritrade regarding Mr. Steiner's stock ownership in a number of companies, including E.I. du Pont de Nemours and Company (the "Broker Letter"). On November 9, 2021, DuPont sent a letter via email to Mr. Chevedden, on Mr. Steiner's behalf, and via FedEx to each of Messrs. Chevedden and Steiner, requesting a written statement from the record holder of Mr. Steiner's shares verifying that Mr. Steiner beneficially owned the requisite number of shares of DuPont common stock continuously for at least the requisite period preceding and including October 26, 2021, the date of submission of the Proposal (the "Deficiency Letter"). The Deficiency Letter

specifically noted that DuPont “received a letter from TD Ameritrade concerning [Mr. Steiner’s] ownership of shares in E.I. du Pont de Nemours and Company, which is a former affiliate of [DuPont] but is not [DuPont].” In addition, the Deficiency Letter requested a written statement regarding Mr. Steiner’s availability to meet with DuPont in person or via teleconference no less than 10 calendar days nor more than 30 calendar days after submission of the Proposal and requested written documentation from Mr. Steiner that identifies the specific topic of the Proposal to be submitted and includes a statement from Mr. Steiner supporting the Proposal.

On November 12, 2021, DuPont received an email from Mr. Chevedden that included a revised version of the Proposal. On November 15, 2021, DuPont received an email from Mr. Chevedden regarding the availability to meet with DuPont via teleconference. Also on November 15, 2021, DuPont received confirmation of Mr. Steiner’s receipt of the FedEx delivery of the Deficiency Letter. On November 16, 2021, DuPont received an email from Mr. Chevedden including written documentation purportedly from Mr. Steiner that identified the specific topic of the Proposal and included a statement supporting the Proposal. Copies of the initial Proposal, cover letter, the Broker Letter, the Deficiency Letter, the revised Proposal, the FedEx confirmation of receipt and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponents Failed to Timely Provide Proof of the Requisite Stock Ownership After Receiving Notice of Such Deficiency.

Rule 14a-8(b)(1) provides that, in order to be eligible to submit a proposal, a proponent must have continuously held:

- at least \$2,000 in market value of the company’s common stock for at least three years, preceding and including the date that the proposal was submitted;
- at least \$15,000 in market value of the company’s common stock for at least two years, preceding and including the date that the proposal was submitted; or
- at least \$25,000 in market value of the company’s common stock for at least one year, preceding and including the date that the proposal was submitted.

Alternatively, a proponent must have continuously held at least \$2,000 in market value of the company's common stock 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 the company's common stock from January 4, 2021 through and including the date that the proposal was submitted.

If the proponent is not a registered holder, he or she must provide proof of beneficial ownership of the securities. Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that it meets 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.

The Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(f)(1) 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., PG&E Corp.* (May 26, 2020)* (permitting exclusion of a proposal under Rule 14a-8(f)(1) 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 of a proposal under Rule 14a-8(f)(1) 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 of a proposal under Rule 14a-8(f)(1) 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 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).

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

In this instance, the Proponents failed to provide timely evidence of eligibility to submit a shareholder proposal to DuPont after a timely deficiency notice from DuPont. Specifically, after receiving the Proposal on October 26, 2021 and the Broker Letter on November 3, 2021, DuPont sent the Deficiency Letter on November 9, 2021, timely notifying the Proponents of the various procedural defects under Rule 14a-8(b). The Deficiency Letter specifically noted that DuPont “received a letter from TD Ameritrade concerning [Mr. Steiner’s] ownership of shares in E.I. du Pont de Nemours and Company, which is a former affiliate of [DuPont] but is not [DuPont].” In addition, the Deficiency Letter confirmed that Mr. Steiner is not “a record owner of a sufficient number of shares to satisfy the ownership requirement” and requested “a written statement from the record holder of [Mr. Steiner’s] shares . . . verifying that, at the time the [P]roposal was submitted, which was October 26, 2021, [Mr. Steiner] had beneficially held the requisite number of shares of [DuPont] common stock continuously for at least the requisite period preceding and including October 26, 2021.” The Deficiency Letter also clearly explained the proof of ownership requirements of Rule 14a-8(b) and how to satisfy those requirements. Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested that proof of Mr. Steiner’s ownership be provided within 14 days of the Proponents’ receipt of the Deficiency Letter, which was November 9, 2021 via email and November 15, 2021 via FedEx. DuPont has not received any further correspondence from the Proponents, aside from the revised Proposal and the correspondence detailed above that relates to the other procedural defects described in the Deficiency Letter, and has not received verification of Mr. Steiner’s ownership of DuPont’s common stock since sending the Deficiency Letter to the Proponents. Therefore, the Proponents have failed to provide proof of Mr. Steiner’s stock ownership within the required timeframe after receiving notice of such deficiency.

Accordingly, consistent with the precedent described above, the Proposal may be excluded pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) as the Proponents have failed to timely provide proof of the requisite stock ownership after receiving timely notice of such deficiency.

V. Conclusion

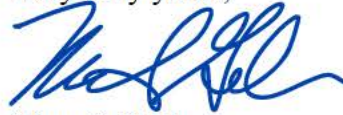
Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if DuPont excludes the Proposal from its 2022 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of DuPont’s position, we would appreciate the opportunity to confer with the Staff concerning these matters

Office of Chief Counsel
December 6, 2021
Page 6

prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: Peter W. Hennessey
Associate General Counsel & Corporate Secretary
DuPont de Nemours, Inc.

John Chevedden

Kenneth Steiner

EXHIBIT A

(see attached)

From: John Chevedden [REDACTED] PII
Sent: Tuesday, October 26, 2021 5:07 PM
To: Hennessey, Peter
Cc: DAISLEY, DEBORAH L; Zimmerman, Marlene D
Subject: [EXTERNAL] Rule 14a-8 Proposal (DD)``
Attachments: 26102021 5.pdf



Dear Mr. Hennessey,

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

PII

Mr. Peter Hennessey
DuPont de Nemours, Inc. (DD)
974 Centre Road
Building 730
Wilmington, Delaware 19805
PH: 302-774-3034

Dear Mr. Hennessey,

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:

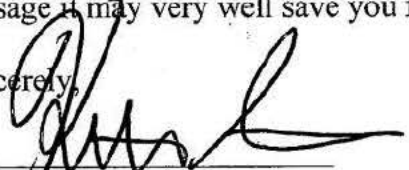
PII

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 PII

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

10/12/21
Date

cc: Deborah L. Daisley <Deborah.Daisley@dupont.com>
Marlene D. Zimmerman <marlene.d.zimmerman@dupont.com>

DD – 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 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.

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.

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.

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

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*

From: John Chevedden [REDACTED] PII
Sent: Wednesday, November 3, 2021 2:47 PM
To: Hennessey, Peter; DAISLEY, DEBORAH L; Zimmerman, Marlene D
Subject: [EXTERNAL] (DD) blb
Attachments: 03112021 4.pdf

Dear Mr. Hennessey,
Please see the attached broker letter.
Please confirm receipt.
John Chevedden



November 3, 2021

Kenneth Steiner

PII

Re: Your TD Ameritrade account ending in PII

Dear Kenneth Steiner,

Pursuant to your request, this letter is to confirm that as of the date of this letter, Mr. Kenneth Steiner held and has held continuously, in the above referenced account, since at least September 1, 2018, at least 200 shares each of the following securities:

Bank of America Corporation (BAC)
American Express Company (AXP)
E.I. du Pont de Nemours and Company (DD)
Howmet Aerospace Inc. (HWM) (Was Arconic Inc.)
TETRA Technologies, Inc. (TTI) (1000 shares)

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,

William Walker
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.

TDA 1002212 02/21

From: Hennessey, Peter
Sent: Tuesday, November 9, 2021 4:33 PM
To: John Chevedden [REDACTED] PII
Cc: DAISLEY, DEBORAH L <Deborah.Daisley@dupont.com>; Zimmerman, Marlene D <marlene.d.zimmerman@dupont.com>
Subject: RE: [EXTERNAL] Rule 14a-8 Proposal (DD)``

Dear Mr. Chevedden,

Attached please find a letter regarding certain deficiencies in the proposal you submitted for inclusion in the proxy statement for our annual meeting in 2022. The attached letter has also been sent to you and Mr. Steiner by overnight mail.

Kindly confirm receipt of this email message.

Regards,
Peter

Peter W. Hennessey
Associate General Counsel & Corporate Secretary



Office: +1-302-999-3369
Mobile: +1-302-299-9102
DuPont de Nemours, Inc.
Chestnut Run Plaza, Bldg. 730/5218
974 Centre Road
Wilmington, Delaware 19805
www.dupont.com

From: John Chevedden [REDACTED] PII
Sent: Tuesday, October 26, 2021 5:07 PM
To: Hennessey, Peter <peter.hennessey@dupont.com>
Cc: DAISLEY, DEBORAH L <Deborah.Daisley@dupont.com>; Zimmerman, Marlene D <marlene.d.zimmerman@dupont.com>
Subject: [EXTERNAL] Rule 14a-8 Proposal (DD)``



Dear Mr. Hennessey,

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

This communication is for use by the intended recipient and contains information that may be Privileged, confidential or copyrighted under applicable law. If you are not the intended recipient, you are hereby formally notified that any use, copying or distribution of this e-mail, in whole or in part, is strictly prohibited. Please notify the sender by return e-mail and delete this e-mail from your system. Unless explicitly and conspicuously designated as "E-Contract Intended", this e-mail does not constitute a contract offer, a contract amendment, or an acceptance of a contract offer. This e-mail does not constitute a consent to the use of sender's contact information for direct marketing purposes or for transfers of data to third parties.

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<https://www.dupont.com/email-disclaimer.html>



DuPont de Nemours, Inc.
Office of the Corporate Secretary
974 Centre Road, CRP 730/5216
Wilmington, DE 19805

Kenneth Steiner

PII

With a copy to:
John Chevedden

PII

VIA OVERNIGHT MAIL AND E-MAIL

CONFIRMATION OF RECEIPT REQUESTED

November 9, 2021

Re: Proposal Submitted to DuPont de Nemours, Inc.

Dear Mr. Steiner:

This letter officially acknowledges receipt by DuPont de Nemours, Inc. (the "Company") on October 26, 2021 of a letter from you (the "Letter"). Included with the Letter was the stockholder proposal (the "Proposal") intended for inclusion in the proxy statement for the Company's 2022 Annual Meeting of Stockholders (the "Annual Meeting") and your authorization to file the Proposal on your behalf. The Letter states that you will meet the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), including the continuous ownership of the required stock value until after the date of the Annual Meeting. This letter is to inform you of certain deficiencies in your submission, including that we have not received verification of your stock ownership, and thus you have not demonstrated that you are eligible to submit the Proposal under Rule 14a-8.

In order to establish your eligibility to submit the Proposal under Rule 14a-8, you are required to provide the Company with documentation regarding your ownership of Company securities, or you must direct your broker to send such documentation to the Company. The documentation must demonstrate that you have continuously held:

- at least \$2,000 in market value of the Company's common stock entitled to vote on the proposal for at least three years, preceding and including the date that the proposal was submitted;
- at least \$15,000 in market value of the Company's common stock entitled to vote on the proposal for at least two years, preceding and including the date that the proposal was submitted; or
- at least \$25,000 in market value of the Company's 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 proponent must have continuously held at least \$2,000 in market value of the Company's 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 the Company's common stock from January 4, 2021 through and including the date that the proposal was submitted.

The Company's stock records do not indicate that you are a record owner of a sufficient number of shares to satisfy the ownership requirement. We note that we have received a letter from TD Ameritrade concerning your ownership of shares in E.I. du Pont de Nemours and Company, which is a former affiliate of the Company but is not the Company.

Accordingly, please provide a written statement from the record holder of your shares (usually a bank or broker) and a participant in the Depository Trust Company (DTC) verifying that, at the time the proposal was submitted, which was October 26, 2021, you had beneficially held the requisite number of shares of Company common stock continuously for at least the requisite period preceding and including October 26, 2021.

If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is available on the Internet at:

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

If your broker or bank is not on DTC's participant list, you will need to obtain proof of ownership from the DTC participant through which your securities are held. You should be able to find out who the DTC participant is by asking your broker or bank. If the DTC participant knows of the holdings of your broker or bank, but does not know your holdings, you may satisfy the proof of ownership requirement 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 by you for at least the requisite period – with one statement from your broker or bank confirming your ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

Please note that the documentation must establish your ownership of the required share value for at least the requisite period by the date you submitted the Proposal. This period covers the entire requisite period preceding and including the date the Proposal was submitted.

In addition, Rule 14a-8 requires a proponent to provide the Company with a written statement that the proponent 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. You have not provided such a statement. Accordingly, please provide the Company with this statement, which 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.

Also, Rule 14a-8 requires a proponent 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 proponent and the person acting on the proponent's behalf as a representative;
- includes the proponent's statement authorizing the designated representative to submit the proposal and otherwise act on the proponent's behalf;
- identifies the specific topic of the proposal to be submitted;
- includes the proponent's statement supporting the proposal; and
- is signed and dated by the proponent.

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

For the Proposal to be eligible for inclusion in the proxy statement for the Annual Meeting, a response to this letter correcting the identified procedural deficiencies must be transmitted electronically or postmarked no later than 14 calendar days from the date you receive this letter. Once the Company receives the response, the Company will be in a position to determine whether the Proposal is eligible for inclusion in the proxy statement for the Annual Meeting. The Company reserves the right to submit a no-action request to the Staff of the SEC, as appropriate, with respect to the Proposal.

Please send your response to the Company at Chestnut Run Plaza 730/5218, 974 Centre Road, Wilmington, DE 19805, Attention: Office of the Secretary and by email at peter.hennessey@dupont.com. For your reference I have enclosed a copy of Rule 14a-8.

Regards,

A handwritten signature in black ink, appearing to read "Peter W. Hennessey". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Peter W. Hennessey
VP, Associate General Counsel and Corporate Secretary

Enclosures

§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: Friday, November 12, 2021 2:47 PM
To: Hennessey, Peter <peter.hennessey@dupont.com>; DAISLEY, DEBORAH L <Deborah.Daisley@dupont.com>; Zimmerman, Marlene D <marlene.d.zimmerman@dupont.com>
Subject: [EXTERNAL] Rule 14a-8 Proposal (DD)` REVISED

Dear Mr. Hennessey,

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

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[DD – Rule 14a-8 Proposal, October 26, 2021, Revised November 12, 2021]

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

Proposal 4 – Independent Board Chairman

The 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.

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.

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.

Please vote yes:

Independent Board Chairman – Proposal 4

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

From: John Chevedden [REDACTED] PII
Sent: Monday, November 15, 2021 9:30 AM
To: Hennessey, Peter <peter.hennessey@dupont.com>; DAISLEY, DEBORAH L <Deborah.Daisley@dupont.com>; Zimmerman, Marlene D <marlene.d.zimmerman@dupont.com>
Subject: [EXTERNAL] (MPC) dcd d17

Available for an off the record telephone meeting with one company employee:

Nov. 22 1:00 pm PT

Nov. 23 1:00 pm PT

Confirmation requested by:

Nov. 17

Please provide the name of the one company employee.

I have no need for a meeting.

[REDACTED] PII

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From: TrackingUpdates@fedex.com <TrackingUpdates@fedex.com>
Sent: Monday, November 15, 2021 1:29 PM
To: Zimmerman, Marlene D <marlene.d.zimmerman@dupont.com>
Subject: [EXTERNAL] FedEx Shipment 775161544370: Your package has been delivered



Hi. Your package was
delivered Mon, 11/15/2021 at
1:27pm.



Delivered to [REDACTED] PII

Received by K.STEIN

[OBTAIN PROOF OF DELIVERY](#)

TRACKING NUMBER	775161544370
FROM	DUPONT COMPANY 974 Centre Road, CRP 730 Wilmington, DE, US, 19805

TO Mr. Kenneth Steiner
PII
[REDACTED]

DOOR TAG NUMBER DT105869103527

SHIP DATE Tue 11/09/2021 06:28 PM

DELIVERED TO Residence

PACKAGING TYPE FedEx Envelope

ORIGIN Wilmington, DE, US, 19805

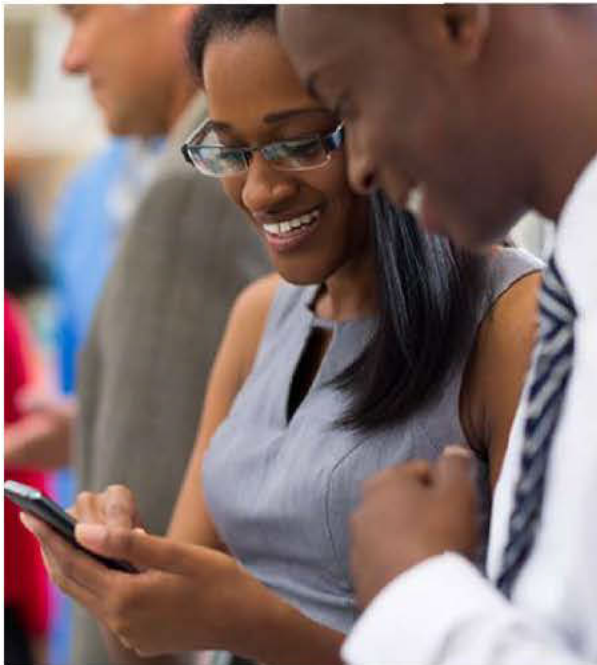
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From: John Chevedden [REDACTED] ^{PII}
Sent: Tuesday, November 16, 2021 11:34 AM
To: DAISLEY, DEBORAH L <Deborah.Daisley@dupont.com>
Subject: [EXTERNAL] (DD)

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Kenneth Steiner

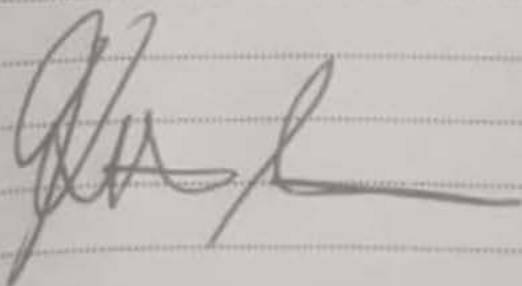
Company: DuPont (DD)

2022 Rule 14a-8

Proposal Topic:

Independent Board Chairman

I support this governance
topic and have supported this
topic for more than ten
consecutive years as a
shareholder proponent



11-15-21

December 6, 2021

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

1 Rule 14a-8 Proposal
DuPont de Nemours, Inc. (DD)
Independent Board Chairman
Kenneth Steiner

Ladies and Gentlemen:

This is a counterpoint to the December 6, 2021 no-action request.

The broker letter said the Mr. Steiner owned 500 shares of stock with the symbol DD which is the correct symbol for the company. Management failed to give sufficient notice of what it wanted.

Management did not address the fact that the DD on the broker letter is the correct symbol for the company and that management wanted more precise wording for the name of the company – a name that gets recycled with minor modification to the consternation of shareholders.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Peter Hennessey <peter.hennessey@dupont.com>



November 3, 2021

Kenneth Steiner

PII

Re: Your TD Ameritrade account ending in PII

Dear Kenneth Steiner,

Pursuant to your request, this letter is to confirm that as of the date of this letter, Mr. Kenneth Steiner held and has held continuously, in the above referenced account, since at least September 1, 2018, at least 200 shares each of the following securities:

Bank of America Corporation (BAC)
American Express Company (AXP)
E.I. du Pont de Nemours and Company (DD)
Howmet Aerospace Inc. (HWM) (Was Arcoñic Inc.)
TETRA Technologies, Inc. (TTI) (1000 shares)

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,


William Walker
Resource Specialist
TD Ameritrade

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

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TDA 1002212 02/21

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SHANGHAI
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TOKYO
TORONTO

BY EMAIL (shareholderproposals@sec.gov)

December 10, 2021

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

RE: DuPont de Nemours, Inc. – 2022 Annual Meeting
Supplement to Letter dated December 6, 2021
Relating to Shareholder Proposal of Kenneth Steiner

Ladies and Gentlemen:

We refer to our letter dated December 6, 2021 (the “No-Action Request”), submitted on behalf of our client, DuPont de Nemours, Inc., a Delaware corporation (“DuPont”), 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 DuPont’s view that the shareholder proposal and supporting statement (the “Proposal”) submitted by John Chevedden (“Mr. Chevedden”) on behalf of Kenneth Steiner (“Mr. Steiner”) (together, the “Proponents”) may be excluded from the proxy materials to be distributed by DuPont in connection with its 2022 annual meeting of stockholders (the “2022 proxy materials”).

This letter is in response to the letter to the Staff, dated December 6, 2021, submitted by Mr. Chevedden (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 the Proponents.

The Proponent's Letter makes no effort to explain why the Proponents did not respond to the procedural deficiency identified by DuPont in its letter to Mr. Chevedden on November 9, 2021 (the "Deficiency Letter"). The Proponents originally attempted to demonstrate their eligibility to submit the Proposal by providing a letter from TD Ameritrade that Mr. Steiner held at least 200 shares of "E.I. du Pont de Nemours and Company (DD)" since September 1, 2018 (the "Broker Letter"). As noted in the No-Action Request and the Deficiency Letter, however, this statement fails to adequately demonstrate the Proponents' eligibility to submit a proposal to DuPont because it references ownership of shares in E.I. du Pont de Nemours and Company, which is a former affiliate of DuPont but is not DuPont. After failing to respond to the Deficiency Letter, Mr. Chevedden now asserts that "management failed to give sufficient notice of what it wanted." This is a demonstrably false claim.

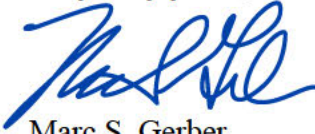
As noted in the No-Action Request, the Staff consistently has permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence of eligibility to submit a proposal in response to a timely deficiency notice from the company. Rule 14a-8(b)(2) makes clear that the burden is on the proponent to establish the proponent's eligibility to submit a shareholder proposal. In this instance, the Broker Letter contained a conflicting reference – a ticker symbol for DuPont and the name of an entirely different corporate entity. Far from a minor technical or typographical error, the Broker Letter thus contained an inherent ambiguity relating to the fundamental question of the Proponents' eligibility to submit the Proposal. After being specifically notified of this defect in the Deficiency Letter, the Proponents took no action to reconcile this reference. Therefore, the Proponents have failed to provide proof of Mr. Steiner's stock ownership within the required timeframe after receiving notice of such deficiency. Accordingly, as described in the No-Action Request, the Proposal is excludable under Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

For the reasons stated above and in the No-Action Request, we respectfully request that the Staff concur that it will take no action if DuPont excludes the Proposal from its 2022 proxy materials.

Office of Chief Counsel
December 10, 2021
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Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of DuPont's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

cc: Peter W. Hennessey
Associate General Counsel & Corporate Secretary
DuPont de Nemours, Inc.

John Chevedden

Kenneth Steiner

December 15, 2021

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

2 Rule 14a-8 Proposal
DuPont de Nemours, Inc. (DD)
Independent Board Chairman
Kenneth Steiner

Ladies and Gentlemen:

This is a counterpoint to the December 6, 2021 no-action request.

Management was obligated to notify the proponent of any defect in the broker letter and failed to do so.

Management confirmed it received the broker letter on November 8, 2021 and then asked for a broker letter on November 9, 2021 per the attachments.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Peter Hennessey <peter.hennessey@dupont.com>

From: "Hennessey, Peter" <peter.hennessey@dupont.com>

Subject: RE: [EXTERNAL] (DD) blb

Date: November 8, 2021 at 7:29:58 AM PST

To: John Chevedden [REDACTED] PII, "DAISLEY, DEBORAH L"
<Deborah.Daisley@dupont.com>, "Zimmerman, Marlene D"
<marlene.d.zimmerman@dupont.com>

Dear Mr. Chevedden,

I am writing to confirm receipt of the broker letter.

Regards,
Peter

Peter W. Hennessey
Associate General Counsel & Corporate Secretary



DuPont de Nemours, Inc.
Office of the Corporate Secretary
974 Centre Road, CRP 730/5216
Wilmington, DE 19805

Kenneth Steiner

PII

With a copy to:
John Chevedden

PII

VIA OVERNIGHT MAIL AND E-MAIL

CONFIRMATION OF RECEIPT REQUESTED

November 9, 2021

Re: Proposal Submitted to DuPont de Nemours, Inc.

Dear Mr. Steiner:

This letter officially acknowledges receipt by DuPont de Nemours, Inc. (the "Company") on October 26, 2021 of a letter from you (the "Letter"). Included with the Letter was the stockholder proposal (the "Proposal") intended for inclusion in the proxy statement for the Company's 2022 Annual Meeting of Stockholders (the "Annual Meeting") and your authorization to file the Proposal on your behalf. The Letter states that you will meet the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), including the continuous ownership of the required stock value until after the date of the Annual Meeting. This letter is to inform you of certain deficiencies in your submission, including that we have not received verification of your stock ownership, and thus you have not demonstrated that you are eligible to submit the Proposal under Rule 14a-8.

In order to establish your eligibility to submit the Proposal under Rule 14a-8, you are required to provide the Company with documentation regarding your ownership of Company securities, or you must direct your broker to send such documentation to the Company. The documentation must demonstrate that you have continuously held: