



DIVISION OF  
CORPORATION FINANCE

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

February 28, 2022

Ronald O. Mueller  
Gibson, Dunn & Crutcher LLP

Re: Amazon.com, Inc. (the "Company")  
Incoming letter dated February 25, 2022

Dear Mr. Mueller:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the International Brotherhood of Teamsters General Fund and Bryce Mathern for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Company will include the Proposal in its proxy materials and that the Company therefore withdraws its January 24, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter 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: Louis Malizia  
International Brotherhood of Teamsters

January 24, 2022

VIA E-MAIL

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

Re: *Amazon.com, Inc.*  
*Shareholder Proposal of the International Brotherhood of Teamsters General*  
*Fund and Bryce Mathern*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2022 Annual Meeting of Shareholders (collectively, the “2022 Proxy Materials”) a shareholder proposal (the “Duplicate Proposal”) and statement in support thereof (the “Supporting Statement”) received from the International Brotherhood of Teamsters General Fund and Bryce Mathern (collectively, the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2022 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Duplicate Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE DUPLICATE PROPOSAL

The Duplicate Proposal states:

**Resolved**, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Amazon used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Amazon is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Amazon's website.

A copy of the Duplicate Proposal and the Supporting Statement, as well as related correspondence with the Proponents, is attached to this letter as Exhibit A.<sup>1</sup>

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<sup>1</sup> In reliance on the announcement by the Staff, we have omitted all materials submitted by co-filers and all other correspondence that is not directly relevant to this no-action request. *See* Announcement Regarding Personally Identifiable and Other Sensitive Information in Rule 14a-8 Submissions and Related Materials, available at <https://www.sec.gov/corpfin/announcement/announcement-14a-8-submissions-pii-20211217> (last updated Dec. 17, 2021).

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### **BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Duplicate Proposal may be excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(11) because it substantially duplicates another proposal previously submitted to the Company that the Company expects to include in its 2022 Proxy Materials.

### **ANALYSIS**

#### **The Duplicate Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates Another Proposal That The Company Expects To Include In Its 2022 Proxy Materials.**

##### *A. Background.*

The Duplicate Proposal substantially duplicates a shareholder proposal the Company previously received from the Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen, South Dakota and the Dunkelman Desc Tr FBO Zane Behke (the “Prior Proposal,” and together with the Duplicate Proposal, the “Proposals”) because both Proposals seek additional information from the Company about its lobbying activities and how these activities align with the Company’s expressed policy positions. The Prior Proposal states:

**Resolved:** Shareholders request that Amazon.com, Inc. (“Amazon”) issue a report (at reasonable cost and omitting proprietary information) that describes if, and how, its lobbying activities align with the Paris Agreement goal of limiting average global warming to 1.5° Celsius above pre-industrial levels. The report should address both direct and indirect lobbying – including trade associations, “social welfare” or nonprofit organizations – and what actions Amazon has or will take to mitigate the risks associated with misalignments that may be found.

A copy of the Prior Proposal and statement in support thereof is attached to this letter as Exhibit B.

The Company received the Prior Proposal on December 13, 2021, whereas the Company subsequently received the Duplicate Proposal on December 14, 2021. The Company intends to include the Prior Proposal in the 2022 Proxy Materials, unless the Staff concurs with a no-action request submitted on the same day addressing exclusion of the Prior Proposal. As

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discussed below, the core concern and principal focus of each of the Proposals is the same, and the Duplicate Proposal therefore is properly excludable under Rule 14a-8(i)(11).

*B. The “Substantially Duplicates” Standard.*

Rule 14a-8(i)(11) provides that a shareholder proposal may be excluded if it “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.” The Commission has stated that “the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976) (the “1976 Release”). When two substantially duplicative proposals are received by a company, the Staff has indicated that the company must include the first of the proposals it received in its proxy materials, unless that proposal otherwise may be excluded. *See, e.g., Great Lakes Chemical Corp.* (avail. Mar. 2, 1998); *Pacific Gas and Electric Co.* (avail. Jan. 6, 1994).

A proposal may be excluded as substantially duplicative of another proposal despite differences in terms or scope and even if the proposals request different actions. *See, e.g., Exxon Mobil Corp.* (avail. Mar. 13, 2020) (concurring with the exclusion of a proposal as substantially duplicative where the Staff explained that “the two proposals share a concern for seeking additional transparency from the [c]ompany about its lobbying activities and how these activities align with the [c]ompany’s expressed policy positions” despite the proposals requesting different actions); *Exxon Mobil Corp.* (avail. Mar. 9, 2017) (concurring with the exclusion of a proposal requesting a report on the company’s political contributions as substantially duplicative of a proposal requesting a report on lobbying expenditures); *Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring with the exclusion of a proposal seeking a review and report on the company’s loan modifications, foreclosures, and securitizations as substantially duplicative of a proposal seeking a report that would include “home preservation rates” and “loss mitigation outcomes,” which would not necessarily be covered by the other proposal); *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009) (concurring with the exclusion of a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest as substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company’s products and operations); *Bank of America Corp.* (avail. Feb. 24, 2009) (concurring with the exclusion of a proposal requesting the adoption of a 75% hold-to-retirement policy as subsumed by another proposal that included such a policy as one of many requests); *Ford*

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*Motor Co. (Leeds)* (avail. Mar. 3, 2008) (concurring with the exclusion of a proposal to establish an independent committee to prevent founding family shareholder conflicts of interest with non-family shareholders as substantially duplicative of a proposal requesting that the board take steps to adopt a recapitalization plan for all of the company’s outstanding stock to have one vote per share). The Staff has traditionally referred to Rule 14a-8(i)(11)’s substantial duplication standard as assessing whether the later proposal presents the same “principal thrust” or “principal focus” as a previously submitted proposal, *see Pacific Gas & Electric Co.* (avail. Feb. 1, 1993), or the same core concern.

*C. The Duplicate Proposal Has The Same Core Concern And Focus As The Prior Proposal.*

Although phrased differently, the core concern and principal focus of the Proposals is the same: additional information from the Company regarding its lobbying activities and how these activities are aligned with the Company’s expressed policy positions. This duplication is demonstrated by the following chart:

<b><i>The Prior Proposal</i></b>	<b><i>The Duplicate Proposal</i></b>
<i>The Proposals are both concerned with risks from misalignment between the Company’s lobbying activities and its public policy positions.</i>	
<p>“. . . if, and how, its lobbying activities align with the Paris Agreement goal . . . and what actions Amazon has or will take to mitigate the risks associated with misalignments that may be found.”</p> <p>“Corporate lobbying that is inconsistent with meeting Paris Agreement goals creates regulatory, reputational, and legal risks.”</p> <p>“Increasingly, investors scrutinize the potential misalignment between stated climate commitments and a company’s policy advocacy (lobbying).”</p>	<p>“[F]ull disclosure of . . . lobbying activities and expenditures to assess whether its lobbying is consistent with Amazon’s expressed goals.”</p> <p>“Amazon’s lack of disclosure presents reputational risks when its lobbying contradicts company public positions.”</p> <p>“For example, while Amazon strives to be ‘Earth’s Best Employer,’ it attracted attention for hiring lobbyists that worked for TAs opposing unions.”</p> <p>“Amazon publicly embraced corporate tax hikes, it lobbied to preserve its tax breaks</p>

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<p>“Of particular concern, therefore, are industry and policy groups that represent businesses like Amazon.”</p>	<p>and has drawn scrutiny for avoiding federal income taxes.”</p>
<p><i>The Proposals both address direct and indirect lobbying.</i></p>	
<p>“The report should address both direct and indirect lobbying.”                   “. . . a public analysis of Amazon’s lobbying . . .”</p>	<p>“Company policy and procedures governing lobbying, both direct and indirect . . . .”                   “Amazon spent \$18.7 million on federal lobbying in 2020.”</p>
<p><i>The Proposals both are concerned with trade association affiliations and their lobbying activities.</i></p>	
<p>“A review of Amazon’s disclosed trade association and other memberships . . . .”                   “The report should address . . . trade associations, ‘social welfare’ or nonprofit organizations.”</p>	<p>“‘Indirect lobbying’ is lobbying engaged in by a trade association or other organization of which Amazon is a member.”                   “Amazon fails to provide an annual report detailing its lobbying payments . . . trade associations (TAs) and social welfare groups (SWGs).”</p>
<p><i>The Proposals both specifically address alignment with the Paris Climate Agreement.</i></p>	
<p>“. . . if, and how, its lobbying activities align with the Paris Agreement goal of limiting average global warming to 1.5° Celsius above pre-industrial levels.”                   “Corporate lobbying that is inconsistent with meeting Paris Agreement goals . . . .”                   “[I]nvestors across the spectrum view fulfillment of the Paris Agreement as an economic imperative.”</p>	<p>“Amazon cofounded the Climate Pledge for net zero carbon emissions by 2040, but the Chamber undermined the Paris Climate Accord.”</p>

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“ . . . Amazon’s own actions and commitments related to the Paris Agreement.”  “ . . . public analysis of Amazon’s lobbying and public policy efforts vis-à-vis alignment with the objectives of the Paris Agreement.”	
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In *Exxon Mobil Corp.* (avail. Mar. 13, 2020) (“*Exxon 2020*”), the company received two proposals that were substantially similar to the Proposals with Resolved clauses that were nearly identical to the Resolved clauses of the Proposals. The company argued that the proposals were excludable under Rule 14a-8(i)(11) because the principal focus of both related to the company’s lobbying expenses. In concurring with exclusion, the Staff noted that “the two proposals share a concern for seeking additional transparency from the [c]ompany about its lobbying activities and how these activities align with the [c]ompany’s expressed policy positions, of which one is the [c]ompany’s stated support of the Paris Climate Agreement.” The facts here are nearly identical to those in *Exxon 2020* except that here, the Company received the narrower proposal (addressing climate-related lobbying specifically) first and the broader proposal (addressing lobbying activities more generally) second. Nevertheless, as with the proposals in *Exxon 2020* and as demonstrated in the chart above, the Proposals share the same core concern and principal focus: “additional transparency from the Company regarding its lobbying activities and how these activities align with the Company’s expressed policy positions.”

The Staff has frequently concurred with the exclusion of a proposal that was substantially similar to a prior proposal, even when the later-submitted proposal, like the Duplicate Proposal, had a broader scope. For example, in *Exxon Mobil Corp.* (avail. Mar. 9, 2017), the proponent requested a report on the policies and procedures relating to the company’s political contributions and expenditures while a prior proposal requested a report relating to, among other related things, the company’s policies and procedures “governing lobbying . . . and grassroots lobbying communications.” The company argued that the later proposal substantially duplicated the prior proposal because “its real target [was] disclosure of contributions to third parties that are used for political purposes.” The proponent conceded that there may have been some overlap between the proposals but argued that its proposal was “far broader than the [prior] [p]roposal and request[ed] vastly more information” and even admitted that had the proposals been submitted in the opposite order, then the narrower proposal relating solely to lobbying disclosures might have been excludable. Nevertheless, the distinction on the timing and order of when the broader proposal was received did not



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change the analysis: the Staff concurred that the broader proposal was substantially duplicative of the earlier, narrower prior proposal and agreed with exclusion under Rule 14a-8(i)(11). *See also Chevron Corp. (Benta B.V.)* (avail. Mar. 30, 2021) (concurring with the exclusion of a later proposal requesting the company to “devis[e] a method to set emission reduction targets” as substantially duplicative of an earlier proposal, requesting a report addressing how certain Scope 3 emissions will be addressed to “meet [the company’s] post-2050 Paris Accord carbon emission reduction goals”) (emphasis added); *General Electric Co.* (avail. Jan. 17, 2013, *recon. denied* Feb. 27, 2013) (concurring with the exclusion of a later proposal requesting executive compensation be limited to “a competitive base salary, an annual bonus of not more than fifty per cent of base salary, and competitive retirement benefits” as substantially duplicative of an earlier proposal requesting the “cessation of all Executive Stock Option Programs[] and Bonus Programs,” despite the proponent’s assertion that the later proposal was “more broad and inclusive”); *Lehman Brothers Holdings, Inc.* (avail. Jan. 12, 2007) (concurring with exclusion under Rule 14a-8(i)(11) where an earlier proposal requested a report on contributions “in respect of a political campaign, political party, referendum or citizens[?] initiative, or attempts to influence legislation” and a later “much more comprehensive” proposal sought not only the same information but also additional disclosures regarding “contributions to or expenditures on behalf of independent political committees . . . and amounts paid to entities such as trade associations that are used for political purposes”); *Bank of America Corp. (AFL-CIO Reserve Fund)* (avail. Feb. 14, 2006) (concurring with the exclusion of a proposal as substantially duplicative of a prior political contributions proposal despite the proponent’s assertion that the subsequent proposal was “much broader in scope” and “would capture a much wider array of political contributions than the [prior] [p]roposal”); *Abbott Laboratories* (avail. Feb. 4, 2004) (concurring with the exclusion of a proposal requesting limitations on various types of executive compensation as substantially duplicative of a prior proposal requesting a prohibition on only one of the items covered by the later proposal—future grants of stock options).

Here, notwithstanding some differences in breadth and scope, the Proposals have the same core concern and principal focus: requesting the Company to prepare and issue a report regarding the Company’s lobbying activities and how those lobbying activities align with the Company’s stated goals. Both of the Proposals address concerns regarding potential misalignment of the Company’s lobbying activities and the Company’s public policy positions, the Company’s direct and indirect lobbying, its affiliations with trade associations and their lobbying activities, and alignment with the Paris Climate Agreement. As previously mentioned, the facts here are nearly identical to *Exxon 2020*—including Resolved clauses that are nearly identical to those in *Exxon 2020*—except that here, the Company received the

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narrower proposal first and the broader proposal second. However, as demonstrated in the precedent above, the Staff has concurred with exclusion under Rule 14a-8(i)(11) when the later-submitted proposal has a broader scope. Accordingly, the actions requested by the Proposals would address substantially the same issues and concerns.

Finally, because the Duplicate Proposal substantially duplicates the Prior Proposal, if the Company were required to include both of the Proposals in its 2022 Proxy Materials, there is a significant risk that the Company's shareholders would be confused when asked to vote on the Proposals. In such a circumstance, shareholders could assume incorrectly that there must be substantive differences between the Proposals and the requested actions. Moreover, shareholder approval of one of the Proposals but not the other would send conflicting messages; for example, if shareholders approved the Duplicate Proposal but not the Prior Proposal, the Company would not be able to determine whether it was because shareholders believed the Proposals to be substantively the same and did not want the Company to issue duplicate reports or because shareholders desired a report on the Company's lobbying activities but did not share concern regarding the alignment of those activities with the Company's position on climate change. As noted above, the purpose of Rule 14a-8(i)(11) "is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other." 1976 Release. Accordingly, the Company believes that, unless the Staff concurs that the Company can exclude the Prior Proposal for the reasons set forth in the no-action request submitted [on the same day as this letter] regarding exclusion of the Prior Proposal, the Duplicate Proposal may be excluded pursuant to Rule 14a-8(i)(11) as substantially duplicative of the Prior Proposal.

## CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Duplicate Proposal from its 2022 Proxy Materials, and we respectfully request that the Staff concur that the Duplicate Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark

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Hoffman, the Company's Vice President & Associate General Counsel, Corporate and Securities, and Legal Operations, and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.  
Louis Malizia, International Brotherhood of Teamsters  
Bruce T. Herbert, Newground Social Investment

**EXHIBIT A**

# INTERNATIONAL BROTHERHOOD OF TEAMSTERS

JAMES P. HOFFA  
General President

25 Louisiana Avenue, NW  
Washington, DC 20001



KEN HALL  
General Secretary-Treasurer

202.624.6800  
www.teamster.org

December 14, 2021

**Via E-Mail:** [DavidZ@Amazon.Com](mailto:DavidZ@Amazon.Com)  
[CorporateSecretary@amazon.com](mailto:CorporateSecretary@amazon.com)

**Via UPS Ground**

Mr. David A. Zapolsky, Senior Vice President,  
General Counsel and Secretary  
Amazon.Com, Inc.  
410 Terry Avenue North  
Seattle, WA 98109

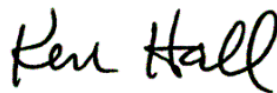
Dear Mr. Zapolsky:

On behalf of the International Brotherhood of Teamsters General Fund (the “Fund”), I am hereby submitting the enclosed proposal (the “Proposal”) pursuant to the Securities and Exchange Commission’s Rule 14a-8, to be included in the proxy statement of Amazon.Com, Inc., (the “Company”) for its 2022 annual meeting of shareholders. The Fund is the lead filer for the Proposal and will be joined by other shareholders as co-filers.

The Fund has continuously beneficially owned, for at least one year as of the date hereof, at least \$2,000.00 worth of the Company’s common stock. Verification of this ownership is enclosed. The Fund intends to continue to hold such shares through the date of the Company’s 2022 annual meeting of shareholders.

I have instructed Louis Malizia of Teamsters Capital Strategies Department to clear his schedule to meet with you via teleconference on January 14, 2022, between 10 a.m.-1:30 p.m. (E.D.T), and on January 26, 2022, from 2:00 p.m. - 4:30 p.m. (E.D.T), to discuss this proposal. You may contact Mr. Malizia directly by telephone at: [REDACTED] or by email at: [REDACTED], to decide on a mutually agreeable time.

Sincerely,



Ken Hall  
General Secretary-Treasurer

KH/lm  
Enclosures

**Whereas**, full disclosure of Amazon.com Inc’s (“Amazon”) lobbying activities and expenditures to assess whether its lobbying is consistent with Amazon’s expressed goals and shareholders’ best interests.

**Resolved**, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Amazon used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management’s and the Board’s decision-making process and oversight for making payments described in sections 2 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which Amazon is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Amazon’s website.

## Supporting Statement

Amazon fails to provide an annual report detailing its lobbying payments by individual states, trade associations (TAs) and social welfare groups (SWGs). Amazon spent \$18.7 million on federal lobbying in 2020 and was the largest corporate spender for the first half of 2021.<sup>1</sup> Amazon lobbies extensively at the state level and reportedly “killed or undermined privacy protections in more than three dozen bills across 25 states.”<sup>2</sup> Amazon lobbies abroad, spending between €2,750,000 – 3,999,999 on lobbying in Europe for 2020.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity. These groups may be spending “at least double what’s publicly reported.”<sup>3</sup> Amazon lists support of \$10,000 or more to 248 TAs, SWGs and nonprofits for 2020, yet fails to disclose its payments, or the amounts used for lobbying. Amazon belongs to the Chamber of Commerce (“Chamber”), which has spent over \$1.7 billion on lobbying since 1998, supports SWGs that lobby like Americans for Tax Reform and Taxpayers Protection Alliance, and funds controversial nonprofits like the Competitive Enterprise Institute<sup>4</sup> and Independent Women’s Forum.<sup>5</sup>

Amazon’s lack of disclosure presents reputational risks when its lobbying contradicts company public positions. For example, while Amazon strives to be “Earth’s Best Employer,” it attracted attention for hiring lobbyists that worked for TAs opposing unions.<sup>6</sup> Amazon cofounded the Climate Pledge for net zero carbon emissions by 2040, but the Chamber undermined the Paris Climate Accord.<sup>7</sup> Amazon signed a statement opposing state voter restrictions, yet the Chamber lobbied against the For the People Act.<sup>8</sup> While

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<sup>1</sup> <https://www.opensecrets.org/news/2021/10/amazon-dominates-lobbying-growing-telehealth-group/>.

<sup>2</sup> <https://www.reuters.com/investigates/special-report/amazon-privacy-lobbying/>.

<sup>3</sup> <https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

<sup>4</sup> <https://www.nytimes.com/2019/07/10/climate/nyt-climate-newsletter-cei.html>.

<sup>5</sup> <https://www.washingtonpost.com/politics/2021/10/01/masks-schools-koch-money/>.

<sup>6</sup> <https://news.bloomberglaw.com/daily-labor-report/amazon-poaches-top-business-labor-lobbyists-amid-worker-activism>.

<sup>7</sup> <https://www.eenews.net/stories/1063718517>.

<sup>8</sup> <https://thehill.com/business-a-lobbying/business-a-lobbying/554430-watchdog-group-launches-campaign-to-pressure?rl=1>.

Amazon publicly embraced corporate tax hikes, it lobbied to preserve its tax breaks<sup>9</sup> and has drawn scrutiny for avoiding federal income taxes.<sup>10</sup>

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<sup>9</sup> <https://www.politico.com/news/2021/07/08/bezos-tax-amazon-498722>.

<sup>10</sup> <https://itep.org/amazon-has-record-breaking-profits-in-2020-avoids-2-3-billion-in-federal-income-taxes/>.

**EXHIBIT B**



**RESOLVED:** Shareholders request that Amazon.com, Inc. (“Amazon”) issue a report (at reasonable cost and omitting proprietary information) that describes if, and how, its lobbying activities align with the Paris Agreement goal of limiting average global warming to 1.5° Celsius above pre-industrial levels. The report should address both direct and indirect lobbying – including trade associations, “social welfare” or nonprofit organizations – and what actions Amazon has or will take to mitigate the risks associated with misalignments that may be found.

### SUPPORTING STATEMENT

Recent [UN reports](#)<sup>1</sup> highlight the critical gaps that exist between the stated commitments of national governments versus the actions needed to prevent climate change’s most disastrous outcomes. Companies play a crucial role in empowering policymakers to close these gaps; thus, investors need clear information on how, or whether, companies are taking action to do so.

Increasingly, [investors scrutinize](#)<sup>2</sup> the potential misalignment between stated climate commitments and a company’s policy advocacy (lobbying). Corporate lobbying that is inconsistent with meeting Paris Agreement goals creates regulatory, reputational, and legal risks – both for itself and the broader economy. Furthermore, delays in cutting greenhouse gas emissions and readying societies for negative climate impacts will increase the certainty that [systemic risks will harm the global economy](#).<sup>3</sup> Unabated climate change – i.e., “business as usual” scenarios of 3°C or greater – will have unacceptably far-reaching economic, environmental, and societal implications. As a result, investors across the spectrum view fulfillment of the Paris Agreement as an economic imperative.

Of particular concern, therefore, are [industry and policy groups](#)<sup>4</sup> that represent businesses like Amazon, but – counter to their member companies’ stated climate goals – create barriers to global emission reductions and policy implementation. For example, the Rhodium Group [highlighted recent efforts](#)<sup>5</sup> “by industry lobbyists to block climate provisions in the U.S. budget reconciliation package [that] could cost...nearly one billion tons of GHG emission reductions by 2030”. A review of Amazon’s disclosed [trade association and other memberships](#)<sup>6</sup> reveals concerning [inconsistencies with the prevailing science](#)<sup>7</sup> and with Amazon’s own actions and commitments related to the Paris Agreement.

For example: Amazon paid for the naming rights of an iconic Seattle arena, and named it “Climate Pledge Arena”. However, at variance with this bold public proclamation, Amazon’s [political engagement statement](#)<sup>8</sup> notes that it “contributes to certain...organizations, many of which engage in indirect lobbying on behalf of the Company... [that the] **Company may not agree with...**” (emphasis added)

Assessing potential climate misalignment and advocacy inconsistencies across Amazon’s various businesses – while articulating a clear approach to addressing any misalignments that may be found – will protect the credibility of Amazon’s [leadership efforts on climate change](#)<sup>9</sup>, and support its renewable energy and net zero emissions goals.

**THEREFORE:** For the benefit of our Company as well as the common good, we urge a vote FOR this proposal, which seeks a public analysis of Amazon’s lobbying and public policy efforts vis-à-vis alignment with the objectives of the Paris Agreement.

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<sup>1</sup> [www.unep.org/resources/emissions-gap-report-2021](http://www.unep.org/resources/emissions-gap-report-2021)

<sup>2</sup> [www.politico.com/news/2021/04/20/investors-corporate-climate-lobbying-activity-483429](http://www.politico.com/news/2021/04/20/investors-corporate-climate-lobbying-activity-483429)

<sup>3</sup> [www.federalreserve.gov/econres/notes/feds-notes/climate-change-and-financial-stability-20210319.htm](http://www.federalreserve.gov/econres/notes/feds-notes/climate-change-and-financial-stability-20210319.htm)

<sup>4</sup> <https://influencemap.org/report/The-Carbon-Policy-Footprint-Report-2021-670f36863e7859e1ad7848ec601dda97>

<sup>5</sup> <https://rhg.com/research/build-back-better-congress-budget>

<sup>6</sup> <https://ir.aboutamazon.com/corporate-governance/Political-Engagement/default.aspx>

<sup>7</sup> [www.aei.org/politics-and-public-opinion/its-time-to-cancel-the-climate-crisis](http://www.aei.org/politics-and-public-opinion/its-time-to-cancel-the-climate-crisis)

<sup>8</sup> [https://s2.q4cdn.com/299287126/files/doc\\_downloads/2021/04/2020-Political-Engagement-Statement.pdf](https://s2.q4cdn.com/299287126/files/doc_downloads/2021/04/2020-Political-Engagement-Statement.pdf)

<sup>9</sup> <https://sustainability.aboutamazon.com/environment/sustainable-operations/renewable-energy?energyType=true>

February 25, 2022

VIA E-MAIL

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

Re: *Amazon.com, Inc.*  
*Shareholder Proposal of the International Brotherhood of Teamsters General Fund*  
*and Bryce Mathern*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

In a letter dated January 24, 2022, we requested that the staff of the Division of Corporation Finance concur that pursuant to Rule 14a-8(i)(11) our client, Amazon.com, Inc. (the “Company”), could exclude from its proxy statement and form of proxy for its 2022 Annual Meeting of Shareholders (the “2022 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof received from the International Brotherhood of Teamsters General Fund and Bryce Mathern, since the Proposal substantially duplicated a shareholder proposal the Company previously received (the “Prior Proposal”) from the Sisters of the Presentation of the Blessed Virgin Mary of Aberdeen, South Dakota and the Dunkelman Desc Tr FBO Zane Behke. Sister Pegge Boehm, as representative of the Prior Proposal’s proponents, has agreed to withdraw the Prior Proposal. In reliance on the withdrawal of the Prior Proposal, the Company intends to include the Proposal in the 2022 Proxy Materials and will not include the Prior Proposal in the 2022 Proxy Materials. Accordingly, we hereby withdraw the January 24, 2022 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

# GIBSON DUNN

Office of Chief Counsel  
Division of Corporation Finance  
February 25, 2022  
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Please do not hesitate to call me at (202) 955-8671 or Mark Hoffman, the Company's Vice President & Associate General Counsel, Corporate and Securities, and Legal Operations, and Assistant Secretary, at (206) 266-2132 if you have any questions.

Sincerely,



Ronald O. Mueller

Enclosure

cc: Mark Hoffman, Amazon.com, Inc.  
Louis Malizia, International Brotherhood of Teamsters  
Bruce T. Herbert, Newground Social Investment