

January 12, 2019

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

1 Rule 14a-8 Proposal
Tekla Life Sciences Investors (HQL)
Elect Each Director Annually
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the January 9, 2019 no-action request.

The company acknowledges that this text from the rule 14a-8 proposal is accurate:
“This proposal topic previously won 44%-support at Tekla Life Sciences Investors.”

The company claims that there should have been more information in regard to the “44%-support” text.

The company said that this text from the rule 14a-8 proposal is opinion:
“This 44%-vote would have been higher if all shareholders had access to independent proxy voting advice.”

The company failed to cite any passage from rule 14a-8 or a Staff Legal Bulletin that prohibited a rule 14a-8 from containing a reasonable opinion from the proponent.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Daniel Omstead <domstead@teklacap.com>

[HQL: Rule 14a-8 Proposal, December 9, 2018 | Revised December 20, 2018]

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

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. The Board of Directors has the means to adopt this proposal in one year.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, worth more than one trillion dollars, adopted this proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make our directors more accountable, and thereby contribute to improved performance and increased company value.

James McRitchie’s proposal on this same topic won 84%-support at Illumina Inc. in 2018. John Chevedden’s proposal on this same topic won 88%-support at FleetCor Technologies in 2018.

This proposal topic previously won 44%-support at Tekla Life Sciences Investors. This 44%-vote would have been higher if all shareholders had access to independent proxy voting advice.

Shame on our Board of Directors, who have a fiduciary duty to the shareholders of Tekla Life Sciences, for using shareholder money to target shareholders with telephone calls telling them how to vote and thus making the shareholder vote not a level playing field.

Please vote yes:

Elect Each Director Annually – Proposal [4]

[The above line – *Is* for publication.]