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October 23, 2023

VIA E-MAIL

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

Re: *Apple Inc.*
Shareholder Proposal of American Family Association
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Apple Inc. (the "Company"), intends to omit from its proxy statement and form of proxy for its 2024 Annual Meeting of Shareholders (collectively, the "2024 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from American Family Association (the "Proponent").

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 2024 Proxy Materials with the Commission; and

- concurrently sent a copy of this correspondence to the Proponent.

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 Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the 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.

THE PROPOSAL

The Proposal, entitled "Report on Ensuring Respect for Civil Liberties," states:

> **RESOLVED:** Shareholders request the Board of Directors conduct an investigation and issue a report within the next 12 months, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating the standards and procedures Apple Inc. ("Apple" or "the Company") uses to curate app content on its various platforms, and procedures by which the Company manages disputes between government interests and user rights.

The Supporting Statement to the Proposal addresses the role tech companies play in protecting and advancing certain human rights, stating "tech companies have a responsibility to use their influence to protect such inherent human rights as 'freedom of thought, conscience, and religion.'" The Supporting Statement also asserts that the Company's management of app content on its various platforms is arbitrary, without clear standards, and lacking any protocol, and states that, "[s]hareholders must know that Apple will meaningfully commit to protecting reliable app access as a crucial aspect of both good social policy and respecting its users' civil liberties."

A copy of the Proposal and the Supporting Statement, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because The Company Has Substantially Implemented The Proposal.

The Company is committed to demonstrating that business can and should be a force for good and seeks to lead with its values in the technology it makes, the way it makes it, and how it treats people and the planet we all share. Since its launch in 2008, the App Store has proven to be a safe and trusted place to discover and download apps. The Company and its teams are committed to creating a great experience for customers and developers, and review every app for

compliance with its App Store Review Guidelines to uphold the highest privacy, security, and content standards.

As demonstrated below, the Company already has reported on the matters addressed in the Proposal and Supporting Statement. The Company discloses its standards and procedures for hosting apps and responding to government takedown requests, reports on how these standards operate in practice, and reviews its app review process for alignment with best practices and the Company's human rights commitments. Over the years, the Company has also enhanced its disclosures based on feedback from shareholders and other stakeholders. The Company's Human Rights Policy, which was approved and is overseen by the Company's Board of Directors, sets forth the Company's commitment to supporting human rights and addresses how the Company manages disparities between international human rights standards and government interests. Further, in past proxy statements, the Company already has reported on how the Board and its committees evaluate and oversee these matters, including specifically in the context of the Company's Human Rights Policy and curating App Store content. Accordingly, as addressed in more detail below, the Company and Company's Board already have undertaken the essential actions and addressed the substantive concerns raised in the Proposal and Supporting Statement, and therefore have substantially implemented the Proposal.

A. The Substantial Implementation Standard.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has "substantially implemented" the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 12598 (July 7, 1976) ("1976 Release"). Originally, the Staff narrowly interpreted this predecessor rule and concurred with the exclusion of a proposal only when proposals were "'fully' effected" by the company. *See* Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the "previous formalistic application of [the rule] defeated its purpose" because proponents were successfully avoiding exclusion by submitting proposals that differed from existing company policy in minor respects. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) ("1983 Release"). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been "substantially implemented," and the Commission codified this revised interpretation in Exchange Act Release No. 40018, at n.30 (May 21, 1998).

Applying this standard, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objectives of a shareholder proposal, the Staff has concurred that the shareholder proposal has been "substantially implemented" and may be excluded as moot. The Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices

and procedures compare favorably with the guidelines of the proposal." *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc. (Recon.)* (avail. Mar. 28, 1991).

At the same time, a company need not implement a proposal in exactly the same manner set forth by the proponent. In *General Motors Corp.* (avail. Mar. 4, 1996), the company observed that the Staff had not required that a company implement the action requested in a proposal exactly in all details but had been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situations where the "essential objective" of the proposal had been satisfied. The company further argued, "[i]f the mootness requirement [under the predecessor rule] were applied too strictly, the intention of [the rule]—permitting exclusion of 'substantially implemented' proposals—could be evaded merely by including some element in the proposal that differs from the registrant's policy or practice." Therefore, if a company has satisfactorily addressed both the proposal's underlying concerns and its "essential objective," the proposal will be deemed "substantially implemented" and, therefore, may be excluded. *See, e.g.*, *Quest Diagnostics, Inc.* (avail. Mar. 17, 2016); *Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. July 3, 2006); *Johnson & Johnson* (avail. Feb. 17, 2006); *Talbots* (avail. Apr. 5, 2002); *Masco Corp.* (avail. Mar. 29, 1999); *The Gap, Inc.* (avail. Mar. 8, 1996).

The Staff has concurred that, when substantially implementing a shareholder proposal, companies can address aspects of implementation in ways that may differ from the manner in which the shareholder proponent would implement the proposal. For example, the Staff has previously taken the position that a shareholder proposal requesting that a company's board of directors prepare a report pertaining to environmental, social, or governance issues may be excluded when the company has provided information about the initiative in various public disclosures. *See Alliant Energy Corp.* (avail. Mar. 30, 2023) (concurring with the exclusion of a proposal requesting a report on the company's progress towards its goal of net zero by 2050, where the requested information was already disclosed in an ESG performance summary, a climate report and on its website); *Comcast Corp.* (avail. Apr. 9, 2021) (concurring with the exclusion of a proposal requesting the company prepare a report assessing the company's diversity and inclusion efforts, where the requested information was already disclosed in a related statement, the company's diversity, equity, and inclusion reports, and the company's proxy statement for the prior year's annual meeting); *Apple Inc. (Sum of Us)* (avail. Dec. 17, 2020) (concurring, based on information the Company had already posted on its website, with the exclusion of a proposal requesting that the Board of Directors report annually on Apple's management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information; the oversight mechanisms for administering such commitments; and a description of actions Apple has taken in response to government or other third-party demands that were reasonably likely to limit free expression or access to information); *The Wendy's Co.* (avail. Apr. 10, 2019) (concurring with exclusion of a

proposal requesting that the board of directors prepare a report on the company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain where the company already had a code of conduct for suppliers, a code of business conduct and ethics, and other policies and public disclosures concerning supply chain practices and other human rights issues that achieved the proposal's essential objective).

In Exchange Act Release No. 95267 (July 13, 2022), the Commission proposed to amend Rule 14a-8(i)(10) to provide that proposals would be excludable if a company has already implemented the "essential elements" of the proposal. While the Commission has not yet adopted that proposed amendment, and it is therefore not applicable to the Staff's review of this letter, it is notable the Commission stated that even under the proposed standard, "a proposal need not be rendered entirely moot, or be fully implemented in exactly the way a proponent desires, in order to be excluded. A company may be permitted to exclude a proposal it has not implemented precisely as requested if the differences between the proposal and the company's actions are not essential to the proposal." Therefore, under the proposed standard as well, the Company has substantially implemented the Proposal.

B. The Company Already Reports On Its App Store Standards And Procedures.

The Proposal and Supporting Statement request information regarding the standards and procedures used by the Company to curate content and manage disputes between government interests and user rights. The Supporting Statement further alleges that, based on third party reports, the Company's management of apps across its platforms is arbitrary, without clear standards, and lacking any protocol. However, as discussed below, the Company already has addressed these requests by disclosing its standards and procedures for hosting apps and for responding to government takedown requests, and by reporting on how these standards operate in practice and in alignment with the Company's human rights commitments.

First, the Company discloses the standards and procedures that it applies in reviewing apps in the Company's publicly available App Store Review Guidelines (the "Guidelines").[1] All apps worldwide must satisfy the Company's Guidelines to be included on the Company's platform. The Guidelines state that, "We strongly support all points of view being represented on the App Store, as long as the apps are respectful to users with differing opinions and the quality of the app experience is great."[2] Further, one of the standards clearly states that apps must comply with all legal requirements in any location where they are made available. For example, as set out in the Guidelines, in certain locations, gambling apps may be illegal or require a license to operate,

[1] *Available at:* https://developer.apple.com/app-store/review/guidelines/.

[2] *Id.* at Introduction and Section 1.1 ("Objectionable Content").

and the Guidelines therefore advise developers to only include this functionality if they've fully vetted their legal obligations everywhere they make the app available. And as disclosed on the Company's website,[3] an app removed from the App Store in a location in which it is prohibited would remain available in locations that are not impacted.

Second, the Company discloses its standards and procedures for curating app content, including in response to government takedown requests, on its website for developers (the "Developer Guide"),[4] where it clearly states:

> Apple sometimes receives notices that require us to remove content on the App Store. We may also remove content for the reasons set forth in the App Store Review Guidelines or any of our agreements with you. Apple will notify you when, where, and why an app is removed from sale, with the exception of situations in which notification would be futile or ineffective, could cause potential danger of serious physical injury, could compromise Apple's ability to detect developer violations, or in instances related to violations for spam, phishing, and child exploitation imagery. Whenever possible, apps that are removed from the App Store will only be removed in countries and territories specific to the issue, and will remain available in locations that aren't impacted. If you believe your app should be reinstated on the App Store, you can appeal the removal.

In accordance with these procedures, if a government takedown request does not have a valid legal basis, or if the Company considers it to be unclear, inappropriate, or overly broad, Apple challenges or rejects the request. When an app is removed from the App Store due to a government request, the Company provides specific notice directly to the affected developer, including details regarding the legal authority making the request and the legal basis that the authority cites for doing so. As stated in the Developer Guide, in those instances the developer can appeal the removal if they believe it was made in error.

The Company thus manages disputes between government interests and user rights by providing notice directly to developers, who are best positioned to pursue avenues of redress,[5] and avoiding disclosure to the public of potentially sensitive information that a developer may not want public around the reasons for a government's request. A developer can, however, always elect to make the details of the government request more widely available if they choose to do so.

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[3] *Available at:* https://developer.apple.com/support/app-store/.

[4] *Available at:* https://developer.apple.com/support/app-store/.

[5] Information on app review policies and procedures, including how developers can make an appeal, is *available at:* https://developer.apple.com/app-store/review/.

Third, the Company reports transparently and comprehensively on its actions to help keep the App Store a safe and trusted place for users to find the apps they love, including reporting on its response to government takedown requests. Beginning in 2023 with respect to the 2022 calendar year, the Company expanded its prior biannual transparency reporting, which was focused on app removal requests by law enforcement and regulatory agencies, to offer a comprehensive transparency report focused on the App Store (the "App Store Transparency Report").[6] The App Store Transparency Report, including the extensive schedules set forth in its supplemental data file,[7] provides data about how the Company operates the App Store in all 175 countries and regions where it is available, including in-depth information on government app removal requests. Of relevance to the Proposal, the data breaks down takedown requests by:

(i) number of all apps removed broken out by app category (e.g. games, utilities, business, education, etc.), with further break-out by country and region,

(ii) number of all apps removed for policy violations, broken out by the provision of the Guidelines or Developer Program License Agreement violated, with further break-out by country and region,

(iii) number of all apps removed pursuant to government requests to remove illegal content, broken out by government entity and law cited,

(iv) number of appeals of app removals, broken out by country and region, and

(v) number of app restorations after appeals, broken out by country and region.

A copy of the App Store Transparency Report is attached hereto as Exhibit B.

C. The Company Already Reports On The Board's And Its Committees' Oversight Of The Company's Human Rights Policy, Which Specifically Addresses The Company's Policy On Curating App Store Content.

Apple also publicly addresses how the Board and its committees address the Company's human rights commitments in the context of overseeing Apple's business, including in the context of its App Store. In 2020, the Board adopted Apple's human rights policy, entitled "Our Commitment to Human Rights." As stated in the Company's proxy statement for its 2023 Annual Meeting of Shareholders:

The policy governs how we treat everyone, including our customers, employees,

[6] *Available at:* https://www.apple.com/legal/more-resources/docs/2022-App-Store-Transparency-Report.pdf.

[7] *Available at:* https://www.apple.com/legal/zip/2022-Supplemental-Data-File.zip.

> business partners, and people at every level of our supply chain. . . . The Board is responsible for overseeing and periodically reviewing our Human Rights Policy. Apple's General Counsel is responsible for its ongoing implementation, and reports to the Board and its committees on any significant issues identified during the diligence process and Apple's progress.[8]

Apple's Human Rights Policy, a copy of which is attached hereto as Exhibit C,[9] confirms that Apple carefully reviews every app and service against its guidelines and standards. The Human Rights Policy also addresses how the Company applies its human rights commitment in the context of the App Store, stating, "We believe in the critical importance of an open society in which information flows freely, and we're convinced the best way we can continue to promote openness is to remain engaged, even where we may disagree with a country's laws." The Human Rights Policy confirms that Apple works every day to make quality products, including content and services, available to its users in a way that respects their human rights, while recognizing that the Company is required to comply with local laws. The policy further acknowledges that at times these conflicts between the Company's commitment to human rights and its obligation to comply with local laws raise complex issues in which it may disagree with governments and other stakeholders on the right path. The Human Rights Policy specifies that where national law and international human rights standards conflict, "we respect national law while seeking to respect the principles of internationally recognized human rights." The Company regularly reviews its app review process for alignment with best practices and its human rights commitments.

As noted above, the Board initially approved, and is responsible for overseeing and periodically reviewing, the Company's Human Rights Policy. In addition, as reported in the proxy statement for the Company's 2022 Annual Meeting of Shareholder, the Board's Audit and Finance Committee "assists the Board in monitoring [the Company's] significant business risks, including operational and reputational exposures that may relate to compliance with governmental laws, regulations, and orders."[10] The Board's Nominating and Corporate Governance Committee oversees Apple's strategies, policies, and practices relating to environmental and social matters, including overseeing the Board's response to shareholder proposals. In this capacity, the Nominating and Corporate Governance Committee evaluated a

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[8] Notice and Proxy Statement for the 2023 Annual Meeting of Shareholders, at p. 22, *available at:* https://www.sec.gov/Archives/edgar/data/320193/000130817923000019/laap2023_def14a.htm#_TOC.

[9] The Human Rights Policy also is *available at:* https://s2.q4cdn.com/470004039/files/doc_downloads/gov_docs/2020/Apple-Human-Rights-Policy.pdf.

[10] Notice and Proxy Statement for the 2022 Annual Meeting of Shareholders, at p. 77 (footnotes omitted), *available at:* https://www.sec.gov/Archives/edgar/data/320193/000119312522003583/d222670ddef14a.htm#tx222670_36a.

shareholder proposal presented at the Company's 2022 Annual Meeting of Shareholders related to how the Company responds to government takedown requests, and recommended that shareholders vote against the proposal. The Company's statement in opposition to that proposal reported on how the Company manages disputes between government interests and user rights:

> As stated in Apple's Human Rights Policy—Our Commitment to Human Rights, and in accordance with the UN Guiding Principles on Business and Human Rights, Apple acknowledges that we have a responsibility to respect internationally recognized human rights and also comply with laws in the jurisdictions in which we operate. At times, local law may require us to limit the availability of a particular app in the App Store. In such cases, the government demanding removal of the app must present a basis in law, such as a statutory or regulatory requirement, or a valid court order. We make clear on our Transparency Report website that "[i]f a request does not have a valid legal basis, or if we consider it to be unclear, inappropriate, or overly broad, we challenge or reject the request." And, while we may disagree with certain decisions at times, we do not believe it would be in the best interests of our users to simply abandon markets, which would leave consumers with fewer choices and fewer privacy protections. Instead, we prioritize engagement, advocating for the outcome we believe is in the best interests of our users—their privacy, their ability to express themselves, and their ability to access reliable information and helpful technology. We believe in seeking opportunities for engagement to advocate for policies and practices that are consistent with Apple's values and our commitment to respect internationally recognized human rights.[11]

D. The Company's Prior Actions And Disclosures Substantially Implement The Proposal.

The Proposal requests that the Company's Board "conduct an investigation and issue a report . . . evaluating the standards and procedures [the Company] uses to curate app content on its various platforms, and procedures by which the Company manages disputes between government interests and user rights." Notably, the Proposal does not seek to dictate how the Board is to have conducted its evaluation, or even what the objective of its assessment is to be, and the Proposal does not request any specific change to the Company's standards and procedures for reviewing app content or balancing government interests and user rights. As demonstrated above, the Company already has undertaken the essential actions and addressed the substantive concerns raised in the Proposal and Supporting Statement by (i) reporting on the Company's App Store standards and procedures, including in response to government takedown requests, in the App

[11] Notice and Proxy Statement for the 2022 Annual Meeting of Shareholders, at p. 77 (footnotes omitted), *available at:* https://www.sec.gov/Archives/edgar/data/320193/000119312522003583/d222670ddef14a.htm#tx222670_36a.

Store Review Guidelines, the Developer Guide and the App Store Transparency Report, and (ii) reporting in its proxy statements on the Board's approval and oversight of the Company's Human Rights Policy, in which the Company explicitly addresses how it manages disputes between government interests and user rights, and on the Board's and its committees on-going oversight of these issues.

1. The Company Discloses The Procedures Used To Review App Content And Government Takedown Requests.

The Proposal and Supporting Statement address the Company's standards and procedures for curating content on its various platforms and procedures for managing disputes between government interests and user rights. In this regard, the Supporting Statement alleges that the Company acts arbitrarily or without clear standards. The Company's comprehensive existing disclosures clearly refute these assertions:

Elements Of The Proposal's Request	***How The Reports Fulfill The Proposal's Request***
With respect to "the standards and procedures [the Company] uses to curate app content on its various platforms . . . ."	The App Store Review Guidelines and the Developer Guide provide detailed information on what the Company's standards for inclusion in the App Store are and the procedures that the Company follows in administering those standards.
With respect to "procedures by which the Company manages disputes between government interests and user rights."	The App Store Review Guidelines, the Developer Guide, and the App Store Transparency Report discuss how the Company's standards and procedures have operated in practice. This includes detailing the number, type, and resolution of instances when governments assert that apps violate local law, and the resolution of those instances, all broken down by relevant country. The Company's Human Rights Policy, which was adopted and is overseen by the Board, expressly addresses how the Company applies its human rights commitments in the context of the App

	Store, including where national law conflicts with international human rights standards.

2. The Board Has Approved And Oversees The Company's Human Rights Policy Addressing Human Rights Concerns In The Context Of The Company's App Store.

The Proposal and Supporting Statement express concerns over the interaction of human rights considerations and management of the Company's content platforms. As noted above, the Human Rights Policy was approved by the Board, and the Board is responsible for overseeing and periodically reviewing the Human Rights Policy, and receives periodic reports on the Company's administration of the policy. The Human Rights Policy reflects the determination of how the Company will manage the concerns raised in the Proposal and Supporting Statement, affirming the Company's commitment to human rights and the goal of making content and services across its platforms available to users in a way that respects their human rights and civil liberties, while acknowledging that the Company is obligated to comply with law, even ones with which it may disagree. The Human Rights Policy further reflects the determination that it is preferable to remain engaged with users even if the Company must comply with laws with which it disagrees. The Company has reported on the Board's and its committees' oversight of these issues in its past proxy statements, and reports as well on their continuing review and oversight of the Company's Human Rights Policy.

3. Consistent With Staff Precedent, The Company Has Substantially Implemented The Proposal In A Manner That Satisfies Rule 14a-8(i)(10).

The App Store Review Guidelines, the Developer Guide, and the App Store Transparency Report inform shareholders about the Company's standards and procedures for managing content across the Company's platforms and on how these standards operate and are implemented in practice, while the Human Rights Policy reflects the Board's oversight of human rights considerations in the context of managing content across the Company's platform, and the Company's past two proxy statements further report on how the Board oversees these matters. As a result, the Company's past actions present precisely the scenario contemplated by the Commission "to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." 1976 Release.

As reflected in the *Alliant Energy Corp.*, *Apple Inc.*, and the other precedents cited above, a company may demonstrate that it has substantially implemented a proposal for purposes of Rule 14a-8(i)(10) by past disclosures that are embodied in different documents. In particular, the App Store Review Guidelines, the Developer Guide, and the App Store Transparency Report demonstrate that the Company has disclosed its standards and procedures for curating content

across its platforms, the Human Rights Policy demonstrates that the Board has already addressed the human rights and civil liberties considerations raised in the Proposal and Supporting Statement, and the Company's past proxy statements report on the Board's oversight of these matters. *See Amazon.com, Inc. (Sisters of the Order of St. Dominic of Grand Rapids et al.)* (avail. Mar. 27, 2020) (Staff concurred with the exclusion of a proposal under Rule 14a-8(i)(10) when the company pointed to past proxy statement disclosure to demonstrate that the company had already reported that its board had evaluated a particular topic); *see also, Comcast Corp.* (same).

Although the Company has implemented the Proposal in a way which may differ from the manner in which the Proponent might prefer, the actions and disclosures described above already fully satisfy the Proposal's requests by addressing each element of the Proposal. Thus, it does not matter under Rule 14a-8(i)(10) whether the results of the Board's position on how to manage any conflicts between human rights concerns and government interests, as reflected in the Human Rights Policy and reported on in the Company's past proxy statements, might have been resolved in a manner that is different than the Proponent would have preferred. Indeed, the Staff has consistently concurred with the exclusion of shareholder proposals where companies' public disclosures provided information that substantially implemented the proposal's request, notwithstanding that the proponent would have preferred more information or might hold views different than those reported on by a company. For example, in *The Boeing Co.* (avail. Feb. 17, 2011), the proposal requested that the company's management "review policies related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings." The company argued, and the Staff concurred, that the proposal had been substantially implemented under Rule 14a-8(i)(10) because the company had reviewed its human rights principles prior to adopting a code on human rights, periodically reviewed its human rights policies, disclosed the relevant code on its website, and engaged with stakeholders on human rights matters. Just as in *The Boeing Co.*, the Company already reports on the Board's and its committees' oversight of human rights considerations, including as they relate to the Company's standards and procedures for curating app content and managing government takedown requests.

When a company and its board have already acted favorably on an issue addressed in a shareholder proposal, Rule 14a-8(i)(10) does not require the company and its shareholders to reconsider the issue. Accordingly, consistent with the precedents discussed above, there is no further action required to address the essential objective and respond to the essential concerns of the Proposal, and the Proposal may be excluded from the Company's 2024 Proxy Materials under Rule 14a-8(i)(10).

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2024 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to 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.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Jerry Bowyer, Bowyer Research
Walter Billingsley, American Family Association
Sam Whittington, Apple Inc.

EXHIBIT A

Bowyer Research

9/12/23 via email

Secretary of the Corporation
Apple, Inc.
One Apple Park Way, MS: 927-4GC, Cupertino, CA 95014
shareholderproposal@apple.com.

Re: Proposal: Report on Ensuring Respect for Civil Liberties

Dear Secretary,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Apple, Inc (the "Company") 2024 proxy statement to be circulated to Company shareholders in conjunction with the Company's 2024 annual meeting of shareholders. The Proposal is submitted under Rule 14a-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations. The resolution at issue relates to the subject described below.

Stockholder: American Family Association
Company: Apple, Inc.
Subject: REQUEST FOR A REPORT ON ENSURING RESPECT FOR CIVIL LIBERTIES

I submit the Proposal on behalf of, and with the permission of, the American Family Association ("AFA" or "Shareholder"), which has continuously owned over $15,000 worth of the Company's securities entitled to vote on the proposal, since before September 12th, 2021 (more than two years duration) and intends to hold the required amount of securities through the date of the Company's 2024 annual meeting of shareholders.

Pursuant to interpretations of Rule 14a-8 by the U.S. Securities and Exchange Commission staff, I initially propose the following times for a teleconference meeting to discuss this proposal:

Monday, September 25th, 11:00 – 11:30 AM Pacific
Monday, October 9th, 11:00 – 11:30 AM Pacific

If these times prove inconvenient, please suggest some other times to speak. Feel free to contact me at [redacted] so that we can determine the mode and method of that discussion.

A Proof of Ownership letter attesting to the Stockholder's ownership of the shares as of the date of the submission of this proposal is forthcoming and will be delivered to the Company. Copies of correspondence or any request for a "no-action" letter may be sent to Jerry Bowyer, Bowyer Research, [redacted] or emailed to me at [redacted].

Sincerely,



Jerry Bowyer
Bowyer Research

[redacted]

Proposal: Report on Ensuring Respect for Civil Liberties

Resolved: Shareholders request the Board of Directors conduct an investigation and issue a report within the next 12 months, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating the standards and procedures Apple Inc. ("Apple" or "the Company") uses to curate app content on its various platforms, and procedures by which the Company manages disputes between government interests and user rights.

Supporting Statement:
Given their facilitatory role in securing access to online services, the actions of major tech companies can significantly affect the businesses using their platforms and ignite concerns over limiting access to that content. Given their role in the online age, tech companies have a responsibility to use their influence to protect such inherent human rights as "freedom of thought, conscience, and religion," particularly for underprivileged and marginalized populations.

As shareholders of Apple Inc., we believe Apple is uniquely situated to help protect these rights and ought to commit to maintaining access to app services as a necessary consequence of its commitment to human rights. We are therefore greatly concerned at recent reports of Apple arbitrarily limiting content access within its online services, as detailed below. This censorship endangers Apple's trust with its users and jeopardizes Apple's stated commitments to human rights and providing quality products. Shareholders must know that Apple will meaningfully commit to protecting reliable app access as a crucial aspect of both good social policy and respecting its users' civil liberties.

Apple has defended the connection between human rights and technological access in its Commitment to Human Rights[1], further asserting its primary emphasis on maintaining users' "access to reliable information and helpful technology." Yet, recent actions call the veracity of such commitments into question.

Apple has been characterized by the 1792 Exchange as "leverag[ing] its corporate reputation and funds to support… groups hostile to freedom of expression," most recently the Chinese Communist Party (CCP). Reporting indicates Apple's removal of popular Quran[2] (Quran Majeed) and Bible[3] (Olive Tree) reading apps from its App Store in China, at the request of authorities within the CCP. Furthermore, as detailed in the 2022 edition of the Viewpoint Diversity Index[4], Apple does not provide a clear standard as to what apps are and not allowed on its platforms, indicating a concerning absence of protocol to determine what content is permissible[5], further amplified by recent concerns over Apple's threat to remove Twitter (X) from its App Store[6], a seemingly political swipe that conservative lawmakers have characterized as a "raw exercise of monopolistic power."[7] These actions conflict with Apple's stated Commitment to Human Rights and the interest of millions of Apple's users in reliably accessing content. Furthermore, the perception that Apple does not respect the civil liberties of its users and vendors creates significant reputational risk and risk of political backlash, threatening shareholder value.

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[1] https://s2.q4cdn.com/470004039/files/doc_downloads/gov_docs/2020/Apple-Human-Rights-Policy.pdf
[2] https://www.bbc.com/news/technology-58921230
[3] https://www.businessinsider.com/apple-takes-down-quran-bible-jehovahs-witenss-apps-in-china-2021-10
[4] https://www.viewpointdiversityscore.org/business-index
[5] https://1792exchange.com/pdf/?c_id=667
[6] https://www.cnn.com/2022/11/28/tech/elon-musk-twitter-apple-app-store/index.html
[7] https://www.forbes.com/sites/saradorn/2022/11/29/desantis-attacks-apple-for-allegedly-threatening-to-remove-musk-run-twitter-from-app-store-joining-other-republicans/?sh=52d24b8950d1

EXHIBIT B

2022 App Store Transparency Report

Since it launched in 2008, the App Store has proven to be a safe and trusted place to discover and download apps. At Apple, we're committed to creating a great experience for customers and developers — and we review every app for compliance with our App Store Review Guidelines to uphold the highest privacy, security, and content standards.

Our App Store Transparency Report provides data about how we operate the App Store in all 175 countries and regions where it's available. Below you'll find information about our efforts to help keep the App Store a safe and trusted place for users to find apps they love. This report covers data from 2022, and we'll update the information annually.

Apps

Total number of apps on the App Store
1,783,232

App submissions reviewed[1]
6,101,913

App submissions rejected
1,679,694

App submission rejections by App Store Review Guidelines section[2]
- Safety: 92,598
- Performance: 1,018,415
- Business: 152,391
- Design[3]: 212,464
- Legal: 441,972
- Other: 79,736

App submissions approved after rejection
253,466

Apps removed from the App Store[4]
186,195

Apps removed from the App Store by app category
Top 10 app categories[5]
1. Games: 38,883
2. Utilities: 20,045
3. Business: 16,997
4. Education: 16,509
5. Lifestyle: 15,171
6. Entertainment: 11,757
7. Food & Drink: 8317
8. Productivity: 7314
9. Travel: 5510
10. Shopping: 5376

Apps removed from the App Store due to guideline or Developer Program License Agreement (DPLA) violation
Top 10 guidelines or DPLA provisions cited for removal[6]
1. Guideline 4.0 — Design: 149,378[7]
2. DPLA 3.2(f) — Fraud: 32,009
3. Guideline 5.6.0 — Developer Code of Conduct: 1272
4. DPLA 6.3 — Intellectual Property Infringement: 920
5. Guideline 4.3.0 — Spam: 685
6. DPLA 14.8 — Export Control: 332
7. Guideline 4.1.0 — Copycats: 211
8. Guideline 5.0.0 — Legal: 196
9. DPLA 11.1 — Apple Developer Program Membership Expired: 185
10. Guideline 2.1.0 — App Completeness: 92

Apps removed from the App Store subject to government takedown demands[8]
1474[9]
By country or region
- China mainland: 1435[10]
- India: 14
- Pakistan: 10
- Russia: 7
- Türkiye: 2
- Bulgaria: 1
- Cyprus: 1
- Hong Kong: 1
- Italy: 1
- Latvia: 1
- Nigeria: 1

[1]Apps may be submitted to App Review multiple times before they are approved for release on the App Store. [2]App submissions may be rejected for noncompliance with one or more guidelines. [3]The Design category includes guidelines that prohibit copycat apps, apps with minimum functionality, and spam. [4]Apps may be removed from the App Store for a number of reasons, including violations of local law, repeated violations of App Store policy, fraud, and demands by regulators. [5]Complete data showing apps removed from the App Store by all app categories and by country or region is included in the supplemental CSV file, available at apple.com/legal/more-resources/. [6]Complete data showing apps removed from the App Store by guideline or DPLA provision violated and by country or region is included in the supplemental CSV file, available at apple.com/legal/more-resources/. [7]This removal is the result of ongoing cleanup for outdated apps. [8]Complete data showing takedown demands by government entity and law cited is included in the supplemental CSV file, available at apple.com/legal/more-resources/. [9]Apps are removed only from storefronts in which the entity demanding removal has jurisdiction, and they remain available in all other storefronts. [10]There were 1276 game apps removed for lack of a legally required GRN license.

Appeals of app removals
18,412

Top 10 countries or regions[11]
1. China mainland: 5484
2. United States: 3157
3. United Kingdom: 817
4. India: 709
5. Hong Kong: 465
6. Vietnam: 416
7. Japan: 411
8. Brazil: 376
9. Türkiye: 368
10. South Korea: 358

Restorations after appeals of app removals
616[12]

Top 10 countries or regions[13]
1. China mainland: 169
2. United States: 129
3. United Kingdom: 36
4. India: 24
5. Türkiye: 14
6. Germany: 13
7. France: 13
8. Canada: 12
9. Hong Kong: 12
10. Brazil: 11
10. Vietnam: 11

Developers

Total number of registered Apple developers
36,974,015

Terminated developer accounts[14]
428,487

Terminated developer accounts by DPLA provision violated
- DPLA 3.2(f) — Fraud: 428,249
- DPLA 14.8 — Export Control: 238

Terminated developer account appeals
3338

Terminated developer account restorations[15]
159

Customers

Terminated customer accounts
282,036,628

Value of fraudulent transactions prevented
$2,090,195,480

Average weekly visitors to the App Store
656,739,889

Average weekly app downloads
747,873,877

Average weekly app redownloads
1,539,274,266

Average weekly automatic app updates[16]
40,876,798,492

Average weekly manual app updates
512,545,816

Search

Average weekly number of customer accounts searching the App Store
373,211,396

Average weekly number of apps appearing in the top 10 results of at least 1000 searches
197,430

Total number of apps appearing in the top 10 results of at least 1000 searches
1,399,741

[11]Complete data showing appeals of app removals by country or region is included in the supplemental CSV file, available at apple.com/legal/more-resources/. [12]Most app removals that are appealed are removed from the App Store due to illegality or fraud. Consequently, most appeals from developers of such apps are rejected. [13]Complete data showing restorations after appeals of app removals by country or region is included in the supplemental CSV file, available at apple.com/legal/more-resources/. [14]Developers may be terminated from the Apple Developer Program for a number of reasons, the most common of which is when accounts are found to be connected with other terminated developer accounts. [15]Most developer account terminations that are appealed are removed from the App Store due to fraud. Consequently, most appeals from such terminations are rejected. [16]On iPhone and iPad, apps that customers download from the App Store are automatically updated by default.

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EXHIBIT C

Our Commitment to Human Rights

"At Apple, we are optimistic about technology's awesome potential for good. But we know that it won't happen on its own. Every day, we work to infuse the devices we make with the humanity that makes us."

—Tim Cook

People Come First

At Apple, our respect for human rights begins with our commitment to treating everyone with dignity and respect. But it doesn't end there.

We believe in the power of technology to empower and connect people around the world—and that business can and should be a force for good. Achieving that takes innovation, hard work, and a focus on serving others.

It also means leading with our values. Our human rights policy governs how we treat everyone—from our customers and teams to our business partners and people at every level of our supply chain.

With humility, optimism, and an abiding faith in people, we're committed to respecting the human rights of everyone whose lives we touch.

Our Commitment to Human Rights

We're deeply committed to continually assessing our progress and building the lessons we learn into everything we do. We've worked hard to embed a respect for human rights across our company—in the technology we make, in the way we make it, and in how we treat people.

The Technology We Make

As a global technology company, we feel a deep sense of responsibility to make technology for people that respects their human rights, empowers them with useful tools and information, and enhances their overall quality of life.

We do that with our uncompromising commitment to security and user privacy—setting the industry standard for minimizing personal data collection. We build privacy protections into everything we make—from products like iPhone, to services like Apple Pay, to our comprehensive review process for every app on the App Store.

Hand in hand with the privacy of our users is our commitment to freedom of information and expression. Our products help our customers communicate, learn, express their creativity, and exercise their ingenuity. We believe in the critical importance of an open society in which information flows freely, and we're convinced the best way we can continue to promote openness is to remain engaged, even where we may disagree with a country's laws.

We act responsibly when it comes to the content on our platforms, and with services like Apple News, we make it easy for our users to find timely information from the most trusted sources. Across all our services, including the App Store, Apple Podcasts, and others, users can choose from a wide variety of options, and we carefully review the content on every Apple app and service against our guidelines and standards.

We work every day to make quality products, including content and services, available to our users in a way that respects their human rights. We're required to comply with local laws, and at times there are complex issues about which we may disagree with governments and other stakeholders on the right path forward. With dialogue, and a belief in the power of engagement, we try to find the solution that best serves our users—their privacy, their ability to express themselves, and their access to reliable information and helpful technology.

Finally, when it comes to making technology that empowers and connects people, we've always believed in creating the most accessible products and services in the world—because technology made for everyone should meet everyone's needs.

The Way We Make It

Respect for human rights shapes how we make our products and services. Our responsibilities go beyond our stores and corporate offices: They extend to our supply chain, the communities we're a part of, and the planet we all share.

Across our supply chain, we work hand in hand with our suppliers to ensure that every workplace provides a safe and respectful environment for everyone. We do that through mandatory trainings on labor and human rights, regular and independent audits, and an anonymous reporting system in which we investigate every complaint. If a company is not willing or able to meet our high standards, we will no longer do business with them.

We want to be a force for good in the lives of people in our supply chain and their communities. We're proud to work with our neighbors and suppliers to develop new skill sets, start businesses, and advocate for change. In addition to our global educational initiatives, we've partnered with local activists and international human rights nonprofits.

An essential part of our impact on humanity is our effort to protect the planet—in how we design, build, and recycle our products.

We run Apple on 100 percent renewable energy, and we're working with our suppliers to make the same transition. Every day, we're making progress on our goal of reaching a closed-loop supply chain that uses only recycled and renewable content. And we've put our innovation and expertise to the task of conserving water, making robots that recycle and recover precious materials, and sharing our road map for the future to inspire our industry peers to join us on our environmental journey.

How We Treat People

We've always said Apple's soul is our people. That's why we're committed to respecting the human rights of everyone whose lives we touch—including our employees, suppliers, contractors, and customers.

At Apple and throughout our supply chain, we prohibit harassment, discrimination, violence, and retaliation of any kind—and we have zero tolerance for violations motivated by any form of prejudice or bigotry. We require our employees to be trained annually on Apple's Business Conduct Policy, which reflects our commitment to respect human rights and to conduct business ethically, honestly, and in compliance with applicable laws and regulations.

We're also deeply committed to the essential work of improving diversity, increasing inclusion, and advancing racial justice—both within our company and through efforts like our Racial Equity and Justice Initiative, which is focused on education, economic equality, and criminal justice reform. Our efforts here are motivated by a strong desire to create a welcoming and supportive environment for all our teams and to help combat discrimination, injustice, and systemic racism. We require every Apple employee to participate in trainings on unconscious bias, and we're working to improve representation and diversity in positions of leadership and at every level of our company.

Our Commitment to International Human Rights Standards

We're deeply committed to respecting internationally recognized human rights in our business operations, as set out in the United Nations International Bill of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. Our approach is based on the UN Guiding Principles on Business and Human Rights. We conduct human rights due diligence to identify risks and work to mitigate them. We seek to remedy adverse impacts, track and measure our progress, and report our findings.

We believe that dialogue and engagement are the best ways to work toward building a better world. In keeping with the UN Guiding Principles, where national law and international human rights standards differ, we follow the higher standard. Where they are in conflict, we respect national law while seeking to respect the principles of internationally recognized human rights.

Transparency and Communication

We want everyone—from our customers to our industry peers—to know about our values and the progress we're making for people and the planet.

We track and measure our performance across a range of areas, and we apply the lessons we learn to continually improve. We report our performance publicly in several ways, including in our Transparency Report, and in our Supplier Responsibility, Modern Slavery, and Conflict Minerals reports.

To make sure our progress is as meaningful and impactful as possible, we work with a broad range of groups—including workers' rights advocates and local leaders—and consult with stakeholders that include United Nations bodies, governments, nongovernmental organizations, and the world's leading human rights and labor experts.

Our Board of Directors has adopted this policy on behalf of Apple and is responsible for overseeing and periodically reviewing the policy. Apple's Senior Vice President and General Counsel oversees the implementation of our policy and reports to the Board and its committees on our progress and significant issues.

We always strive to be an example for others to follow, and to share our progress to accelerate industrywide change. But we also know our work will never be finished—because we believe that if we aren't finding ways to improve, we aren't looking hard enough.

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