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December 6, 2024

VIA ELECTRONIC SUBMISSION

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

Re: *HP Inc.*
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, HP Inc. (the "Company" or "HP"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Stockholders (collectively, the "2025 Proxy Materials") a stockholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from John Chevedden (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 2025 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that stockholder 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 this Proposal, a copy of that 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 states:

> **Resolved,** the stockholders of HP 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 HP 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. HP's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
>
> 4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 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 HP 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 Nominating, Governance and Social Responsibility Committee and posted on HP's website.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

For the reasons discussed below, the Proposal properly may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and seeks to micromanage the Company.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Relates To The Company's Ordinary Business Operations And Seeks to Micromanage the Company.

A. Background On The Ordinary Business Standard.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's ordinary business operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" does not "refer[] to matters that are . . . necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting."

The 1998 Release identified two central considerations that underlie this policy. *Id.* The first of those considerations is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* The second consideration relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.*, *citing* Exchange Act Release No. 12999 (Nov. 22, 1976) (the "1976 Release").

When assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) ("SLB 14C") ("In determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole."). A shareholder proposal being framed in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting

the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the proposed report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983); *Johnson Controls, Inc.* (avail. Oct. 26, 1999) ("Where the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7).").

B. The Proposal Is Excludable Because It Seeks To Micromanage The Company.

The Commission and Staff have long recognized that a proposal that seeks to micromanage a company is excludable under Rule 14a-8(i)(7). The Commission has stated that the exclusion of a proposal under Rule 14a-8(i)(7) on micromanagement grounds "may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." 1998 Release. The Staff has determined that proposals that seek to impermissibly micromanage the Company "by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment" are excludable under Rule 14a-8(i)(7), even in circumstances where the proposal is found to address a significant social policy. *Id.* The Staff has repeatedly confirmed that the micromanagement basis of exclusion also applies to proposals that call for a study or report and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. To that end, the Staff has stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, which is designed to preserve management's discretion on ordinary business matters but not prevent shareholders from providing high-level direction on large strategic corporate matters." Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L").

Notably, the Staff recently determined that a substantially identical proposal submitted to *Air Products and Chemicals, Inc.* (avail. Nov. 29, 2024) could be excluded pursuant to Rule 14a-8(i)(7) on micromanagement grounds. As the Proposal is substantially identical to the proposal in *Air Products and Chemicals, Inc.* the same reasoning should apply in the instant case.

Further, since the issuance of SLB 14L, the Staff has also granted relief on micromanagement grounds with respect to numerous proposals requiring reporting of information that is significantly less complex than the information demanded by the Proposal. *See, e.g., Delta Air Lines, Inc.* (avail. Apr. 24, 2024) (permitting exclusion of a proposal requiring a report regarding "union suppression expenditures," including internal and external expenses); *Paramount Global (National Center for Public Policy Research)* (avail. Apr. 19, 2024) (permitting exclusion of a proposal requesting disclosure of the recipients of corporate charitable contributions of $5,000 or more); *Walmart Inc. (Green Century Capital Management)* (avail. Apr. 18, 2024) (permitting exclusion of a proposal

submitted by Green Century Capital Management requiring a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Amazon.com, Inc.* (avail. Apr. 1, 2024) (permitting exclusion of proposal calling for highly detailed living wage report); *Amazon.com, Inc.* (avail. Apr. 7, 2023) (permitting exclusion of proposal requesting the company measure and disclose scope 3 greenhouse gas emissions from the company's full value chain by imposing a specific method for implementing a complex policy without affording discretion to management); *Chubb Limited (Green Century Equity Fund*) (avail. Mar. 27, 2023) (proposal requesting the board adopt and disclose a policy related to risks associated with new fossil fuel exploration and development projects would micromanage the company); *Phillips 66* (avail. Mar. 20, 2023) (permitting exclusion of a proposal requesting an audited report describing the undiscounted expected value to settle obligations for the company's asset retirement obligations with indeterminate settlement dates); *Valero Energy Corporation* (avail. Mar. 20, 2023) (same); *Verizon Communications Inc. (National Center for Public Policy Research)* (avail. Mar. 17. 2022) (permitting exclusion of proposal requesting publication of certain employee-training materials); *Coca Cola Co.* (avail. Feb. 16, 2022) (permitting exclusion of proposal requiring the company to submit any proposed political statement to the next stockholder meeting for approval prior to issuing the statement publicly); *Deere & Co.* (avail. Jan. 3, 2022) (permitting exclusion of proposal requesting publication of employee-training materials).

Like the proposal in *Air Products and Chemicals, Inc.,* the Proposal seeks to micromanage the Company by requesting a highly prescriptive and detailed report that requires dozens of distinct pieces of information. In particular, the Proposal requests an annual report on the Company's lobbying activities and payments, which is to be subdivided into four sections, with each section being further subdivided into multiple subsections. The first section of the report requests disclosure of the Company's "policy and procedures governing" both "direct and indirect" and "grassroots lobbying communications." The Proposal defines the term "grassroots lobbying communications" as a "communication directed to the general public," which must satisfy a three-pronged test. The Proposal's definitions of both "direct and indirect lobbying" and "grassroots lobbying communications" would require all the foregoing information at the local, state and federal levels. The requested report would have a second section focused on the Company's payments related to direct or indirect lobbying or grassroots lobbying communications, "in each case including the amount of the payment and the recipient." The third section of the requested report would require disclosure of the Company's "membership in and payments to any tax-exempt organization that writes and endorses model legislation." The fourth section of the report would include disclosure of the Company's management and board of directors' "decision-making process" and "oversight" of payments covered by the second and third sections. Finally, the Proposal prescribes the manner in which the report would be reviewed by the board of directors and disclosed to the

public. A chart illustrating the dozens of discrete pieces of information required by the Proposal is attached hereto as Annex A.

The highly prescriptive nature of the Proposal – just like the proposal in *Air Products and Chemicals, Inc.*– would significantly micromanage the manner in which the Company could provide information regarding its lobbying initiatives. In addition, the Proposal would require the Company to collect and report a significant amount of information from third parties with respect to their activities. If adopted, the Proposal would place substantial restrictions on the Company's ability to engage in and report on government relations initiatives. The disclosures prescribed in the Proposal are not required by the Commission and do not follow any established framework for reporting lobbying activities (unlike frameworks that exist for providing disclosure on many other complex topics, including political contributions). The prescribed disclosures are also significantly more detailed than the disclosures provided by the Company's peers and other public companies and the information required by the report is more detailed and granular than the information required by the micromanagement precedents listed above.

If adopted, the Proposal – just like the proposal in *Air Products and Chemicals, Inc.*– would be unduly burdensome by requiring the Company to provide granular disclosure of prescribed lobbying activities without regard to their significance to the Company's operations, or even with respect to their significance to the Company's overall government relations activities. Importantly, the disclosures specified in the Proposal are without any limiting principle – any association with or contribution to a covered organization would be required to be disclosed, even if the Company's involvement is tangential or if the amount contributed is de minimis or if management determines that disclosure is not otherwise required and could be detrimental to the Company's interests. Furthermore, the Proposal ignores the fact that lobbying activities are highly complex and based on a range of considerations related to the day-to-day operations of the business, and also that such activities are already subject to disclosure under the Lobbying Disclosure Act and similar state and foreign requirements and for which the Company already files publicly accessible reports as prescribed by law.

In short, the Proposal, like the proposal in *Air Products and Chemicals, Inc.*, seeks to micromanage the Company by probing too deeply into matters of a complex nature in seeking disclosure of the intricate details of the manner in which the Company reports on lobbying activities, without providing the Company with any discretion to choose the form, substance or manner of its disclosure. Moreover, the Proposal even mandates the governance process through which the board of directors would oversee this reporting, as the Proposal would dictate that the report be provided to the Nominating, Governance and Social Responsibility Committee rather than the full board or another committee. Furthermore, the Proposal seeks to indirectly influence management's decisions and assessments of how best

to support the execution of the Company's projects and engage with community, regulatory and legislative stakeholders for such projects. These decisions fall squarely within the purview of the Company's management and its board of directors. It would neither be appropriate nor realistic for shareholders to direct such decisions at an annual meeting. Accordingly, the Proposal should be excluded under Rule 14a-8(i)(7) because it seeks to micromanage the Company with respect to its lobbying activities and related disclosures.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 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 (212) 351-2309 or Rick Hansen, the Company's SVP, Deputy General Counsel – Corporate, and Corporate Secretary, at 313-815-5748.

Sincerely,



Lori Zyskowski

Enclosures

cc: Rick Hansen, SVP, Deputy General Counsel – Corporate, and Corporate Secretary, HP Inc.
Christopher Kortum, Director, Securities and Capital Markets, HP Inc.
John Chevedden

Annex A

Information Required by the Proposal

Information Required by Stockholder Proposal	
Policies and Procedures Governing:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Indirect Other Organization Lobbying – Local
	(11) Indirect Other Organization Lobbying – State
	(12) Indirect Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
Recipient of Payments Used for or Made to:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Amount Paid to Each Recipient Regarding:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal

	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Management's Decision-Making Process for Making Payments Related To:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Board Oversight for Making Payments Related to:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Tax-Exempt Organizations that Write Model Legislation

Exhibit A

Stockholder Proposal

JOHN CHEVEDDEN

[redacted] [redacted]

Mr. Ruairidh Ross
Corporate Secretary
HP Inc. (HPQ)
1501 Page Mill Road
Palo Alto, California 94304
PH: 650-857-1501
FX: 650-275-9138

REVISED 18 OCT 2024

Dear Mr. Ross,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

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

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Sincerely,



John Chevedden

October 16, 2024

Date

cc: "Hansen, Rick" <rick.hansen@hp.com>
"Kortum, Chris" <christopher.kortum@hp.com>

[HPQ – Rule 14a-8 Proposal, October 16, 2024, Revised October 18, 2024]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Transparency in Lobbying

Whereas, we believe in full disclosure of HP Inc.'s ("HP's") lobbying activities and expenditures to assess whether HP's lobbying is consistent with its expressed goals and stockholder interests.

Resolved, the stockholders of HP 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 HP 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. HP's membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 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 HP 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 Nominating, Governance and Social Responsibility Committee and posted on HP's website.

Supporting Statement

HP spent $21 million from 2015 – 2023 on federal lobbying. This does not include state lobbying, where HP also lobbies but disclosure is uneven or absent. For example, HP spent $1,154,685 on lobbying in California from 2015 – 2023. HP also lobbies abroad, spending between €400,000 – 499,999 on lobbying in Europe for 2023.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity, and these groups may be spending "at least double what's publicly reported."[1] Unlike many of its peers, HP fails to disclose its memberships in or payments to trade associations and social welfare groups, or the amounts used for lobbying. HP belongs to the Business Roundtable, which has spent over $400 million on federal lobbying since 1998, and other trade associations that lobby like the Consumer Technology Association, Silicon Valley Leadership Group and TechNet. HP also belongs to social welfare groups that lobby, like the Future of Privacy Forum and Public Affairs Council.

HP's lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, HP publicly supports addressing climate change, yet the Business Roundtable filed an amicus brief opposing the Securities and Exchange Commission climate risk disclosure rules[2] and previously opposed the Inflation Reduction Act.[3] And HP is committed to promoting privacy principles, yet the Future of Privacy Forum has reportedly been "watering down attempts at privacy regulation" at the state level.[4]

Thus it will be a best practice for HP to expand its political spending disclosure.

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[1] https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/.
[2] https://www.eenews.net/articles/investors-question-business-roundtables-climate-rule-battle/.
[3] https://www.theguardian.com/environment/2022/aug/19/top-us-business-lobby-group-climate-action-business-roundtable.
[4] https://themarkup.org/privacy/2022/05/26/tech-industry-groups-are-watering-down-attempts-at-privacy-regulation-one-state-at-a-time.

Notes:
"Proposal 4" stands in for the final proposal number that management will assign.
The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [redacted].

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

