



DIVISION OF  
CORPORATION FINANCE

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

February 6, 2025

Philip Richter  
Fried, Frank, Harris, Shriver & Jacobson LLP

Re: Humana Inc. (the "Company")  
Incoming letter dated December 11, 2024

Dear Philip Richter:

This letter is in response to your correspondence concerning a shareholder proposal (the "Proposal") from John Chevedden (the "Proponent").

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because you represent that the Company has not received the Proposal, the Proponent has not provided proof of delivery, and the deadline for submitting proposals has passed. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

December 11, 2024

**VIA ONLINE SHAREHOLDER PROPOSAL FORM**

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

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

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, on behalf of our client, Humana Inc. (the “Company”). On November 24, 2024, the Company became aware that John Chevedden (the “Proponent”) had purportedly attempted to submit a stockholder proposal (the “Purported Proposal”) for inclusion in the Company’s proxy statement and form of proxy for its 2025 Annual Meeting of Stockholders (collectively, the “2025 Proxy Materials”).

The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend enforcement action to the U.S. Securities and Exchange Commission (the “Commission”) if the Company excludes the Purported Proposal pursuant to Rule 14a-8(e) because no stockholder proposal was actually received by the Company prior to the Company’s November 8, 2024 deadline for receiving stockholder proposals for its 2025 Annual Meeting of Stockholders.

Pursuant to Rule 14a-8(j), the Company has:

- filed this letter with 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 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 stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, the Company is 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 Purported Proposal (including correspondence regarding the status of any negotiations with the Company), 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.

**I. Background**

On November 24, 2024, the Proponent sent an email (the “November 24 Email”) to the Company addressed to Joseph M. Ruschell, Vice President, Associate General Counsel and Corporate Secretary of the Company (the “Corporate Secretary”), inquiring about delivering a “broker letter” in connection with a stockholder proposal that the Proponent implied had been previously submitted. The November 24 Email’s

only mention of the Purported Proposal was a note indicating that the “broker letter . . . goes with the timely submitted 2025 [R]ule 14a-8 proposal.” A day later, the Proponent sent another email (the “November 25 Email”) to the Corporate Secretary claiming that the Proponent had submitted a stockholder proposal to the Company before the deadline and asking if the Corporate Secretary needed help locating the proposal. After receiving the November 24 Email, the Corporate Secretary reviewed his email and spam folders to check if he had received an email from the Proponent with the Purported Proposal. The Corporate Secretary did not find any such email from the Proponent. Neither the November 24 Email nor the November 25 Email actually included the text of the Purported Proposal or a supporting statement or any other information regarding the Purported Proposal that was supposedly submitted to the Company. Copies of the email correspondence between the Proponent and the Company between November 24, 2024, and November 29, 2024, are attached hereto as Exhibit A.

On November 26, 2024, the Corporate Secretary responded by email to the Proponent informing him that the Company had not received a stockholder proposal from the Proponent. In this communication, the Corporate Secretary also requested that the Proponent indicate if he believed this was a mistake. On November 27, 2024, the Proponent responded to the Corporate Secretary by email indicating the Proponent’s belief that the Corporate Secretary was mistaken, but included no other details regarding the Purported Proposal. Later that same day, the Corporate Secretary responded by email to the Proponent, again informing him that the Company had not received a stockholder proposal from him and requesting that he provide a copy and any record the Proponent has of when he sent the Purported Proposal, to whom at the Company it was sent, and when it was received by the Company.

On November 27, 2024, the Proponent sent another email to the Corporate Secretary claiming that the Proponent had submitted the Purported Proposal to the Company on November 3, 2024 via email to the Corporate Secretary. This communication was the first time that the Company learned of the supposed method and date of submission of the Purported Proposal. This communication did not include a copy of the underlying email supposedly sent on November 3, 2024, or a copy of the Purported Proposal. After receiving this message, the Corporate Secretary again reviewed his email and spam folders to check if he had received an email from the Proponent with the Purported Proposal. The Corporate Secretary did not find any November 3, 2024, email from the Proponent or any email with the Purported Proposal. In response, on November 29, 2024, the Corporate Secretary informed the Proponent by email that the Company had not received an email from the Proponent on November 3, 2024, and explained that the Company is “unable to acknowledge a 2025 Rule 14a-8 Proposal from [the Proponent] because, again, the Company ha[s] not received one.” The Corporate Secretary again asked the Proponent to provide a copy of his supposed submission as well as evidence that he had done so. Despite this request and the Corporate Secretary’s previous request for this information, the Proponent provided no evidence of his supposed submission or further information regarding the Purported Proposal.

On November 30, 2024, the Proponent sent an email to the Staff, copying the Corporate Secretary (together, with the attachments thereto, the “November 30 Staff Email”), which, among other things, attached a scanned copy of certain email correspondence between the Proponent and the Corporate Secretary. The November 30 Staff Email accused the Company of dodging the Purported Proposal and claimed that, despite receiving other email messages from the Proponent, the Corporate Secretary only “disputes receiving the [email] message which contains the [R]ule 14a-8 proposal intended for the [Company’s] 2025 annual meeting.” The November 30 Staff Email purports to include support that the Purported Proposal was sent to the Company on November 3, 2024, which was prior to the stockholder proposal deadline. This support consists of a scanned copy of a purported timestamped email the Proponent supposedly sent to the Corporate Secretary on November 3, 2024 (the “November 3 Email”) that claims to include the Purported Proposal as an attachment, but even the scanned copy of the November 3 Email was

not accompanied by a copy of the Purported Proposal. The November 30 Staff Email, which came 22 days after the stockholder proposal deadline and was not directed to the Corporate Secretary was the first time the Corporate Secretary had been provided with a copy of the November 3 Email supposedly sent to him (but, again, without the Purported Proposal).

After receiving the November 30 Staff Email containing a purported copy of the November 3 Email, the Corporate Secretary's office directed the Company's Information Technology (IT) Department to conduct a forensic review of the Company's email servers to determine if it could locate the November 3 Email. After conducting a review, the Company's IT Department informed the Corporate Secretary that the email that the Proponent asserts was sent to the Corporate Secretary on November 3, 2024, had never reached the Company's email servers, and that the November 3 Email was not being held in the Company's spam quarantine folders. Additionally, the Proponent has provided no evidence that the Purported Proposal was ever received by the Company at its principal executive offices, and the Company has no record of having received the Purported Proposal by mail, overnight courier, or any other means of delivery.

On December 3, 2024, the Corporate Secretary responded by email to the November 30 Staff Email, confirming that, "as stated in [the Company's] correspondence with Mr. Chevedden, [the Company] has not received a Rule 14a-8 stockholder proposal from him relating to our 2025 Annual Meeting." The Corporate Secretary's response also noted that the Company has "requested, but not received, any record indicating that such a proposal was received by [the Company]." Later on December 3, 2024, the Proponent sent another email to the Staff, again copying the Corporate Secretary (together, with the attachments thereto, the "December 3 Staff Email" and, together with the November 30 Staff Email and the Corporate Secretary's response on December 3, 2024, the "Staff Emails"), repeating the claims set forth in the November 30 Staff Email and stating his refusal to withdraw the Purported Proposal. Notably, neither the November 30 Staff Email nor the December 3 Staff Email attached a copy of the Purported Proposal. Copies of the Staff Emails are attached hereto as Exhibit B.

Unlike this year, the Proponent timely submitted a stockholder proposal to the Company last year (the "2024 Proposal"), which was included in the Company's proxy statement for its 2024 Annual Meeting of Stockholders (the "2024 Proxy Statement"). In connection with the 2024 Proposal, the Corporate Secretary and the Proponent exchanged over 50 emails between October 2023 and November 1, 2024. When the Proponent submitted the 2024 Proposal to the Company last year by email, the Corporate Secretary sent confirmation of receipt within four days. Moreover, throughout their email correspondence during this period, the Corporate Secretary typically responded to and/or acknowledged receipt of communications received from the Proponent the same day or within one day of receipt, and except for one instance, always responded to the Proponent within no more than four days.

As of the date hereof, the Company has still not received the Purported Proposal referenced in the November 3 Email.

## **II. Basis for Exclusion**

The Company respectfully requests that the Staff concur with its view that the Purported Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive a proposal from the Proponent at its principal executive offices before the deadline for submitting stockholder proposals to the Company.

## **III. The Purported Proposal is Excludable Under Rule 14a-8(e)(2)**

A. *The Purported Proposal is Excludable Under Rule 14a-8(e)(2) Because It Was Not Received by the Company Before the Deadline for Submitting Stockholder Proposals for Inclusion in the 2025 Proxy Materials*

Under Rule 14a-8(e)(1), a stockholder proposal submitted with respect to a company's regularly scheduled annual meeting must be received at the company's principal executive offices by the deadline set forth in the prior year's proxy statement. Pursuant to Rule 14a-8(e)(2), the deadline is calculated as not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting.

The deadline for submission of stockholder proposals for the Company's 2025 Annual Meeting of Stockholders pursuant to Rule 14a-8 was set forth in the 2024 Proxy Statement, filed with the Commission and mailed to stockholders on March 8, 2024. As shown on page 98, the 2024 Proxy Statement clearly stated that such proposals must be received "no later than November 8, 2024."

The November 8, 2024 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before March 8, 2024, the anniversary of the release date of the 2024 Proxy Statement. Rule 14a-8(e)(2) provides that the 120-calendar day deadline does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. That is not applicable here, as the Company intends to hold its 2025 Annual Meeting of Stockholders on or about April 17, 2025, which is within 30 days of April 18, 2025, the anniversary of its 2024 Annual Meeting of Stockholders.

Rule 14a-8(f) permits a company to exclude a stockholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." The Purported Proposal was not received by the Company at its principal executive offices before the Company's disclosed deadline for submitting stockholder proposals under Rule 14a-8, and the November 8, 2024 deadline was properly calculated. As of the date hereof, the Company has still not received a stockholder proposal from the Proponent at its principal executive offices, and it is now over 30 days past the November 8, 2024 deadline. Accordingly, the Purported Proposal was not timely submitted by the Proponent.

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline, permitting companies to exclude from proxy materials those stockholder proposals received at companies' principal executive offices after the submission deadline. *See, e.g., The PNC Financial Services Group, Inc.* (avail. Feb. 20, 2024) (concurring with the exclusion of a proposal received one day after the submission deadline); *Etsy, Inc.* (avail. Apr. 19, 2022) (same); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *DTE Energy Co. (Moore)* (avail. Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); *Dean Foods Co.* (avail. Jan. 27, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (same); *Tootsie Roll Industries, Inc.* (avail. Jan. 14, 2008) (proposal received two days after company's deadline, even when deadline fell on a Saturday). The Staff has also emphasized this point in Staff Legal Bulletin No. 14 (July 13, 2001) by advising that "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline."

Additionally, Rule 14a-8(f) states that “[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company’s properly determined deadline.” Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with notice of the deficiency within the 14-day notice period or an opportunity to cure under Rule 14a-8(f) in order to exclude the Purported Proposal under Rule 14a-8(e). As such, the Company is not required to provide the Proponent with the 14-day notice and opportunity to cure under Rule 14-8(f) in order to exclude the Purported Proposal under Rule 14-8(e).

Therefore, the Purported Proposal may be excluded from the 2025 Proxy Materials because it was not properly submitted to the Company’s principal executive offices at all, let alone within the time frame required under Rule 14a-8(e).

*B. The Proponent Failed to Follow Rule 14a-8(e) and Staff Guidance for Submission of the Purported Proposal*

Rule 14a-8(e) requires that “[i]n order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.” The Staff has also issued guidance that email delivery alone, without confirmation of receipt from the recipient, is not sufficient under Rule 14a-8(e) to prove receipt of a stockholder proposal. Staff Legal Bulletin No. 14L (“[SLB 14L](#)”) provides that “[e]mail delivery confirmations and company server logs may not be sufficient to prove receipt of emails as they only serve to prove that emails were sent.” In addition, the Staff’s guidance in SLB 14L states that “to prove delivery of an email for purposes of Rule 14a-8, the sender should seek a reply email from the recipient in which the recipient acknowledges receipt of the email.” SLB 14L further notes that “where a dispute arises regarding a proposal’s timely delivery, shareholder proponents risk exclusion of their proposals if they do not receive a confirmation of receipt from the company in order to prove timely delivery with email submissions.” Thus, the burden is on shareholder proponents to submit their proposals by means that permit them to prove the date of delivery.

As noted above, instead of submitting the Purported Proposal via a mailing method with proof or confirmation of delivery, the Proponent claims that the Purported Proposal was sent via email to the Corporate Secretary on November 3, 2024. Although the November 3 Email requested confirmation of receipt, the Corporate Secretary did not engage with the Proponent regarding the Purported Proposal because he never received it, a fact confirmed by the Company’s email records. Importantly, the Company did not receive any indication or notice that a stockholder proposal was going to be, or had been, submitted by the Proponent and, as discussed above, the Corporate Secretary did not receive any request for confirmation or other communication from the Proponent or any other inquiry that would suggest that the Purported Proposal was going to be, or had been, submitted to the Company until November 24, 2024, which was 16 days after the November 8, 2024 deadline for submission of proposals had passed and 21 days after the Proponent claims that the Purported Proposal was originally sent via email to the Corporate Secretary. As noted above, the Proponent submitted the 2024 Proposal to the Company last year, and in that case, the Corporate Secretary sent confirmation of receipt within four days. Moreover, as discussed above, throughout their email correspondence during the 2024 proxy season, the Corporate Secretary typically responded to and/or acknowledged receipt of communications received from the Proponent the same day or within one day of receipt, and except for one instance, always responded to the Proponent within no more than four days. Accordingly, when the Proponent did not receive such confirmation of receipt following his attempted submission of the Purported Proposal within a reasonable timeframe this year, consistent with the guidance in SLB 14L, the Proponent should have followed up with the Corporate

Secretary to confirm that the Purported Proposal had been properly submitted before the expiration of the November 8, 2024 deadline.

In addition, the Proponent's suggestion that the Company is attempting to "dodge" the Purported Proposal stands in contrast to the email correspondence between the Proponent and the Corporate Secretary between October 2023 and November 1, 2024. As noted above, throughout their email correspondence during the 2024 proxy season, the Corporate Secretary has promptly responded to and/or acknowledged receipt of each communication received from the Proponent, including the 2024 Proposal, which the Company included in the 2024 Proxy Statement. Notably, the Corporate Secretary and the Proponent had corresponded via email as recently as October 31, 2024 and November 1, 2024, on questions related to the 2024 Proxy Statement, however, in the course of those communications, the Proponent never mentioned the Purported Proposal or provided any indication that he anticipated to submit a stockholder proposal. As the record of email correspondence demonstrates, there is no reason to suggest that the Company was attempting to avoid or "dodge" a stockholder proposal from the Proponent (or any other stockholder proponent) this year or in past years. When the Company receives a stockholder proposal by the applicable deadline, just as it did with the 2024 Proposal last year, the Company treats the proposal appropriately and in compliance with Rule 14a-8 and applicable Staff guidance. In this instance, despite repeated attempts to engage with the Proponent, the Proponent has refused to provide the Company with any evidence that he had in fact submitted the Purported Proposal, and as of the date hereof, the Proponent has not provided any evidence of the existence or submission of the Purported Proposal except for a scanned copy of a purported timestamped email the Proponent supposedly sent to the Corporate Secretary on November 3, 2024, that claims to include the Purported Proposal as an attachment. Here, the Proponent's actions are consistent with the Proponent's behavior as a stockholder proponent at other companies in prior proxy seasons.<sup>1</sup>

The Staff has previously permitted the exclusion of stockholder proposals submitted via email, even if submitted before the deadline, where the Company did not become aware of the email or proposal before the deadline. *See Charles River Laboratories International, Inc.* (avail. Mar. 17, 2021) (permitting exclusion under Rule 14a-8(e)(2) of a proposal that originally was sent by the proponent prior to the submission deadline where the email was blocked by the email security vendor as a potentially malicious email); *Sprint Corp.* (Aug. 3, 2018) (permitting exclusion under Rule 14a-8(e)(2) of a proposal emailed before the submission deadline to a non-lawyer staff member and a former employee of the company); *Ellie Mae Inc.* (Mar. 12, 2015) (permitting exclusion under Rule 14a-8(e)(2) of a proposal emailed before the submission deadline to the company's investor relations function); *Alcoa Inc.* (Jan. 12, 2009) (same). Similarly, in *Teladoc Health, Inc.* (avail. Mar. 20, 2020), the Staff concurred with the exclusion of a proposal where the company did not receive an email from the proponent, which the company believed to have not been delivered due to being blocked by the email security vendor as a potentially malicious email. *See also Linde plc* (avail. Apr. 3, 2023) (concurring with the exclusion a proposal that the company did not receive where the proponent only provided images of emails purportedly sent and the Staff noted the "[p]roponent has not provided sufficient proof of email delivery prior to the deadline for submitting proposals" and also referenced SLB 14L). Similar to the above examples, the Company was only alerted to

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<sup>1</sup> *See, e.g., American Airlines Group Inc.* (avail. Apr. 19, 2024) (concurring with the exclusion of a proposal that the company did not receive before the submission deadline, or at all, where Mr. Chevedden only provided images of emails purportedly sent); *Linde plc* (avail. Apr. 3, 2023) (as discussed in further detail below); *Laboratory Corporation of America Holdings* (avail. March 22, 2023) (same); and *Extreme Networks, Inc.* (avail. Sept. 19, 2020) (concurring with the exclusion of a proposal that the company did not receive before the submission deadline, or at all, where Mr. Chevedden (on behalf of the proponent) only sent an email, after the submission deadline, that included a proof of ownership attachment and a note that it "[g]oes with 2020 Rule 14a-8 Proposal," but did not actually include a proposal or supporting statement).

the possible submission of the Purported Proposal long after the submission would be deemed timely. Here, the Company only learned of the possible existence of the Purported Proposal on November 24, 2024, which was 16 days after the November 8, 2024, deadline. Further, as noted above the Company has still not received the Purported Proposal as the date hereof.

The Proponent did not follow the Staff guidance set forth above. Consistent with the guidance in SLB 14L, when no confirmation of receipt was received following his attempted submission of the Purported Proposal, it was the Proponent's responsibility to follow up with the Company to confirm that the Purported Proposal was properly submitted and received in advance of the deadline. Because the November 24 Email alerting the Company to a possible submission of the Purported Proposal was received after the stockholder proposal deadline (and the Purported Proposal has still not been received) and because of the Proponent's failure to follow the Staff guidance as issued in SLB 14L, the Purported Proposal was not properly submitted to the Company's principal executive offices at all, let alone within the time frame required under Rule 14a-8(e)(2), and therefore, as in the precedent cited above, may be properly excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e)(2).

#### **IV. Conclusion**

It is not clear whether the Company is even required to submit a no-action request to the Staff to exclude the Purported Proposal since, as of the date hereof, there is no stockholder proposal to include in the 2025 Proxy Materials or to exclude as being submitted after the deadline. Nevertheless, based on the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes what purports to be a stockholder proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(e) because such proposal was not received at the Company's principal executive offices before the deadline for submitting stockholder proposals or ever, as of the date of this letter.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Any such communication regarding this letter should be directed to me at Philip.Richter@friedfrank.com or (212) 859-8763, or the Corporate Secretary at JRuschell1@humana.com or (502) 580-1769.

Very truly yours,

/s/ Philip Richter

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Philip Richter

Enclosures

cc: Joseph M. Ruschell, Humana Inc.

John Chevedden

**Exhibit A**

Email Correspondence between the Proponent and the Corporate Secretary, November 24, 2024 -  
November 29, 2024

**From:** John Chevedden <[REDACTED]>  
**Sent:** Sunday, November 24, 2024 8:38 PM  
**To:** Joe Ruschell; Office of the Corporate Secretary  
**Subject:** 2025 rule 14a-8 proposal HUM

Mr. Ruschell,

Do you want the broker letter that goes with the timely submitted 2025 rule 14a-8 proposal.

John Chevedden

**From:** John Chevedden <[REDACTED]>  
**Sent:** Monday, November 25, 2024 9:14 PM  
**To:** Joe Ruschell  
**Subject:** HUM

Mr. Ruschell,  
The 2025 rule 14a-8 proposal was sent to you before the due date.  
Do you want help in locating it.

John Chevedden

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Sent:** Tuesday, November 26, 2024 6:21 PM  
**To:** John Chevedden  
**Subject:** RE: HUM

Mr. Chevedden – As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a mistake, please let me know.

Best, Joe

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

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**From:** John Chevedden <[REDACTED]>  
**Sent:** Monday, November 25, 2024 9:14 PM  
**To:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** HUM

Mr. Ruschell,  
The 2025 rule 14a-8 proposal was sent to you before the due date.  
Do you want help in locating it.

John Chevedden

**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, November 27, 2024 9:45 AM  
**To:** Joe Ruschell  
**Subject:** HUM

Mr. Ruschel,  
The first sentence below is a mistake.  
John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a mistake, please let me know.

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Sent:** Wednesday, November 27, 2024 4:10 PM  
**To:** John Chevedden  
**Subject:** RE: HUM

Dear Mr. Chevedden,

As I noted, if you have sent us a Rule 14a-8 stockholder proposal relating to our 2025 Annual Meeting, we have not received it. If you did send a proposal, please send me a copy and any record you have of when your proposal was sent, to whom at Humana it was sent, and when it was received by Humana.

Sincerely,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

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**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, November 27, 2024 9:45 AM  
**To:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** HUM

Mr. Ruschel,  
The first sentence below is a mistake.  
John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a mistake, please let me know.

**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, November 27, 2024 9:18 PM  
**To:** Joe Ruschell  
**Subject:** HUM

Dear Mr. Ruschell,

The 2025 rule 14a-8 was sent to your email address (above) on November 3, 2024.

If you do not acknowledge the proposal it will be necessary to notify the Office of Chief Counsel.

John Chevedden

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Sent:** Friday, November 29, 2024 12:11 PM  
**To:** John Chevedden  
**Subject:** RE: HUM  
**Attachments:** 2025 rule 14a-8 proposal HUM; (HUM); (HUM); HUM

Dear Mr. Chevedden – Thank you for providing this additional information. Unfortunately, I did not receive an email from you on November 3, 2024. Prior to our communications this week (beginning with the attached email received on November 24, 2024), my most recent emails from you were received on October 31, 2024, and November 1, 2024. I have also reattached those emails.

You and I have corresponded frequently over the past year, with a prompt response and acknowledgement to each communication received. We are unable to acknowledge a 2025 Rule 14a-8 Proposal from you because, again, we have not received one. As noted in my previous email, at this time we are asking that you send us a copy of the proposal and your record of when it was sent so that we can consider this matter further.

Sincerely,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

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**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, November 27, 2024 9:18 PM  
**To:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** HUM

Dear Mr. Ruschell,  
The 2025 rule 14a-8 was sent to your email address (above) on November 3, 2024.

If you do not acknowledge the proposal it will be necessary to notify the Office of Chief Counsel.

John Chevedden

**Exhibit B**

Email Correspondence between the Proponent, the Corporate Secretary and the Staff, November 30, 2024  
- December 3, 2024

**From:** John Chevedden <[REDACTED]>  
**Sent:** Saturday, November 30, 2024 9:40 AM  
**To:** shareholderproposals@sec.gov  
**Cc:** Joe Ruschell  
**Subject:** #1 Dodger Company – Rule 14a-8 Proposal (HUM)  
**Attachments:** Scan2024-11-30\_063603.pdf

## **#1 Dodger Company – Rule 14a-8 Proposal (HUM)**

Ladies and Gentlemen,  
This is notification of a Rule 14a-8 Proposal Dodger company.

Sincerely,  
John Chevedden

JOHN CHEVEDDEN

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November 30, 2024

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

**# 1 Rule 14a-8 Proposal  
Humana Inc. (HUM)  
Dodger Company – Rule 14a-8 Proposal  
John Chevedden**

Ladies and Gentlemen:

This is notification of a Rule 14a-8 Proposal Dodger company.

Attached is evidence of 3 email messages to Mr. Joe Ruschell at HUM to the same email address. Mr. Ruschell only disputes receiving the middle message which contains the rule 14a-8 proposal intended for the 2025 annual meeting proxy.

Sincerely,

  
John Chevedden

cc: Joe Ruschell <JRuschell1@humana.com>

**From:** John Chevedden [REDACTED]  
**Subject:** Fwd: (HUM)  
**Date:** November 30, 2024 at 6:24 AM  
**To:**



Begin forwarded message:

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** RE: (HUM)  
**Date:** October 31, 2024 at 1:40:23 PM PDT  
**To:** John Chevedden <[REDACTED]>

Mr. Chevedden – Yes, as we corresponded about back in April, Proposal 5 was approved by our Stockholders.

Further, the Company's Restated Certificate of Incorporation was then amended in April 2024 to remove Article Eleventh in its entirety, eliminating the supermajority requirement in connection with certain transactions. The Certificate of Amendment removing Article Eleventh is available at the end of our Restated Certificate of Incorporation, which can be accessed at the following link -<https://humana.gcs-web.com/static-files/4d1cc313-b3aa-4e47-8e70-25e5ffdaaf5a>.

Best,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

**From:** John Chevedden <[REDACTED]>  
**Sent:** Thursday, October 31, 2024 11:31 AM  
**To:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** (HUM)

# 1 Oct 31, 2024

Mr. Ruschell,  
Was this proposal approved.  
John Chevedden

Proposal #5	For	Against	Abstained	Broker Non-Votes
Amendment to the Company's Restated Certificate of Incorporation to eliminate supermajority voting requirement in connection with certain transactions	96,562,716	1,076,542	168,691	5,572,071

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English: ATTENTION: If you do not speak English, language assistance services, free of charge, are available to you. Call 1-877-320-1235 (TTY: 711).

Español (Spanish): ATENCIÓN: Si habla español, tiene a su disposición servicios gratuitos de asistencia lingüística. Llame al 1-877-320-1235 (TTY: 711).

繁體中文(Chinese): 注意: 如果您使用繁體中文, 您可以免費獲得語言援助服務。請致電 1-877-320-1235 (TTY: 711)。

Kreyòl Ayisyen (Haitian Creole): ATANSION: Si w pale Kreyòl Ayisyen, gen sèvis èd pou lang ki disponib gratis pou ou. Rele 1-877-320-1235 (TTY: 711).

Polski (Polish): UWAGA: Jeżeli mówisz po polsku, możesz skorzystać z bezpłatnej pomocy językowej. Zadzwoń pod numer 1-877-320-1235 (TTY: 711).

한국어 (Korean): 주의: 한국어를 사용하시는 경우, 언어 지원 서비스를 무료로 이용하실 수 있습니다. 1-877-320-1235 (TTY: 711)번으로 전화해 주십시오.

**From:** John Chevedden [REDACTED] @  
**Subject:** Fwd: Rule 14a-8 Proposal (HUM)  
**Date:** November 30, 2024 at 6:26 AM  
**To:**

JC

Begin forwarded message:

**From:** John Chevedden <[REDACTED]>  
**Subject:** Rule 14a-8 Proposal (HUM)  
**Date:** November 3, 2024 at 11:32:14 AM PST  
**To:** "Joseph M. Ruschell" <JRuschell1@humana.com>

#2 Nov 3, 2024



Rule 14a-8 Proposal (HUM)

Dear Mr. Ruschell,

Please see the attached rule 14a-8 proposal.

Please confirm that this is 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.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

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.

John Chevedden



Scan2024-11-0  
3\_113104.pdf

**From:** John Chevedden [REDACTED]  
**Subject:** Fwd: HUM  
**Date:** November 30, 2024 at 6:28 AM  
**To:**



Begin forwarded message:

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** RE: HUM  
**Date:** November 27, 2024 at 1:10:15 PM PST  
**To:** John Chevedden <[REDACTED]>

Dear Mr. Chevedden,

As I noted, if you have sent us a Rule 14a-8 stockholder proposal relating to our 2025 Annual Meeting, we have not received it. If you did send a proposal, please send me a copy and any record you have of when your proposal was sent, to whom at Humana it was sent, and when it was received by Humana.

Sincerely,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

**From:** John Chevedden <[REDACTED]>  
**Sent:** Wednesday, November 27, 2024 9:45 AM  
**To:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** HUM

#3 Nov 27, 2024

Mr. Ruschel,

The first sentence below is a mistake.

John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a

**From:** Joe Ruschell <JRuschell1@humana.com>  
**Sent:** Tuesday, December 3, 2024 9:06 AM  
**To:** shareholderproposals@sec.gov  
**Cc:** John Chevedden  
**Subject:** RE: #1 Dodger Company – Rule 14a-8 Proposal (HUM)

Ladies and Gentlemen – As stated in our correspondence with Mr. Chevedden, Humana Inc. has not received a Rule 14a-8 stockholder proposal from him relating to our 2025 Annual Meeting. We have also requested, but not received, any record indicating that such a proposal was received by Humana.

Sincerely,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: [REDACTED]

---

**From:** John Chevedden <[REDACTED]>  
**Sent:** Saturday, November 30, 2024 9:41 AM  
**To:** shareholderproposals@sec.gov  
**Cc:** Joe Ruschell <JRuschell1@humana.com>  
**Subject:** #1 Dodger Company – Rule 14a-8 Proposal (HUM)

## #1 Dodger Company – Rule 14a-8 Proposal (HUM)

Ladies and Gentlemen,  
This is notification of a Rule 14a-8 Proposal Dodger company.

Sincerely,  
John Chevedden

**From:** John Chevedden <[REDACTED]>  
**Sent:** Tuesday, December 3, 2024 8:11 PM  
**To:** Office of Chief Counsel  
**Cc:** Joe Ruschell  
**Subject:** #2 Dodger Company – Rule 14a-8 Proposal (HUM)  
**Attachments:** Scan2024-12-03\_170804.pdf

## **#2 Dodger Company – Rule 14a-8 Proposal (HUM)**

Ladies and Gentlemen,

This is additional notification of a Rule 14a-8 Proposal dodger company.

Sincerely,  
John Chevedden

December 3, 2024

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

**# 2 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**

Ladies and Gentlemen:

This is additional notification of a Rule 14a-8 Proposal dodger company.

The Dec 3 one-sentence HUM response reinforces that there is similar evidence of forwarding 3 messages to the same Company email address within one month, yet HUM, for, convenience disputes receiving only the middle message that contained the rule 14a-8 proposal.

At a time when the Staff is encouraging companies to be more civil in regard to email communication, HUM is going in the opposite direction.

I am not withdrawing my 2025 rule 14a-8 proposal.

Sincerely,

  
John Chevedden

cc: Joe Ruschell <JRuschell1@humana.com>

January 6, 2025

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

**# 3 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Deadbeat Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**  
**No 6-digit number**

Ladies and Gentlemen:


This responds to the December 11, 2024 no-action request. Attached are letters to the Staff prior to the submittal of the no action request.

There will be additional replies to this no action request.

Sincerely,

  
John Chevedden

cc: Joe Ruschell

From: John Chevedden [REDACTED]   
Subject: Fwd: #1 Dodger Company – Rule 14a-8 Proposal (HUM)  
Date: January 6, 2025 at 10:21 AM  
To:

JC

Begin forwarded message:

**From:** John Chevedden [REDACTED] PII  
**Subject:** #1 Dodger Company – Rule 14a-8 Proposal (HUM)  
**Date:** November 30, 2024 at 6:40:59 AM PST  
**To:** [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)  
**Cc:** Joe Ruschell <[JRuschell1@humana.com](mailto:JRuschell1@humana.com)>

**#1 Dodger Company – Rule 14a-8 Proposal (HUM)**

Ladies and Gentlemen,  
This is notification of a Rule 14a-8 Proposal Dodger company.

Sincerely,  
John Chevedden



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0\_063603.pdf

JOHN CHEVEDDEN

---

November 30, 2024

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

**# 1 Rule 14a-8 Proposal  
Humana Inc. (HUM)  
Dodger Company – Rule 14a-8 Proposal  
John Chevedden**

Ladies and Gentlemen:

This is notification of a Rule 14a-8 Proposal Dodger company.

Attached is evidence of 3 email messages to Mr. Joe Ruschell at HUM to the same email address. Mr. Ruschell only disputes receiving the middle message which contains the rule 14a-8 proposal intended for the 2025 annual meeting proxy.

Sincerely,

  
\_\_\_\_\_  
John Chevedden

cc: Joe Ruschell <JRuschell1@humana.com>

From: John Chevedden [REDACTED] PII  
Subject: Fwd: (HUM)  
Date: November 30, 2024 at 6:24 AM  
To:



Begin forwarded message:

From: Joe Ruschell <JRuschell1@humana.com>  
Subject: RE: (HUM)  
Date: October 31, 2024 at 1:40:23 PM PDT  
To: John Chevedden [REDACTED] PII

Mr. Chevedden – Yes, as we corresponded about back in April, Proposal 5 was approved by our Stockholders.

Further, the Company's Restated Certificate of Incorporation was then amended in April 2024 to remove Article Eleventh in its entirety, eliminating the supermajority requirement in connection with certain transactions. The Certificate of Amendment removing Article Eleventh is available at the end of our Restated Certificate of Incorporation, which can be accessed at the following link: <https://humana.gcs-web.com/static-files/4d1cc313-b3aa-4e47-8e70-25e5fdaaf5a>

Best,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: 502.712.9209

From: John Chevedden [REDACTED] PII  
Sent: Thursday, October 31, 2024 11:31 AM  
To: Joe Ruschell <JRuschell1@humana.com>  
Subject: (HUM)

# 1 Oct 31, 2024

Mr. Ruschell,  
Was this proposal approved.  
John Chevedden

Proposal #5	For	Against	Abstained	Broker Non-Votes
Amendment to the Company's Restated Certificate of Incorporation to eliminate supermajority voting requirement in connection with certain transactions	96,562,716	1,076,542	168,691	5,572,071

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Español (Spanish): ATENCIÓN: Si habla español, tiene a su disposición servicios gratuitos de asistencia lingüística. Llame al 1-877-320-1235 (TTY: 711).

繁體中文 (Chinese): 注意: 如果您使用繁體中文, 您可以免費獲得語言援助服務。請致電 1-877-320-1235 (TTY: 711)。

Kreyòl Ayisyen (Haitian Creole): ATANSION: Si w pale Kreyòl Ayisyen, gen sèvis èd pou lang ki disponib gratis pou ou. Rele 1-877-320-1235 (TTY: 711).

Polski (Polish): UWAGA: Jeżeli mówisz po polsku, możesz skorzystać z bezpłatnej pomocy językowej. Zadzwoń pod numer 1-877-320-1235 (TTY: 711).

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From: John Chevedden [PII]   
Subject: Fwd: Rule 14a-8 Proposal (HUM)  
Date: November 30, 2024 at 6:26 AM  
To:

JC

Begin forwarded message:

From: John Chevedden [PII] [net]  
Subject: Rule 14a-8 Proposal (HUM)  
Date: November 3, 2024 at 11:32:14 AM PST  
To: "Joseph M. Ruschell" <JRuschell1@humana.com>

#2 Nov 3, 2024



Rule 14a-8 Proposal (HUM)

Dear Mr. Ruschell,  
Please see the attached rule 14a-8 proposal.  
Please confirm that this is 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.

Hard copies of any request related to this proposal are not needed as long as you request  
that I confirm receipt in the email cover message.

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.  
John Chevedden



Scan2024-11-0  
3\_113104.pdf

From: John Chevedden [REDACTED] PII  
Subject: Fwd: HUM  
Date: November 30, 2024 at 6:28 AM  
To:

JC

Begin forwarded message:

**From:** Joe Ruschell <[JRuschell1@humana.com](mailto:JRuschell1@humana.com)>  
**Subject:** RE: HUM  
**Date:** November 27, 2024 at 1:10:15 PM PST  
**To:** John Chevedden [REDACTED] PII

Dear Mr. Chevedden,

As I noted, if you have sent us a Rule 14a-8 stockholder proposal relating to our 2025 Annual Meeting, we have not received it. If you did send a proposal, please send me a copy and any record you have of when your proposal was sent, to whom at Humana it was sent, and when it was received by Humana.

Sincerely,

Joe Ruschell

Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: 502.712.9209

**From:** John Chevedden [REDACTED] PII  
**Sent:** Wednesday, November 27, 2024 9:45 AM  
**To:** Joe Ruschell <[JRuschell1@humana.com](mailto:JRuschell1@humana.com)>  
**Subject:** HUM

#3 Nov 27, 2024

Mr. Ruschel,

The first sentence below is a mistake.

John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a

From: John Chevedden [REDACTED] PII  
Subject: Fwd: #2 Dodger Company – Rule 14a-8 Proposal (HUM)  
Date: January 6, 2025 at 10:20 AM  
To:



Begin forwarded message:

**From:** John Chevedden [REDACTED] PII  
**Subject:** #2 Dodger Company – Rule 14a-8 Proposal (HUM)  
**Date:** December 3, 2024 at 5:11:17 PM PST  
**To:** Office of Chief Counsel <[shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)>  
**Cc:** Joe Ruschell <[JRuschell1@humana.com](mailto:JRuschell1@humana.com)>

**#2 Dodger Company – Rule 14a-8 Proposal (HUM)**

Ladies and Gentlemen,  
This is additional notification of a Rule 14a-8 Proposal dodger company.

Sincerely,  
John Chevedden

JOHN CHEVEDDEN

---

December 3, 2024

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

**# 2 Rule 14a-8 Proposal  
Humana Inc. (HUM)  
Dodger Company – Rule 14a-8 Proposal  
John Chevedden**

Ladies and Gentlemen:

This is additional notification of a Rule 14a-8 Proposal dodger company.

The Dec 3 one-sentence HUM response reinforces that there is similar evidence of forwarding 3 messages to the same Company email address within one month, yet HUM, for, convenience disputes receiving

only the middle message that contained the rule 14a-8 proposal.

At a time when the Staff is encouraging companies to be more civil in regard to email communication, HUM is going in the opposite direction.

I am not withdrawing my 2025 rule 14a-8 proposal.

Sincerely,

  
John Chevedden

cc: Joe Ruschell <JRuschell1@humana.com>

December 3, 2024

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

**# 2 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**

Ladies and Gentlemen:

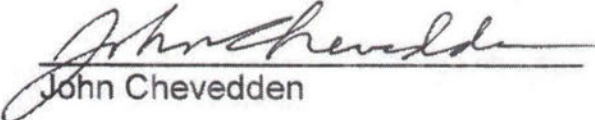
This is additional notification of a Rule 14a-8 Proposal dodger company.

The Dec 3 one-sentence HUM response reinforces that there is similar evidence of forwarding 3 messages to the same Company email address within one month, yet HUM, for, convenience disputes receiving only the middle message that contained the rule 14a-8 proposal.

At a time when the Staff is encouraging companies to be more civil in regard to email communication, HUM is going in the opposite direction.

I am not withdrawing my 2025 rule 14a-8 proposal.

Sincerely,

  
John Chevedden

cc: Joe Ruschell <JRuschell1@humana.com>

January 7, 2025

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

**# 4 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Deadbeat Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**  
**No 6-digit number**

Ladies and Gentlemen:

This responds to the December 11, 2024 no-action request.

There is no explanation from the HUM Information Technology Department on how email message #1 on October 31, 2024 and email message #3 on November 27, 2024 were received yet the critical email message #2 on November 3, 2024 purportedly did not get through when all 3 messages were sent to the same HNM email address.

Plus the HUM Information Technology Department has found no fault with the evidence of email message #2 being sent which is identical to the evidence of email message #1 and #3 being sent.

Sincerely,

  
John Chevedden

cc: Joe Ruschell

January 8, 2025

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

**# 5 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Deadbeat Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**  
**No 6-digit number**

Ladies and Gentlemen:

This responds to the December 11, 2024 no-action request.

It is a curious phenomenon that companies do not claim that they fail to get email deliveries of no action request replies from this proponent, but somehow there are purported problems with receiving rule 14a-8 proposals and broker letters by email from this proponent.

Sincerely,

  
John Chevedden

cc: Joe Ruschell

January 19, 2025

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

**# 6 Rule 14a-8 Proposal**  
**Humana Inc. (HUM)**  
**Deadbeat Dodger Company – Rule 14a-8 Proposal**  
**John Chevedden**  
**No 6-digit number**

Ladies and Gentlemen:

This responds to the December 11, 2024 no-action request.

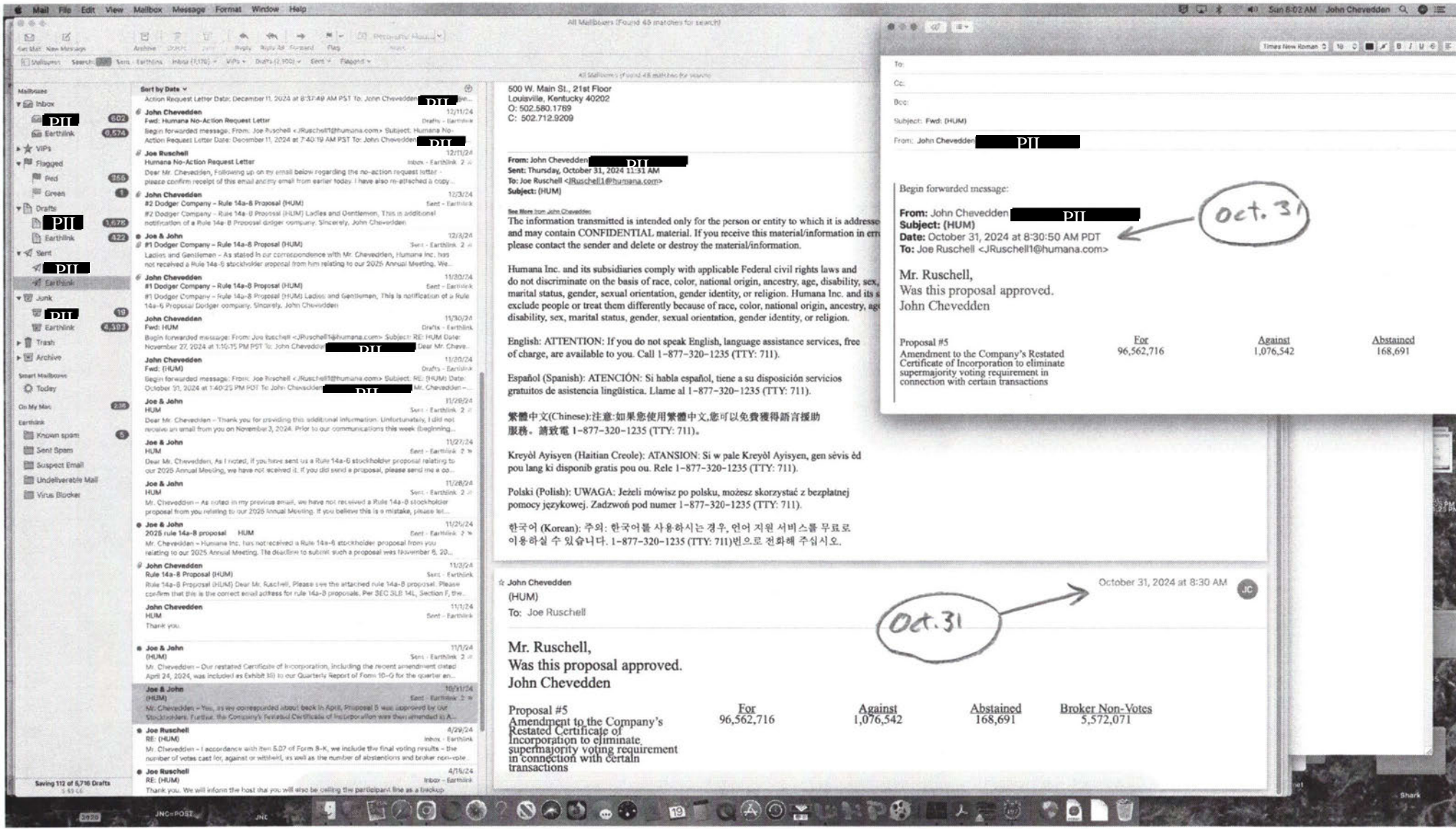
I am submitting 3-pages of evidence to see if the HUM IT Depart can find any error by the proponent's email transmission of the critical middle message of November 3, 2024. Or any other fault in this evidence.

It is respectfully requested that the Staff redact the email addresses in the attachments. If the email addresses had been redacted by the proponent it would have prejudiced the proponent's evidence.

Sincerely,

  
John Chevedden

cc: Joe Ruschell



500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1789  
C: 502.712.9209

From: John Chevedden [REDACTED]  
Sent: Thursday, October 31, 2024 11:31 AM  
To: Joe Ruschell <JRuschell1@humana.com>  
Subject: (HUM)

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繁體中文(Chinese): 注意: 如果您使用繁體中文, 您可以免費獲得語言協助服務。請致電 1-877-320-1235 (TTY: 711)。

Kreyòl Ayisyen (Haitian Creole): ATANSON: Si w pale Kreyòl Ayisyen, gen sèvis èdi pou lang ki disponib gratis pou ou. Rele 1-877-320-1235 (TTY: 711).

Polak (Polish): UWAGA: Jeżeli mówisz po polsku, możesz skorzystać z bezpłatnej pomocy językowej. Zadzwoń pod numer 1-877-320-1235 (TTY: 711).

한국어 (Korean): 주의: 한국어를 사용하시는 경우, 언어 지원 서비스를 무료로 이용하실 수 있습니다. 1-877-320-1235 (TTY: 711)번으로 전화해 주십시오.

To: [REDACTED]  
Cc: [REDACTED]  
Bcc: [REDACTED]  
Subject: Fwd: (HUM)  
From: John Chevedden [REDACTED]  
Begin forwarded message:  
From: John Chevedden [REDACTED]  
Subject: (HUM)  
Date: October 31, 2024 at 8:30:50 AM PDT  
To: Joe Ruschell <JRuschell1@humana.com>  
Mr. Ruschell,  
Was this proposal approved.  
John Chevedden

Oct. 31

Proposal #5	For	Against	Abstained
Amendment to the Company's Restated Certificate of Incorporation to eliminate supermajority voting requirement in connection with certain transactions	96,562,716	1,076,542	168,691

Oct. 31

John Chevedden (HUM) October 31, 2024 at 8:30 AM

To: Joe Ruschell

Mr. Ruschell,  
Was this proposal approved.  
John Chevedden

Proposal #5	For	Against	Abstained	Broker Non-Votes
Amendment to the Company's Restated Certificate of Incorporation to eliminate supermajority voting requirement in connection with certain transactions	96,562,716	1,076,542	168,691	5,572,071

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Mailbox

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VIPs

Flagged

Red

Green

Drafts

Earthlink

Sent

Earthlink

Junk

Earthlink

Trash

Archive

Smart Mailboxes

Today

On My Mac

Earthlink

Known spam

Sent Spam

Suspect Email

Undeliverable Mail

Virus Blocker

Saving 128 of 5,716 Drafts

143 KB

JNC-POST JNC

John Chevedden  
 Rule 14a-8 Proposal (HUM)  
 To: Joseph M. Ruschell



Rule 14a-8 Proposal (HUM)

Dear Mr. Ruschell,  
 Please see the attached rule 14a-8 proposal.  
 Please confirm that this is the correct email address for rule 14a-8 Per SEC SLB 14L, Section F, the Securities and Exchange Commission shareholder proponents to acknowledge receipt of emails when request I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I

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



Sent - Earthlink November 3, 2024 at 11:32 AM

To:

Cc:

Bcc:

Subject: Fwd: Rule 14a-8 Proposal (HUM)

From: John Chevedden

Message Size: 2.9 MB

Nov. 3

Begin forwarded message:

From: John Chevedden  
 Subject: Rule 14a-8 Proposal (HUM)  
 Date: November 3, 2024 at 11:32:14 AM PST  
 To: "Joseph M. Ruschell" <JRuschell1@humana.com>

Nov. 3



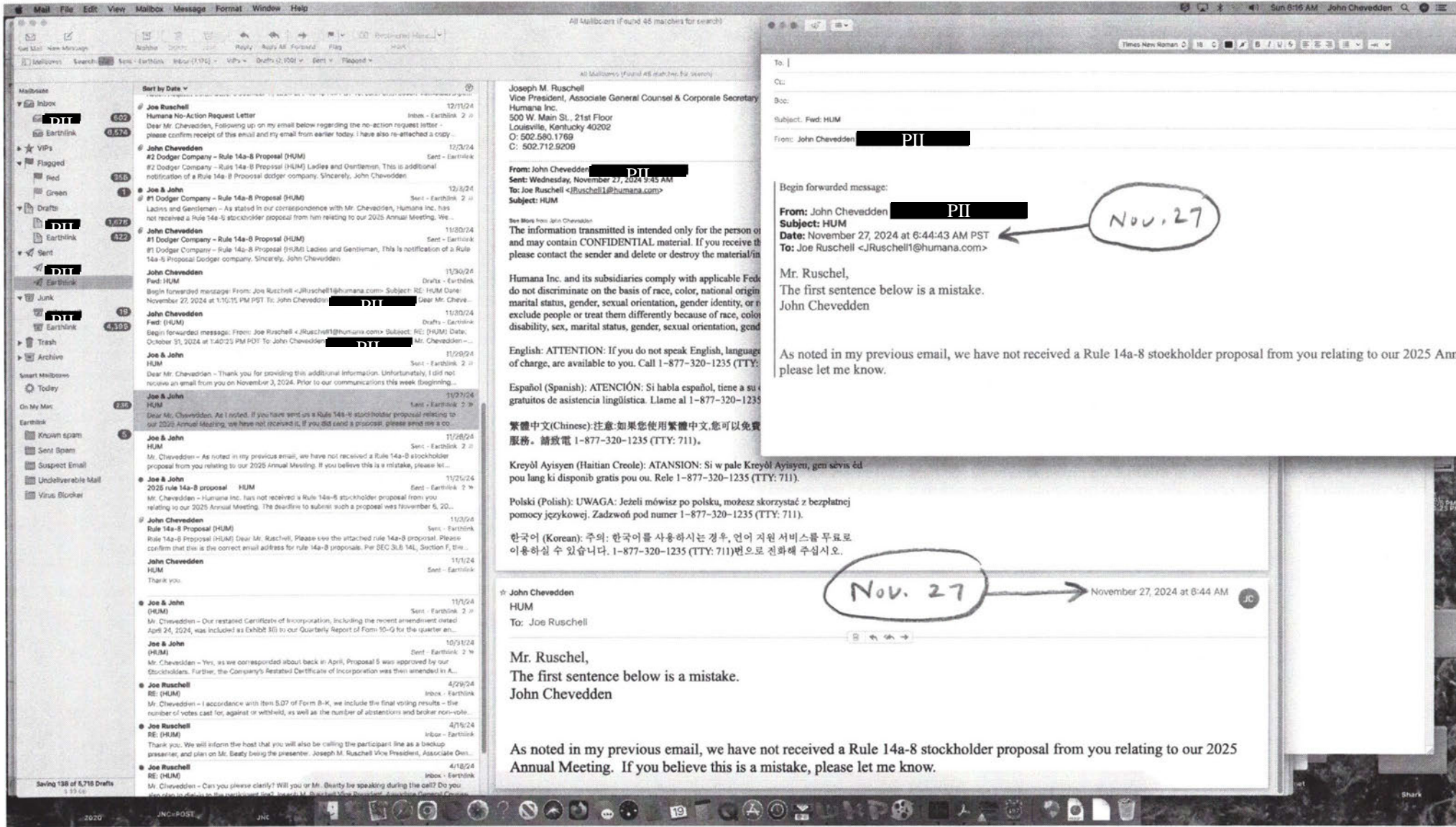
Rule 14a-8 Proposal (HUM)

Dear Mr. Ruschell,  
 Please see the attached rule 14a-8 proposal.  
 Please confirm that this is the correct email address for rule 14a-8 proposals.  
 Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I

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.  
 John Chevedden





Joseph M. Ruschell  
Vice President, Associate General Counsel & Corporate Secretary  
Humana Inc.  
500 W. Main St., 21st Floor  
Louisville, Kentucky 40202  
O: 502.580.1769  
C: 502.712.9209

From: John Chevedden [PII]  
Sent: Wednesday, November 27, 2024 9:45 AM  
To: Joe Ruschell <JRuschell1@humana.com>  
Subject: HUM

The information transmitted is intended only for the person or persons named in this e-mail. If you have received this e-mail by mistake, please contact the sender and delete or destroy the material in this e-mail.

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English: ATTENTION: If you do not speak English, language assistance is available to you. Call 1-877-320-1235 (TTY: 711).

Español (Spanish): ATENCIÓN: Si habla español, tiene a su disposición asistencia lingüística. Llame al 1-877-320-1235 (TTY: 711).

繁體中文(Chinese): 注意: 如果您使用繁體中文, 您可以免費獲得語文協助。請致電 1-877-320-1235 (TTY: 711)。

Kreyòl Ayisyen (Haitian Creole): ATANSON: Si w pale Kreyòl Ayisyen, gen sevis èd pou lang ki disponib gratis pou ou. Rele 1-877-320-1235 (TTY: 711).

Polski (Polish): UWAGA: Jeżeli mówisz po polsku, możesz skorzystać z bezpłatnej pomocy językowej. Zadzwoń pod numer 1-877-320-1235 (TTY: 711).

한국어 (Korean): 주의: 한국어를 사용하시는 경우, 언어 지원 서비스를 무료로 이용하실 수 있습니다. 1-877-320-1235 (TTY: 711)번으로 전화해 주십시오.

John Chevedden  
HUM  
To: Joe Ruschell

Mr. Ruschel,  
The first sentence below is a mistake.  
John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a mistake, please let me know.

To: |  
Cc:  
Bcc:  
Subject: Fed: HUM  
From: John Chevedden [PII]

Begin forwarded message:

From: John Chevedden [PII]  
Subject: HUM  
Date: November 27, 2024 at 6:44:43 AM PST  
To: Joe Ruschell <JRuschell1@humana.com>

Mr. Ruschel,  
The first sentence below is a mistake.  
John Chevedden

As noted in my previous email, we have not received a Rule 14a-8 stockholder proposal from you relating to our 2025 Annual Meeting. If you believe this is a mistake, please let me know.

Nov. 27 → November 27, 2024 at 6:44 AM