



DIVISION OF  
CORPORATION FINANCE

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

January 18, 2025

Marilyn J. Wasser  
Anywhere Real Estate Inc.

Re: Anywhere Real Estate Inc. (the "Company")  
Incoming letter dated December 18, 2024

Dear Marilyn J. Wasser:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Chris Mueller for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. 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: Chris Mueller

Anywhere Real Estate Inc.  
175 Park Avenue  
Madison, NJ 07940  
Phone: (973) 407-5370  
Email: marilyn.wasser@anywhere.re

**Marilyn J. Wasser**  
Executive Vice President, General Counsel

December 18, 2024

**VIA ONLINE SUBMISSION 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: Anywhere Real Estate Inc. – 2025 Annual Meeting Omission of Stockholder Proposal of Christopher Mueller Pursuant to Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

This letter is submitted on behalf of Anywhere Real Estate Inc., a Delaware corporation (the “Company”), pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company has received the stockholder proposal attached as Exhibit A hereto (the “Proposal”) submitted by Christopher Mueller (the “Proponent”) for inclusion in the Company’s form of proxy, proxy statement and other proxy materials (together, the “Proxy Materials”) for its 2025 annual meeting of stockholders (the “2025 Annual Meeting”). In reliance on Rule 14a-8 under the Exchange Act, the Company intends to omit the Proposal from the Proxy Materials pursuant to Rule 14a-8(e), as the Company did not receive the Proposal before the deadline for submitting stockholder proposals to the Company.

We respectfully request the concurrence of the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that no enforcement action will be recommended if the Company omits the Proposal from the Proxy Materials.

In accordance with the Staff announcement published on November 7, 2023, we are submitting this letter electronically to the Staff through the online shareholder proposal form. In accordance with Rule 14a-8(j) of the Exchange Act, we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the Proxy Materials. Likewise, we take this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

**THE PROPOSAL**

The Proposal sets forth the following resolution for inclusion for the vote of the Company’s stockholders at the 2025 Annual Meeting:

“Anywhere Real Estate Inc. should add a disclosure to the investor relations page on our website letting our shareholders know how they can protect their securities against short selling. This new disclosure should include 1) holding “shares” in a

cash account at their brokerage firm instead of a margin account. 2) opting out of any securities lending programs, which should stop their broker from lending their “shares”. 3) transferring their shares from their broker to their own name with our transfer agent (Computershare). This is known as “DRS”.

In addition, once this new disclosure is published on our website, we should file an 8-K to inform the public that the new disclosure has been added.”

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

## **BASIS FOR EXCLUSION**

### **The Proposal May be Excluded Pursuant to Rule 14a-8(e) Because the Company Did Not Receive the Proposal Before the Deadline for Submitting Shareholder Proposals**

The Company respectfully requests that the Staff concur that the Proposal may be properly excluded from the Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal from the Proponent before November 20, 2024, the deadline for submitting stockholder proposals to the Company. Such deadline was clearly disclosed in the Company’s 2024 Proxy Statement:

*“Stockholders interested in presenting a proposal for inclusion in our proxy statement and proxy relating to our 2025 Annual Meeting of Stockholders may do so by following the procedures prescribed in Rule 14a-8 under the Securities Exchange Act of 1934, as amended. To be eligible for inclusion in next year’s proxy statement, stockholder proposals must be received by the Corporate Secretary at our principal executive offices no later than the close of business on **November 20, 2024**.”* (emphasis added.)

However, the Proposal was not received by the Company prior to the November 20, 2024 deadline. As evidenced in the copy of the Proposal attached hereto as Exhibit A, the Proposal is dated as of Thursday, November 28, 2024. The envelope in which the Proposal was delivered was sent to the Company via Certified Mail on Wednesday, November 27, 2024, as evidenced by Exhibit B. The Company received the Proposal in its executive offices on Tuesday, December 3, 2024. The Company has found no evidence that the Proposal was received at any time prior to Tuesday, December 3, 2024.

Staff Legal Bulletin No. 14 (July 13, 2001) emphasizes that “[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline . . . .” In addition, Rule 14a-8(e) states 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 Company did not receive the Proposal until Tuesday, December 3, 2024, which is 13 days after the November 20, 2024 deadline for submission of proposals had passed. In addition, the Proposal was sent via certified mail, which explicitly evidences that the Proposal was mailed out on Wednesday, November 27, 2024, which is 7 days after the November 20, 2024 deadline for submission of proposals had passed. Thus, the Proponent did not submit the proposal “well in advance of the deadline.”

Finally, Rule 14a-8(f) states that a company need not provide a proponent with notice of a deficiency if the deficiency cannot be remedied, such as if the proponent fails 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 was not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the proposal under Rule 14a-8(e).

The Company therefore requests that the Staff concur that the Proposal may properly be excluded from the Proxy Materials because it was not properly submitted to the Company within the time frame required under Rule 14a-8(e).

### CONCLUSION

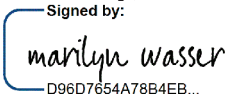
For the foregoing reasons, please confirm that the Staff will not recommend any enforcement action to the Commission if the Proposal is omitted from the Proxy Materials.

Should the Staff disagree with our conclusions regarding the omission of the Proposal, or should any additional information be desired in support of the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's Rule 14a-8 response.

If we can provide additional correspondence to address any questions that the Staff may have with respect to this no-action request, please do not hesitate to call me at (973) 407-5370 or contact me via email at [marilyn.wasser@anywhere.re](mailto:marilyn.wasser@anywhere.re).

Sincerely,

Signed by:

A blue ink signature of Marilyn Wasser, written in a cursive style, enclosed in a blue rounded rectangular box.

D96D7654A78B4EB...

Marilyn J. Wasser, Executive Vice President, General Counsel

CC:

Sophia Hudson  
Kirkland & Ellis LLP  
Email: [sophia.hudson@kirkland.com](mailto:sophia.hudson@kirkland.com)

Christina Thomas  
Kirkland & Ellis LLP  
Email: [christina.thomas@kirkland.com](mailto:christina.thomas@kirkland.com)

Enclosures: Exhibit A  
Exhibit B

**EXHIBIT A**

November 28, 2024

Anywhere Real Estate, Inc.  
175 Park Ave.  
Madison, NJ 07940

Members of the board.

My name is Chris Mueller, and I would like to submit a shareholder proposal for the 2025 annual shareholder meeting. I am an individual investor with a registered ownership position in our company. I intend to hold my position through the date of the 2025 annual shareholder meeting. I would be happy to meet with the board to discuss my proposal at any time.

I believe that our team has worked very hard over the last year to provide value for our shareholders. Unfortunately, it has been a tough year, and our stock price has been down while the overall markets have been up. When an issuer's stock price declines like ours has, I believe that makes our company a potential target for abusive short sellers. Although our team does not control the price of our stock, our leadership team does have the ability to help educate our investors how they can protect their own securities against short selling.

**My proposal: Anywhere Real Estate should add a disclosure to the investor relations page on our website letting our shareholders know how they can protect their securities against short selling. This new disclosure should include 1) holding "shares" in a cash account at their brokerage firm instead of a margin account. 2) opting out of any securities lending programs, which should stop their broker from lending their "shares". 3) transferring their shares from their broker to their own name with our transfer agent (Computershare). This is known as "DRS".**

**In addition, once this new disclosure is published on our website, we should file an 8-K to inform the public that the new disclosure has been added.**

This disclosure process has been done before. One other issuer (DJT) added language to their website and filed an 8-K on April 17, 2024. The FAQ page can be seen here: <https://ir.tmtgcorp.com/faq/>

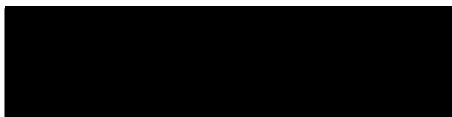
The 8-K can be seen here: <https://s3.amazonaws.com/sec.irpass.cc/2660/0001140361-24-020211.htm>

I encourage our company to take my proposal seriously. **I believe that public companies that are allegedly targeted by abusive short sellers may have a fiduciary responsibility to educate their investors how they can protect their securities.** I have personally helped numerous issuers update their investor relations page(s), and I would be happy to provide help or feedback free of charge.

I would prefer correspondence through email to limit the resource expenditure necessary for responding to my proposal.



Chris Mueller



**EXHIBIT B**

Chris Mueller

9589 0710 5270 1811 6507 19

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

**CERTIFIED MAIL**

**Retail**



9589 0710 5270 1811 6507 19



**RDC 99**



07940

U.S. POSTAGE PAID  
FCM LETTER

NOV 27, 2024

**\$5.58**

S2324P501993-15

*Letter  
for Board  
members encl.*

Anywhere Real Estate, Inc.  
175 Park Ave.  
Madison, NJ 07940

07940-112375

