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

DIVISION OF
CORPORATION FINANCE

April 15, 2025

Jessica L. Lennon
Latham & Watkins LLP

Re: American Airlines Group Inc. (the "Company")
Incoming letter dated January 31, 2025

Dear Jessica L. Lennon:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden (the "Proponent") 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(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

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

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LATHAM & WATKINS LLP

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January 31, 2025

VIA ONLINE SUBMISSION FORM

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

Re: **American Airlines Group Inc.**
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. American Airlines Group Inc. (the "Company") has received a stockholder proposal, attached hereto as Exhibit A (the "Proposal"), from John Chevedden (the "Proponent") for inclusion in the Company's proxy statement for its 2025 annual meeting of stockholders. The Company hereby advises the staff (the "Staff") of the Division of Corporation Finance that it intends to exclude the Proposal from its proxy statement for the 2025 annual meeting (the "2025 Proxy Materials"). The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to (i) Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information and (ii) Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

By copy of this letter, we are advising the Proponent of the Company's intention to exclude the Proposal. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are submitting electronically to the Staff:

- this letter, which sets forth our reasons for excluding the Proposal; and
- correspondence with the Proponent related to the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter not less than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission. Please note that the Company intends to file a preliminary proxy statement no later than April 17, 2025. As such, the Company respectfully requests that the Staff provide a response to this letter prior to that date if possible.

The Proposal

On December 23, 2024, the Company received a letter from the Proponent, submitting the Proposal for inclusion in the 2025 Proxy Materials. The first two paragraphs of the Proposal set forth the following:

> Shareholders ask the Board of Directors to amend the Company Policy on recoupment of incentive pay to apply to the [sic] each Named Executive Officer and to state that conduct or negligence – not merely misconduct – shall trigger mandatory application of that policy. Also the Board shall report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to NEOs under this policy.
>
> This improved clawback policy shall at least be included in the Governance Guidelines of the Company or similar document and be easily accessible on the Company website.

A copy of the Proposal, including the supporting statement, is attached to this letter as Exhibit A.

Background

On December 23, 2024, the Company received the Proposal via email. The cover letter accompanying the Proposal stated that (i) "[The Proponent] expect[s] to forward a broker letter soon..." and (ii) 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."

In accordance with Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), on December 24, 2024, after confirming that the Company's stock records do not reflect the Proponent as a registered holder of the Company's securities, Latham & Watkins LLP sent a letter to the Proponent on behalf of the Company (the "Deficiency Letter") acknowledging receipt of the Proposal and notifying the Proponent that the Proposal failed to meet the requirements of Rule 14a-8 because (i) the Proposal did not include proof of the Proponent's continuous ownership of the Company's securities for the required time period and (ii) the Proponent did not provide specific business days and times the Proponent was available to meet to discuss the Proposal. The Deficiency Letter notified the Proponent of the requirements of Rule 14a-8 and explained how the Proponent could cure the deficiencies. A copy of the Deficiency Letter, including the cover email accompanying the Deficiency Letter, is attached to this letter as Exhibit B.

The Deficiency Letter requested that the Proponent remedy the two deficiencies by providing the Company with (i) documentation regarding the Proponent's continuous share ownership of Company securities and (ii) specific dates and times that the Proponent could meet to discuss the Proposal. Specifically, the Deficiency Letter explained:

- the ownership requirements of Rule 14a-8(b);
- the type of statement or documentation necessary to demonstrate beneficial ownership of Company securities under Rule 14a-8(b); and
- that the Proponent's response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Letter.

Enclosed with the Deficiency Letter were copies of Rule 14a-8 and Staff Legal Bulletin No. 14F (October 18, 2011).

On December 27, 2024, the Proponent emailed the Company and provided (i) specific dates he was available to meet to discuss the Proposal, thereby curing one of the deficiencies and (ii) a broker letter from Charles Schwab (the "Broker Letter"). The Broker Letter stated that the Proponent currently holds 239 shares of the Company and such shares "have been continuously held in this account since October 1, 2021." However, the Broker Letter was dated December 19, 2024, which is four days before the Proponent submitted the proposal, which was December 23, 2024. A copy of the Broker Letter, including the cover email accompanying the Broker Letter, is attached to this letter as Exhibit C.

The Proponent's deadline for responding to the Deficiency Letter was January 7, 2025, 14 calendar days from December 24, 2024, the date the Proponent received the Deficiency Letter. As of the date of this letter, the Company has not received any additional correspondence from the Proponent in response to the Deficiency Letter in order to address the Proponent's failure to provide proof of continuous stock ownership of the Company's securities.

Grounds for Exclusion

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to (i) Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information and (ii) Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f) Because the Proponent Failed to Timely Establish the Requisite Eligibility to Submit the Proposal.

The Company may exclude the Proposal under Rule 14a-8(f) because the Proponent failed to substantiate the Proponent's eligibility to submit the Proposal in compliance with Rule 14a-8(b). Rule 14a-8(b) requires that the Proponent demonstrate that the Proponent has continuously owned at least:

(1) $2,000 in market value of the Company's shares entitled to vote on the Proposal for at least three years preceding and including the submission date;

(2) $15,000 in market value of the Company's shares entitled to vote on the Proposal

for at least two years preceding and including the submission date; or

(3) $25,000 in market value of the Company's shares entitled to vote on the Proposal for at least one year preceding and including the submission date.

Further, Rule 14a-8(f) permits a company to exclude a stockholder proposal from a company's proxy materials if the proponent fails to comply with the eligibility or procedural requirements under Rule 14a-8, including failing to verify that the proponent has satisfied one of the ownership requirements under Rule 14a-8(b), provided that the company has timely notified the proponent of the deficiency, and the proponent has failed to correct such deficiency within 14 calendar days of receipt of such notice.

Here, the Proponent's initial submission of the Proposal failed to include a broker letter evidencing the Proponent's requisite proof of continuous stock ownership in the Company. Accordingly, the Company properly sent the Deficiency Letter on December 24, 2024, stating the Proponent had not met the eligibility requirements of Rule 14a-8(b) and requesting verification of the Proponent's sufficient stock ownership as of the date the Proposal was submitted, which was December 23, 2024. The Deficiency Letter clearly informed the Proponent of the eligibility requirements under Rule 14a-8(b), how to cure the deficiency and the need to respond to the Company to cure the deficiency within 14 calendar days from the receipt of the Deficiency Letter, which cure period expired January 7, 2025. In response to the Company's Deficiency Letter, on December 27, 2024, the Proponent provided the Company with the Broker Letter, dated December 19, 2024, which stated that the Proponent had continuously owned 239 shares of the Company's stock since October 1, 2021. However, the Proponent did not submit the Proposal until December 23, 2024, four calendar days after the date of the Broker Letter. As a result, the Broker Letter did not evidence the Proponent's stock ownership for the required time period preceding *and including the date the Proposal was first submitted* to the Company, which was December 23, 2024. As of the date of this letter, the Company has not received any further correspondence from the Proponent regarding the Proponent's insufficient proof of stock ownership.

The Staff has consistently concurred with the exclusion of proposals when proponents have failed, following a timely and proper request by a company, to establish that the stockholder had continuously held the requisite amount of company securities for the entire required period as of the date the stockholder submitted the proposal. For instance, in *Hilton Worldwide Holdings Inc.* (avail. Apr. 3, 2023), the Staff concurred in the exclusion of a proposal under Rule 14a-8(f) where the proponent supplied evidence of ownership for one year as of December 7, 2022, which was insufficient to prove continuous ownership for one year as of December 8, 2022, the date the proposal was submitted. *See also Walgreens Boots Alliance, Inc.* (avail. Nov. 8, 2022) (permitting exclusion under Rule 14a-8(f) of a proposal where the proponent supplied evidence of ownership from August 10, 2019 to August 10, 2022, which was insufficient to prove continuous ownership for three years as of August 8, 2022, the date the proposal was submitted); *JetBlue Airways Corp.* (avail. Jan. 4, 2017) (permitting exclusion under Rule 14a-8(f) of a proposal where the proponent supplied evidence of ownership from December 17, 2015 to November 29, 2016, which was insufficient to prove continuous ownership for one year as of October 20, 2016, the date the proposal was submitted); *Bank of America Corp*. (avail. Jan. 16, 2013) (permitting exclusion under Rule 14a-8(f) of a proposal where the proponent supplied evidence of ownership for one year as

of November 8, 2012, which was insufficient to prove continuous ownership for one year as of November 16, 2012, the date the proposal was submitted); *Comcast Corp*. (avail. Mar. 26, 2012) (permitting exclusion under Rule 14a-8(f) of a proposal where the proponent supplied evidence of ownership for one year as of November 23, 2011, which was insufficient to prove continuous ownership for one year as of November 30, 2011, the date the proposal was submitted); and *International Business Machines Corp.* (avail. Nov. 16, 2006) (permitting exclusion of a proposal under Rule 14a-8(f) where the proponent supplied evidence of ownership for one year as of October 2, 2006, which was insufficient to prove continuous ownership for one year as of October 5, 2026, the date the proposal was submitted).

Here, the Broker Letter is similarly defective because it was dated four days before the Proposal was submitted and, as a result, failed to evidence continuous ownership of the required amount of securities for the required amount of time.

As a result, because the Broker Letter failed to evidence continuous ownership of the required amount of securities for the required amount of time, the Company may properly exclude the Proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(f) and Rule 14a-8(b).

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

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

Accordingly, the actions requested by a proposal need not be "fully effected" by the company to be excluded; rather, to be excluded, they need only have been "substantially implemented" by the company. *See* 1983 Release. Thus, when a company can demonstrate that it has already taken actions to address the underlying concerns and essential objectives of a stockholder proposal, the Staff has concurred that the proposal has been "substantially implemented" and may be excluded as moot. *See, e.g., Exelon Corp*. (avail. Feb. 26, 2010); *Exxon Mobil Corp. (Burt)* (avail. Mar. 23, 2009); *Exxon Mobil Corp.* (avail. Jan. 24, 2001); *Masco Corp.* (avail. Mar. 29, 1999); and *The Gap, Inc.* (avail. Mar. 8, 1996).

Applying this standard, the Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (Recon.) (avail. Mar. 28, 1991). Even if a company's actions do not go as far as those requested by the stockholder proposal, however, they nonetheless may be deemed to "compare favorably" with the requested actions. *See, e.g., Walgreen Co.* (avail. Sept. 26, 2013) (permitting exclusion of a proposal requesting elimination of supermajority voting requirements in the company's governing documents where the company had eliminated all but one of the supermajority voting requirements); *Johnson & Johnson* (avail. Feb. 17, 2006) (permitting exclusion of a proposal that requested the company to confirm the legitimacy of all current and future U.S. employees because the company had verified the legitimacy of 91% of its domestic workforce); and *Masco Corp.* (avail. Mar. 29, 1999) (permitting exclusion of a proposal seeking adoption of a standard for independence of the company's outside directors because the company had adopted a standard that, unlike the one specified in the proposal, added the qualification that only material relationships with affiliates would affect a director's independence). Thus, differences between a company's actions and a stockholder proposal are permitted as long as the company's actions satisfactorily address the proposal's essential objectives. *See, e.g., Exxon Mobil Corp.* (avail. Mar. 19, 2010).

Importantly, the Staff has already determined that adopting or otherwise amending a clawback policy consistent with the Clawback Listing Standard (as defined below) is sufficient for a company to have substantially implemented the Proposal's essential objective. For example, in *Amgen Inc.* (avail. Apr. 3, 2024) (the "Amgen Letter"), the company received a substantially identical proposal to the Proposal, and the company asserted that its clawback policy, which was likewise adopted in compliance with the Clawback Listing Standard, satisfied the proposal's essential objective. The Staff concurred that the proposal was therefore excludable under Rule 14-8(i)(10). Notably, the Proposal's essential objective comprises the exact same elements as the proposal in the Amgen Letter, and the Company's Clawback Policy (as defined below) does not materially differ from the clawback policy outlined in the Amgen Letter in any relevant respects. *See also Exxon Mobil Corp.* (avail. Mar. 20, 2024) (concurring with the exclusion under Rule 14a-8(i)(10) of a proposal substantially identical to the Proposal at issue here, where the company maintained two relevant policies with respect to recovery of incentive compensation in case of a restatement, including a policy adopted to comply with the Clawback Listing Standard).

Here, the Proposal's essential objective has five prongs. The Proposal requests that: (i) the policy "apply to the [sic] each Named Executive Officer"; (ii) the policy be triggered by "conduct or negligence – not merely misconduct"; (iii) such conduct "shall trigger mandatory application of that policy"; (iv) the Board shall "report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment" of any unearned compensation; and (v) the policy shall be "included in the Governance Guidelines of the Company or similar document and be easily accessible on the Company website." As discussed below, the Company has already addressed these requested amendments and accordingly, the Proposal's essential objective and guidelines have been satisfied.

On October 2, 2023, the Company adopted its Policy for Recovery of Erroneously Awarded Compensation (the "Clawback Policy"). The Clawback Policy is intended to comply with the requirements of Rule 5608 of the Nasdaq Stock Market Corporate Governance Requirements ("Rule 5608"). Rule 5608 was adopted by Nasdaq pursuant to Rule 10D-1 under the Exchange Act, which directed national securities exchanges to establish listing standards that require each listed company to adopt and comply with a written executive compensation recovery policy and to provide the disclosures required by Rule 10D–1 (the "Clawback Listing Standard"). Under the Clawback Listing Standard, listed companies must recover from current and former executive officers incentive-based compensation received during the three completed fiscal years preceding the date on which the company is required to prepare an accounting restatement. *See* Exchange Act Release No. 96159, 87 FR 73076 (Nov. 28, 2022). The Clawback Policy is publicly available on the Company's website[1] and is filed as Exhibit 97.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, which Annual Report is publicly filed on EDGAR, and a copy of the Clawback Policy is attached hereto as Exhibit D.

As detailed below, by adopting the Clawback Policy and linking to such Clawback Policy from the Company's website, the Company has acted favorably on each of the five prongs of the Proposal's amendment request. Therefore, the Proposal may be excluded as moot.

i. The Clawback Policy Covers Each Named Executive Officer.

The first prong of the Proposal requests that the policy apply to "each Named Executive Officer." The Clawback Policy applies to the Company's "officers," which is defined as the Company's "executive officers" as defined in Rule 10D-1(d) of the Exchange Act. Named Executive Officers, as described in the Proposal and as defined in Regulation S-K Item 402(b), represent a subset of "officers" as defined in the Proposal, and as such, all of the Company's Named Executive Officers are covered by the Clawback Policy. Further, the mandatory application of the Clawback Policy to all "officers" regardless of fault, as discussed below, ensures that the Clawback Policy will apply to "each Named Executive Officer." Thus, by adopting the Clawback Policy, the Company has already satisfied the coverage requested by the Proposal.

ii. The Application of the Clawback Policy is Triggered Regardless of Fault, Which is a Higher Standard of Conduct Than What the Proposal Requests.

The second prong of the Proposal requests that the Company's clawback policy state that "conduct or negligence" shall trigger application of that policy. Consistent with the Clawback Listing Standard, the Clawback Policy applies regardless of fault or misconduct of any individual. In this respect, the Clawback Policy has an even higher standard than the Proposal's requested minimum standard of "conduct or negligence." Under the Clawback Policy, the Board need not determine that an officer of the Company was negligent or acted (or omitted to act) in any way at all in order for the policy to apply to all officers. If the Company is required to prepare an accounting restatement (as defined by the Clawback Listing Standard), the Clawback Policy is automatically triggered, and the Company must "recover, reasonably promptly, the portion of any

[1] https://www.aa.com/i18n/customer-service/about-us/corporate-governance.jsp#boardpolicies

Incentive-Based Compensation..." Thus, by having already implemented the no-fault Clawback Policy, the Company addresses the Proposal's essential objective of having a policy that states that any conduct could lead to recoupment of compensation.

iii. The Application of the Clawback Policy is Mandatory, as Requested by the Proponent.

Consistent with the Clawback Listing Standard, the Clawback Policy is mandatorily applied without discretion in the event the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws. Although the Clawback Policy provides for certain exceptions to the mandatory application of the policy in very limited circumstances, consistent with the determinations made by the SEC and Nasdaq and provided in the Clawback Listing Standard, where it is impracticable to apply the policy, the essential objective of mandatory application of the policy without Board discretion has been satisfied.

As discussed above, even if a company's actions do not go as far as those requested by the stockholder proposal, they nonetheless may be deemed to "compare favorably" with the requested actions. *See, e.g., Walgreen Co.* (avail. Sept. 26, 2013); *Johnson & Johnson* (avail. Feb. 17, 2006); *Masco Corp.* (avail. Mar. 29, 1999). Given the mandatory nature of the Clawback Policy, the Company's actions satisfactorily address the Proposal's essential objectives, and the third prong of the Proponent's request is satisfied.

iv. The Clawback Policy Requires the Company to Make Comprehensive Disclosures Under Applicable Securities Laws About the Application of the Policy.

The fourth prong of the Proposal's request is that the Board "report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to" the Company's Named Executive Officers. Here, the Clawback Policy specifically states that the policy is construed in accordance with applicable laws, including applicable national securities exchanges.

The Clawback Listing Standard requires the Company to comply with specific, comprehensive disclosure requirements. The required disclosures include information about when the policy was triggered, the amount of erroneously awarded compensation subject to recoupment, and details regarding any reliance on the impracticability exceptions, including the amount of recovery forgone and a brief description of the reason the Company decided in each case not to pursue recovery. In addition, if the Company was required to prepare an accounting restatement and yet concluded that recovery of erroneously awarded compensation was not required pursuant to the Clawback Policy, the Company is required to briefly explain why application of the Clawback Policy resulted in this conclusion. Each of these disclosures is required to be made in the Company's Annual Report on Form 10-K under Item 11, Part III. The disclosures required by Part III of Form 10-K are typically included in a company's proxy statement and incorporated by reference from the proxy statement into a company's Annual Report on Form 10-K. The Company intends and expects to provide these disclosures, if and when applicable, in its proxy statement, as

requested by the Proposal. As a result, the Clawback Policy and the application of these disclosure requirements, which are mandated by the Clawback Policy, satisfy the Proposal's request to "report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to NEOs under this policy."

v. The Clawback Policy is Publicly Available on the Company's Website and is Included as an Exhibit to the Company's Annual Report on Form 10-K.

To make the Clawback Policy more accessible and in line with the Proponent's request, the Company uploaded the Clawback Policy to its website on January 31, 2025. Additionally, consistent with the rules of the Commission, the Clawback Policy is filed as Exhibit 97.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, and the Company intends to include the Clawback Policy as an exhibit to its Annual Report on Form 10-K filings going forward. The Company's Annual Report on Form 10-K is an easily and readily accessible public filing that is publicly filed on EDGAR. Therefore, the Company satisfies the essential objective of the final prong of the Proposal.

Accordingly, when a company and its board of directors have already acted favorably on an issue addressed in a stockholder proposal, Rule 14a-8(i)(10) does not require the company and its stockholders to reconsider the issue. By adopting the Clawback Policy and posting it on the Company's website and by complying with the Clawback Listing Standard and applicable securities laws, the Company has already acted favorably on all five prongs addressed in the Proposal. Therefore, consistent with the precedent discussed above, there is no further action required to address the essential objective and respond to the essential concerns of the Proposal, and the Proposal may be excluded from the Company's 2025 Proxy Materials under Rule 14a-8(i)(10).

Conclusion

For the foregoing reasons, the Company believes that it may properly exclude the Proposal from the 2025 Proxy Materials under (i) Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information as well as (ii) Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal. We respectfully request that the Staff not recommend any enforcement action if the Company excludes the Proposal from its 2025 Proxy Materials. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response it may choose to make to the Staff, pursuant to Rule 14a-8(k).

LATHAM & WATKINS LLP

Please contact the undersigned at (202) 637-2113 to discuss any questions you may have regarding this matter.

Very truly yours,

Jessica L. Lennon
of LATHAM & WATKINS LLP

Enclosures

cc: John Chevedden

Matt Dominy, American Airlines Group Inc.

Tony Richmond, Latham & Watkins LLP

Exhibit A

Proposal from John Chevedden

JOHN CHEVEDDEN

REDACTED REDACTED

Ms. Priya R. Aiyar
Corporate Secretary
American Airlines Group Inc. (AAL)
1 Skyview Drive
Fort Worth, TX 76155
REDACTED

Dear Ms. Aiyar,

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

December 23, 2024
Date

REDACTED

[AAL: Rule 14a-8 Proposal, December 23, 2024]
[This line and any line above it is not for publication.]

Proposal 4 – Support Improved Clawback Policy regarding Unearned Executive Pay

Shareholders ask the Board of Directors to amend the Company Policy on recoupment of incentive pay to apply to the each Named Executive Officer and to state that conduct or negligence – not merely misconduct – shall trigger mandatory application of that policy. Also the Board shall report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to NEOs under this policy.

This improved clawback policy shall at least be included in the Governance Guidelines of the Company or similar document and be easily accessible on the Company website.

The current Clawback Policy is incomplete and can be difficult for shareholders to access.

Wells Fargo offers a prime example of why American Airlines (AAL) needs a stronger policy. After 2016 Congressional hearings, Wells Fargo agreed to pay $185 million to resolve claims of fraudulent sales practices. The Wells Fargo Board then moved to claw back $136 million from 2 top executives. Wells Fargo unfortunately concluded that the CEO had only turned a blind eye to the practice of opening fraudulent accounts and thus failed to attempt any clawback and left $136 million on the table.

At minimum this proposal alerts AAL shareholders that AAL executives can now be richly rewarded even when they are negligent. This is the wrong incentive for AAL executives at a time when the best incentives for AAL executives should be adopted.

Please vote yes:

Support Improved Clawback Policy regarding Unearned Executive Pay – Proposal 4

[The line above – *Is* for publication.]
[Please assign the correct proposal number in the 2 places.]

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

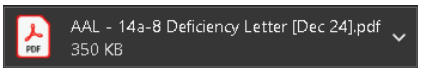
The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

Oct 20

Exhibit B

Deficiency Letter and accompanying email

From: REDACTED
Sent: Tuesday, December 24, 2024 5:53 PM
To: REDACTED
Subject: Rule 14a-8 Proposal || American Airlines Group Inc.
Attachments: AAL - 14a-8 Deficiency Letter [Dec 24].pdf



Mr. Chevedden –

Attached please find correspondence related to the stockholder proposal that you submitted to American Airlines Group Inc. on December 23, 2024.

In compliance with Staff Legal Bulletin No.14L, please respond to this email to confirm receipt.

Best regards,
Jess

Jessica L. Lennon
Pronouns: She/Her/Hers

LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, D.C. 20004-1304
REDACTED

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

December 24, 2024

BY ELECTRONIC MAIL

John Chevedden
REDACTED

Re: Stockholder Proposal to American Airlines Group Inc.

Dear Mr. Chevedden,

On December 23, 2024, American Airlines Group Inc. (the "Company") received correspondence from you submitting a stockholder proposal and an accompanying supporting statement (the "Proposal") for inclusion in the Company's proxy statement for its 2025 annual meeting of stockholders.

The Company looks forward to discussing the Proposal with you and hopes that those discussions will result in a resolution of your concerns.

However, this notice is to inform you that the Proposal fails to meet the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), because (i) it does not include proof of your continuous ownership of the required share value of the Company's securities for the applicable period as provided in Rule 14a-8(b)(1)(i) and (ii) you did not provide specific business days and times (during the Company's regular business hours) not less than 10 calendar days nor more than 30 calendar dates after submission of the Proposal when you are able to meet with the Company to discuss the Proposal, in violation of Rule 14a-8(b)(1)(iii). As a result, the Proposal has not been properly submitted. In order for the Proposal to be properly submitted, you must remedy each of these procedural deficiencies no later than 14 calendar days from the date you receive this notice.

I. AVAILABILITY TO ENGAGE WITH THE COMPANY.

Rule 14a-8(b)(1)(iii) requires a stockholder to provide the Company with a written statement that the stockholder is able to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the stockholder proposal, including the stockholder's contact information and the business days and specific times during the Company's regular business hours that such stockholder is available to

discuss the Proposal with the Company. In this regard, we believe the general statement you provided stating that you are "available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT" is not adequate because it does not include the *specific* dates and times you are available to meet.[1] Accordingly, to remedy this defect, you must provide a statement of your availability including the *specific* dates and times.

II. PROOF OF STOCK OWNERSHIP.

Rule 14a-8(b)(1)(i) provides that, in order to be eligible to submit a proposal to the Company, you must have continuously held as of the submission date (which was December 23, 2024):

- at least $2,000 in market value of the Company's securities entitled to vote on the Proposal for at least three years; or
- at least $15,000 in market value of the Company's securities entitled to vote on the Proposal for at least two years; or
- at least $25,000 in market value of the Company's securities entitled to vote on the Proposal for at least one year.

In order to establish your eligibility to submit the Proposal under Rule 14a-8, you are required to provide the Company with documentation regarding your ownership of Company securities, or you must direct your broker or bank to send such documentation to the Company. Rule 14a-8(b) provides that you may demonstrate eligibility to the Company in two ways. You may either submit:

1. a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time the Proposal was submitted, which was December 24, 2024, you continuously held the required share value for an applicable period of time as determined in accordance with Rule 14a-8(b)(1)(i) (i.e., for the applicable period preceding and including the date the Proposal was submitted to the Company, which was December 24, 2024); or
2. if applicable, a copy of a Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting your ownership of the required share value as of or before the date on which the applicable eligibility period under Rule 14a-8(b)(1)(i) began.

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[1] See *Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8*, SEC Release No. 34-89964, 51 (Sept. 23, 2020) (indicating that a general statement of the shareholder-proponent's availability is insufficient for purposes of compliance with Rule 14a-8(b)(iii) and that "the identification of *specific* dates and times would add certainty as to the shareholder-proponent's availability") (emphasis added).

To help stockholders comply with the requirement to prove ownership by providing a written statement from the "record" holder of the shares, the staff of the SEC's Division of Corporation Finance (the "SEC Staff") published Staff Legal Bulletin No. 14F ("SLB 14F"). In SLB 14F, the SEC Staff stated that only brokers or banks that are Depository Trust Company ("DTC") participants will be viewed as "record" holders for the purposes of Rule 14a-8. DTC is a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Thus, stockholders must obtain the required written statement from the DTC participant through which their shares are held.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in paragraph (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the DTC. If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is currently available on the Internet at:

https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-participant-in-Alphabetical-Listing-1.pdf

If your broker is an introducing broker, you may also locate the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant.

If your broker or bank is not on the DTC's participant list, you will need to obtain proof of ownership from the DTC participant through which your securities are held. You should be able to find out who the DTC participant is by asking your broker or bank. If the DTC participant knows of the holdings of your broker or bank, but does not know your holdings, you may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the Proposal was submitted, which was December 23, 2024, the required value of securities was continuously held by you for the applicable period of time as provided in Rule 14a-8(b)(1)(i) – with one statement from the broker or bank confirming your ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

Please see the enclosed copy of SLB 14F for further information. For your information, we have also attached a copy of Rule 14a-8 regarding stockholder proposals.

Please note that the documentation must establish your ownership of the required share value for at least the minimum period required by Rule 14a-8(b)(1)(i) by the date the Proposal was submitted, which was December 23, 2024.

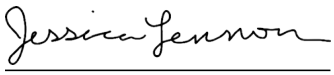
In order for the Proposal to be properly submitted, you must provide the Company with (i) the proper verification of your stock ownership as described above and (ii) specific business dates where you are available to discuss the Proposal with the Company. Your response to this letter, which must remedy each of the two deficiencies described above, must be postmarked or

transmitted no later than 14 calendar days from the date you receive this notice. Please address any response to me by email at REDACTED

Please note that the Company has made no inquiry as to whether or not the Proposal, if properly submitted, may be excluded pursuant to Rule 14a-8(i) or for any other reason. The Company will make such a determination once the Proposal has been properly submitted.

Thank you for your attention to this matter.

Sincerely,



Jessica L. Lennon
OF LATHAM & WATKINS LLP

Enclosures

Division of Corporation Finance
Securities and Exchange Commission

Shareholder Proposals

Staff Legal Bulletin No. 14F (CF)

Action: Publication of CF Staff Legal Bulletin

Date: October 18, 2011

Summary: This staff legal bulletin provides information for companies and shareholders regarding Rule 14a-8 under the Securities Exchange Act of 1934.

Supplementary Information: The statements in this bulletin represent the views of the Division of Corporation Finance (the "Division"). This bulletin is not a rule, regulation or statement of the Securities and Exchange Commission (the "Commission"). Further, the Commission has neither approved nor disapproved its content.

Contacts: For further information, please contact the Division's Office of Chief Counsel by calling (202) 551-3500 or by submitting a web-based request form at https://tts.sec.gov/cgi-bin/corp_fin_interpretive.

A. The purpose of this bulletin

This bulletin is part of a continuing effort by the Division to provide guidance on important issues arising under Exchange Act Rule 14a-8. Specifically, this bulletin contains information regarding:

- Brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8;
- Common errors shareholders can avoid when submitting proof of ownership to companies;
- The submission of revised proposals;
- Procedures for withdrawing no-action requests regarding proposals submitted by multiple proponents; and
- The Division's new process for transmitting Rule 14a-8 no-action responses by email.

You can find additional guidance regarding Rule 14a-8 in the following bulletins that are available on the Commission's website: SLB No. 14, SLB No. 14A, SLB No. 14B, SLB No. 14C, SLB No. 14D and SLB No. 14E.

B. The types of brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8

1. Eligibility to submit a proposal under Rule 14a-8

To be eligible to submit a shareholder proposal, a shareholder must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the shareholder meeting for at least one year as of the date the shareholder submits the proposal. The shareholder must also continue to hold the required amount of securities through the date of the meeting and must provide the company with a written statement of intent to do so.[1]

The steps that a shareholder must take to verify his or her eligibility to submit a proposal depend on how the shareholder owns the securities. There are two types of security holders in the U.S.: registered owners and beneficial owners.[2] Registered owners have a direct relationship with the issuer because their ownership of shares is listed on the records maintained by the issuer or its transfer agent. If a shareholder is a registered owner, the company can independently confirm that the shareholder's holdings satisfy Rule 14a-8(b)'s eligibility requirement.

The vast majority of investors in shares issued by U.S. companies, however, are beneficial owners, which means that they hold their securities in book-entry form through a securities intermediary, such as a broker or a bank. Beneficial owners are sometimes referred to as "street name" holders. Rule 14a-8(b)(2)(i) provides that a beneficial owner can provide proof of ownership to support his or her eligibility to submit a proposal by submitting a written statement "from the 'record' holder of [the] securities (usually a broker or bank)," verifying that, at the time the proposal was submitted, the shareholder held the required amount of securities continuously for at least one year.[3]

2. The role of the Depository Trust Company

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency acting as a securities depository. Such brokers and banks are often referred to as "participants" in DTC.[4] The names of these DTC participants, however, do not appear as the registered owners of the securities deposited with DTC on the list of shareholders maintained by the company or, more typically, by its transfer agent. Rather, DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants. A company can request from DTC a "securities position listing" as of a specified date, which identifies the DTC participants having a position in the company's securities and the number of securities held by each DTC participant on that date.[5]

3. Brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8

In *The Hain Celestial Group, Inc.* (Oct. 1, 2008), we took the position that an introducing broker could be considered a "record" holder for purposes of Rule 14a-8(b)(2)(i). An introducing broker is a broker that engages in sales and other activities involving customer contact, such as opening customer accounts and accepting customer orders, but is not permitted to maintain custody of customer funds and securities.[6] Instead, an introducing broker engages another broker, known as a "clearing broker," to hold custody of client funds and securities, to clear and execute customer trades, and to handle other functions such as issuing confirmations of customer trades and customer account statements. Clearing brokers generally are DTC participants; introducing brokers generally are not. As introducing brokers generally are not DTC participants, and therefore typically do not appear on

DTC's securities position listing, *Hain Celestial* has required companies to accept proof of ownership letters from brokers in cases where, unlike the positions of registered owners and brokers and banks that are DTC participants, the company is unable to verify the positions against its own or its transfer agent's records or against DTC's securities position listing.

In light of questions we have received following two recent court cases relating to proof of ownership under Rule 14a-8[7] and in light of the Commission's discussion of registered and beneficial owners in the Proxy Mechanics Concept Release, we have reconsidered our views as to what types of brokers and banks should be considered "record" holders under Rule 14a-8(b)(2)(i). Because of the transparency of DTC participants' positions in a company's securities, we will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. As a result, we will no longer follow *Hain Celestial*.

We believe that taking this approach as to who constitutes a "record" holder for purposes of Rule 14a-8(b)(2)(i) will provide greater certainty to beneficial owners and companies. We also note that this approach is consistent with Exchange Act Rule 12g5-1 and a 1988 staff no-action letter addressing that rule,[8] under which brokers and banks that are DTC participants are considered to be the record holders of securities on deposit with DTC when calculating the number of record holders for purposes of Sections 12(g) and 15(d) of the Exchange Act.

Companies have occasionally expressed the view that, because DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants, only DTC or Cede & Co. should be viewed as the "record" holder of the securities held on deposit at DTC for purposes of Rule 14a-8(b)(2)(i). We have never interpreted the rule to require a shareholder to obtain a proof of ownership letter from DTC or Cede & Co., and nothing in this guidance should be construed as changing that view.

How can a shareholder determine whether his or her broker or bank is a DTC participant?

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf.

What if a shareholder's broker or bank is not on DTC's participant list?

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.[9]

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the shareholder's broker or bank confirming the shareholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

How will the staff process no-action requests that argue for exclusion on the basis that the shareholder's proof of ownership is not from a DTC

participant?

The staff will grant no-action relief to a company on the basis that the shareholder's proof of ownership is not from a DTC participant only if the company's notice of defect describes the required proof of ownership in a manner that is consistent with the guidance contained in this bulletin. Under Rule 14a-8(f)(1), the shareholder will have an opportunity to obtain the requisite proof of ownership after receiving the notice of defect.

C. Common errors shareholders can avoid when submitting proof of ownership to companies

In this section, we describe two common errors shareholders make when submitting proof of ownership for purposes of Rule 14a-8(b)(2), and we provide guidance on how to avoid these errors.

First, Rule 14a-8(b) requires a shareholder to provide proof of ownership that he or she has "continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal" (emphasis added).[10] We note that many proof of ownership letters do not satisfy this requirement because they do not verify the shareholder's beneficial ownership for the entire one-year period preceding and including the date the proposal is submitted. In some cases, the letter speaks as of a date *before* the date the proposal is submitted, thereby leaving a gap between the date of the verification and the date the proposal is submitted. In other cases, the letter speaks as of a date *after* the date the proposal was submitted but covers a period of only one year, thus failing to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Second, many letters fail to confirm continuous ownership of the securities. This can occur when a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but omits any reference to continuous ownership for a one-year period.

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals. Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

> "As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]."[11]

As discussed above, a shareholder may also need to provide a separate written statement from the DTC participant through which the shareholder's securities are held if the shareholder's broker or bank is not a DTC participant.

D. The submission of revised proposals

On occasion, a shareholder will revise a proposal after submitting it to a company. This section addresses questions we have received regarding revisions to a proposal or supporting statement.

1. A shareholder submits a timely proposal. The shareholder then

submits a revised proposal before the company's deadline for receiving proposals. Must the company accept the revisions?

Yes. In this situation, we believe the revised proposal serves as a replacement of the initial proposal. By submitting a revised proposal, the shareholder has effectively withdrawn the initial proposal. Therefore, the shareholder is not in violation of the one-proposal limitation in Rule 14a-8(c).[12] If the company intends to submit a no-action request, it must do so with respect to the revised proposal.

We recognize that in Question and Answer E.2 of SLB No. 14, we indicated that if a shareholder makes revisions to a proposal before the company submits its no-action request, the company can choose whether to accept the revisions. However, this guidance has led some companies to believe that, in cases where shareholders attempt to make changes to an initial proposal, the company is free to ignore such revisions even if the revised proposal is submitted before the company's deadline for receiving shareholder proposals. We are revising our guidance on this issue to make clear that a company may not ignore a revised proposal in this situation.[13]

2. A shareholder submits a timely proposal. After the deadline for receiving proposals, the shareholder submits a revised proposal. Must the company accept the revisions?

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company's notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

3. If a shareholder submits a revised proposal, as of which date must the shareholder prove his or her share ownership?

A shareholder must prove ownership as of the date the original proposal is submitted. When the Commission has discussed revisions to proposals,[14] it has not suggested that a revision triggers a requirement to provide proof of ownership a second time. As outlined in Rule 14a-8(b), proving ownership includes providing a written statement that the shareholder intends to continue to hold the securities through the date of the shareholder meeting. Rule 14a-8(f)(2) provides that if the shareholder "fails in [his or her] promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of [the same shareholder's] proposals from its proxy materials for any meeting held in the following two calendar years." With these provisions in mind, we do not interpret Rule 14a-8 as requiring additional proof of ownership when a shareholder submits a revised proposal.[15]

E. Procedures for withdrawing no-action requests for proposals submitted by multiple proponents

We have previously addressed the requirements for withdrawing a Rule 14a-8 no-action request in SLB Nos. 14 and 14C. SLB No. 14 notes that a company should include with a withdrawal letter documentation demonstrating that a shareholder has withdrawn the proposal. In cases where a proposal submitted by multiple shareholders is withdrawn, SLB No. 14C states that, if each shareholder has designated a lead individual to act on its behalf and the company is able to demonstrate that the individual is

authorized to act on behalf of all of the proponents, the company need only provide a letter from that lead individual indicating that the lead individual is withdrawing the proposal on behalf of all of the proponents.

Because there is no relief granted by the staff in cases where a no-action request is withdrawn following the withdrawal of the related proposal, we recognize that the threshold for withdrawing a no-action request need not be overly burdensome. Going forward, we will process a withdrawal request if the company provides a letter from the lead filer that includes a representation that the lead filer is authorized to withdraw the proposal on behalf of each proponent identified in the company's no-action request.[16]

F. Use of email to transmit our Rule 14a-8 no-action responses to companies and proponents

To date, the Division has transmitted copies of our Rule 14a-8 no-action responses, including copies of the correspondence we have received in connection with such requests, by U.S. mail to companies and proponents. We also post our response and the related correspondence to the Commission's website shortly after issuance of our response.

In order to accelerate delivery of staff responses to companies and proponents, and to reduce our copying and postage costs, going forward, we intend to transmit our Rule 14a-8 no-action responses by email to companies and proponents. We therefore encourage both companies and proponents to include email contact information in any correspondence to each other and to us. We will use U.S. mail to transmit our no-action response to any company or proponent for which we do not have email contact information.

Given the availability of our responses and the related correspondence on the Commission's website and the requirement under Rule 14a-8 for companies and proponents to copy each other on correspondence submitted to the Commission, we believe it is unnecessary to transmit copies of the related correspondence along with our no-action response. Therefore, we intend to transmit only our staff response and not the correspondence we receive from the parties. We will continue to post to the Commission's website copies of this correspondence at the same time that we post our staff no-action response.

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[1] *See* Rule 14a-8(b).

[2] For an explanation of the types of share ownership in the U.S., see Concept Release on U.S. Proxy System, Release No. 34-62495 (July 14, 2010) [75 FR 42982] ("Proxy Mechanics Concept Release"), at Section II.A. The term "beneficial owner" does not have a uniform meaning under the federal securities laws. It has a different meaning in this bulletin as compared to "beneficial owner" and "beneficial ownership" in Sections 13 and 16 of the Exchange Act. Our use of the term in this bulletin is not intended to suggest that registered owners are not beneficial owners for purposes of those Exchange Act provisions. *See* Proposed Amendments to Rule 14a-8 under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Release No. 34-12598 (July 7, 1976) [41 FR 29982], at n.2 ("The term 'beneficial owner' when used in the context of the proxy rules, and in light of the purposes of those rules, may be interpreted to have a broader meaning than it would for certain other purpose[s] under the federal securities laws, such as reporting pursuant to the Williams Act.").

[3] If a shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4

or Form 5 reflecting ownership of the required amount of shares, the shareholder may instead prove ownership by submitting a copy of such filings and providing the additional information that is described in Rule 14a-8(b)(2)(ii).

[4] DTC holds the deposited securities in "fungible bulk," meaning that there are no specifically identifiable shares directly owned by the DTC participants. Rather, each DTC participant holds a pro rata interest or position in the aggregate number of shares of a particular issuer held at DTC. Correspondingly, each customer of a DTC participant – such as an individual investor – owns a pro rata interest in the shares in which the DTC participant has a pro rata interest. *See* Proxy Mechanics Concept Release, at Section II.B.2.a.

[5] *See* Exchange Act Rule 17Ad-8.

[6] *See* Net Capital Rule, Release No. 34-31511 (Nov. 24, 1992) [57 FR 56973] ("Net Capital Rule Release"), at Section II.C.

[7] *See KBR Inc. v. Chevedden*, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); *Apache Corp. v. Chevedden,* 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a record holder for purposes of Rule 14a-8(b) because it did not appear on a list of the company's non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

[8] *Techne Corp.* (Sept. 20, 1988).

[9] In addition, if the shareholder's broker is an introducing broker, the shareholder's account statements should include the clearing broker's identity and telephone number. *See* Net Capital Rule Release, at Section II.C.(iii). The clearing broker will generally be a DTC participant.

[10] For purposes of Rule 14a-8(b), the submission date of a proposal will generally precede the company's receipt date of the proposal, absent the use of electronic or other means of same-day delivery.

[11] This format is acceptable for purposes of Rule 14a-8(b), but it is not mandatory or exclusive.

[12] As such, it is not appropriate for a company to send a notice of defect for multiple proposals under Rule 14a-8(c) upon receiving a revised proposal.

[13] This position will apply to all proposals submitted after an initial proposal but before the company's deadline for receiving proposals, regardless of whether they are explicitly labeled as "revisions" to an initial proposal, unless the shareholder affirmatively indicates an intent to submit a second, *additional* proposal for inclusion in the company's proxy materials. In that case, the company must send the shareholder a notice of defect pursuant to Rule 14a-8(f)(1) if it intends to exclude either proposal from its proxy materials in reliance on Rule 14a-8(c). In light of this guidance, with respect to proposals or revisions received before a company's deadline for submission, we will no longer follow *Layne Christensen Co.* (Mar. 21, 2011) and other prior staff no-action letters in which we took the view that a proposal would violate the Rule 14a-8(c) one-proposal limitation if such proposal is submitted to a company after the company has either submitted a Rule 14a-8 no-action request to exclude an earlier proposal submitted by the same proponent or notified the proponent that the earlier proposal was

excludable under the rule.

[14] *See, e.g.*, Adoption of Amendments Relating to Proposals by Security Holders, Release No. 34-12999 (Nov. 22, 1976) [41 FR 52994].

[15] Because the relevant date for proving ownership under Rule 14a-8(b) is the date the proposal is submitted, a proponent who does not adequately prove ownership in connection with a proposal is not permitted to submit another proposal for the same meeting on a later date.

[16] Nothing in this staff position has any effect on the status of any shareholder proposal that is not withdrawn by the proponent or its authorized representative.

http://www.sec.gov/interps/legal/cfslb14f.htm

Home | Previous Page

Modified: 10/18/2011

§ 240.14a–8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to ''you'' are to a shareholder seeking to submit the proposal.

(a) *Question 1:* What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word ''proposal'' as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2:* Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least $2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least $15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least $25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that § 240.14a–8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) If, like many shareholders, you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(A) The first way is to submit to the company a written statement from the ''record'' holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held at least $2,000, $15,000, or $25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and filed, a Schedule 13D (§ 240.13d–101), Schedule 13G (§ 240.13d–102), Form 3 (§ 249.103 of this chapter), Form 4 (§ 249.104 of this chapter), and/or Form 5 (§ 249.105 of this chapter), or amendments to those documents or updated forms, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

(*1*) A copy of the schedule(s) and/or form(s), and any subsequent amendments reporting a change in your ownership level;

(*2*) Your written statement that you continuously held at least $2,000, $15,000, or $25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(*3*) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company's annual or special meeting.

(c) *Question 3:* How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements

and submitting multiple proposals for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10–Q (§ 249.308a of this chapter), or in shareholder reports of investment companies under § 270.30d–1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6:* What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you 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. If the company intends to exclude the proposal, it will later have to make a submission under § 240.14a–8 and provide you with a copy under Question 10 below, § 240.14a–8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7:* Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8:* Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of

your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9:* If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

NOTE TO PARAGRAPH (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

NOTE TO PARAGRAPH (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections:* If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented:* If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S–K (§229.402 of this chapter) or any successor to Item 402 (a ''say-on-pay vote'') or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a–21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a–21(b) of this chapter.

(11) *Duplication:* If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions.* If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

(i) Less than 5 percent of the votes cast if previously voted on once;

(ii) Less than 15 percent of the votes cast if previously voted on twice; or

(iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(13) *Specific amount of dividends:* If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10:* What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11:* May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12:* If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13:* What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our antifraud rule, § 240.14a–9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a–6.

[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010; 85 FR 70294, Nov. 4, 2020]

Exhibit C

Broker Letter and accompanying email

From: REDACTED
Sent: Friday, December 27, 2024 12:28 PM
To: REDACTED ; REDACTED ; REDACTED ; REDACTED
Subject: Broker Letter AAL
Attachments: Scan2024-12-27_122210.pdf

Scan2024-12-27_122210.pdf
825 KB

Broker Letter AAL

Available to Meet
Jan 6 at 8:00 am PT
Jan 7 at 8:00 am PT

charles SCHWAB

December 19, 2024

REDACTED
Questions:

John Chevedden
REDACTED

Information regarding shares in your account.

Dear John Chevedden,

I'm following up on your request for information regarding the account referenced above.

The account currently holds 50 shares of DEVON ENERGY CORP NEW (DVN).

Our records indicate that 50 shares of DEVON ENERGY CORP NEW (DVN) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

The account currently holds 75 shares of FORTIVE CORP DISC (FTV).

Our records indicate that 75 shares of FORTIVE CORP DISC (FTV) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

The account currently holds 490 shares of NETFLIX INC (NFLX).

Our records indicate that 490 shares of NETFLIX INC (NFLX) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

The account currently holds 239 shares of AMERICAN AIRLS GROUP INC (AAL).

Our records indicate that 239 shares of AMERICAN AIRLS GROUP INC (AAL) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

The account currently holds 60 shares of MCKESSON CORP (MCK).

Our records indicate that 60 shares of MCKESSON CORP (MCK) were purchased prior to October 1, 2021 and have been continuously held in this account since October 1, 2021.

This letter is for informational purposes only and is not an official record of your account(s). Please refer to your statements and trade confirmations as they are the official record of your transactions.

Thank you for your understanding in this matter. We appreciate the opportunity to serve you If you have any questions or if we can help in any other way, please call us at REDACTED Monday through Friday, 8:30 a.m. to 7:00 p.m. ET, or after hours at REDACTED

Sincerely,

Timothy Roe

Timothy Roe
Manager, CS&S Escalation Support - Supervisor Hotline
REDACTED

Exhibit D

The Company's Clawback Policy

AMERICAN AIRLINES GROUP INC. POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

American Airlines Group Inc. (the "***Company***") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the "***Policy***"), effective as of October 2, 2023 (the "***Effective Date***"). Capitalized terms used in this Policy but not otherwise defined in the text of this policy are defined in Section 11.

1. Persons Subject to Policy

This Policy shall apply to current and former Officers.

2. Compensation Subject to Mandatory Recovery

Section 3(a) of this Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is "received" shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is "received" in the Company's fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

3. Recovery of Compensation

(a) In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable current or former Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery, or attempted recovery, of Erroneously Awarded Compensation under this Policy will not give rise to any person's right to voluntarily terminate employment for "good reason," or due to a "constructive termination" (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

(b) In addition to (and without limiting) the provision of Section 3(a) above, in the event the Company is required to prepare a Restatement, the Committee will review the facts and circumstances that led to the requirement for such Restatement and take any other actions it deems appropriate with respect to cash incentive compensation paid under any Company Short-term Incentive Program and any Company Long-Term Incentive Performance Program as well as granted in the form of equity incentive awards received by a current or former Officer on or after the Effective Date during the applicable Three-Year Period. The Committee will consider whether an Officer received compensation based on performance reported, but not actually achieved, or was

accountable for the events that led to such restatement, including any misconduct. Actions the Committee may take include: seeking recovery of the incentive-based compensation in excess of what would have been paid to the current or former Officer under the Restatement, imposing disciplinary actions and pursuing any other remedies.

4. Manner of Recovery; Limitation on Duplicative Recovery

The Committee shall, in its sole discretion, determine the manner of recovery of any incentive compensation, including Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation or Erroneously Awarded Compensation, reimbursement or repayment by any person subject to this Policy of incentive compensation, including the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of incentive compensation, including the Erroneously Awarded Compensation, against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of incentive compensation, including Erroneously Awarded Compensation, already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of incentive compensation already recovered by the Company from the recipient of such incentive compensation will be credited to the amount of incentive compensation required to be recovered pursuant to this Policy from such person.

5. Administration

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the "***Board***") may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

6. Interpretation

Section 3(a) and the related applicable sections of this Policy will be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent they are inconsistent with such Applicable Rules, it shall be deemed amended to the extent necessary to ensure it is consistent therewith.

7. No Indemnification; No Personal Liability

The Company shall not indemnify or insure any person against the loss of any Erroneously

Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. No member of the Committee or the Board shall have any personal liability to any person as a result of actions taken under this Policy and each member of the Committee and the Board will be fully indemnified by the Company to the fullest extent available under applicable law and the Company's governing documents with respect to any actions taken under this Policy. The foregoing sentence will not limit any other rights to indemnification of the members of the Board under applicable law and the Company's governing documents.

8. Application; Enforceability

Effective as of the Effective Date, the Policy shall supersede and replace in its entirety the Company's existing Clawback Policy adopted in 2014 (the "***Prior Clawback Policy***"); provided, that, notwithstanding the foregoing, any cash incentive compensation or equity incentive awards that are received prior to the Effective Date shall continue to remain subject to the Prior Clawback Policy.

Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the "***Other Recovery Arrangements***"). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company. This Policy shall be binding and enforceable against all current and former Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

9. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. Amendment and Termination

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association and will be limited the extent that any provision of the Applicable Rules is no longer in effect or applicable to the Company.

11. Definitions

"***Applicable Rules***" means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed, in each case, as amended from time to time.

"***Committee***" means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board.

"***Erroneously Awarded Compensation***" means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

"***Exchange Act***" means the Securities Exchange Act of 1934, as amended.

"***Financial Reporting Measure***" means any measure determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non-GAAP/IFRS financial measures, as well as stock or share price and total equityholder return.

"***GAAP***" means United States generally accepted accounting principles.

"***IFRS***" means international financial reporting standards as adopted by the International Accounting Standards Board.

"***Impracticable***" means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company has (i) made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company's home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

"***Incentive-Based Compensation***" means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after beginning service as an Officer; (b) who served as an Officer at any time during the performance period for that

compensation; (c) while the Company has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

"***Officer***" means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

"***Restatement***" means an accounting restatement to correct the Company's material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

"***Three-Year Period***" means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or, if Board action is not required, the officer or officers of the Company authorized to take such action, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The "Three-Year Period" also includes any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.

February 2, 2025

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

 # 1 Rule 14a-8 Proposal
American Airlines Group Inc. (AAL)
Improved Clawback Policy
John Chevedden
Regarding January 31, 2025 No Action Request
641671

Ladies and Gentlemen:

AAL has no independent evidence that it delivered a broker letter request to the proponent.

AAL did not notify the proponent that there was any defect in his December 19, 2024 broker letter.

Sincerely,

John Chevedden

cc: Matt Dominy

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

February 3, 2025

VIA ONLINE SUBMISSION FORM

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

Re: **American Airlines Group Inc.**
Stockholder Proposal of John Chevedden (Reference No. 641671)
Securities Exchange Act of 1934 — Rule 14a-8

To the addressee set forth above:

Reference is made to the letter, dated January 31, 2025 (Reference No. 641671) (the "No-Action Request"), submitted to the staff of the Division of Corporation Finance (the "Staff") on behalf of American Airlines Group Inc. (the "Company") relating to the stockholder proposal and supporting statement (the "Proposal") from John Chevedden (the "Proponent") for inclusion in the Company's proxy statement for its 2025 annual meeting of stockholders (the "2025 Proxy Materials"). Further reference is made to the letter, dated February 2, 2025, submitted by the Proponent (the "Proponent's Letter").

As explained more fully in the No-Action Request, on December 24, 2024, Latham & Watkins LLP sent a letter to the Proponent on behalf of the Company (attached to the No-Action Request as Exhibit B, the "Deficiency Letter"), acknowledging receipt of the Proposal and notifying the Proponent of two procedural deficiencies: (i) the Proponent did not include proof of the Proponent's continuous ownership of the Company's securities for the required time period and (ii) the Proponent did not provide specific business days and times the Proponent was available to meet to discuss the Proposal. The Deficiency Letter was sent to the Proponent via email in light of the Proponent's statement in his cover email submitting the Proposal that "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." A copy of the Proponent's cover email submitting the Proposal is attached hereto as Exhibit A.

As requested by the Proponent, in the cover email delivering the Deficiency Letter to the Proponent, Latham & Watkins LLP included a request that the Proponent respond to the email to confirm receipt. A copy of the cover email from Latham & Watkins LLP delivering the Deficiency Letter is attached hereto as Exhibit B. Although the Proponent did not reply directly

to the email delivering the Deficiency Letter as requested, on December 27, 2024, the Proponent sent an email to the Company and Latham & Watkins LLP (attached hereto as Exhibit C, "Proponent's Response #1") stating simply that "hard copy not needed." Proponent's Response #1 was clear confirmation of receipt of the Deficiency Letter by the Proponent, including confirmation that the Proponent did not require the Company to separately send a hard copy of the Deficiency Letter to him. Importantly, Proponent's Response #1 was emailed not only to the Company, but also directly to me, as the sender and signatory of the Deficiency Letter; the Proponent would have had no ability to identify me absent receipt of the Deficiency Letter.

On December 27, 2024, the Proponent sent a second email to the Company and Latham & Watkins LLP (attached hereto as Exhibit D, "Proponent's Response #2) and provided (i) specific dates he was available to meet to discuss the Proposal, thereby curing one of the deficiencies and (ii) a broker letter from Charles Schwab (attached to the No-Action Request as Exhibit C, the "Broker Letter"). Similar to Proponent's Response #1, Proponent's Response #2 was emailed not only to the Company, but also directly to me, as the sender and signatory of the Deficiency Letter. In addition, Proponent's Response #2 attempted to cure each of the two deficiencies described in the Deficiency Letter. These facts further evidence that the Proponent in fact received the Deficiency Letter. Unfortunately for the Proponent, and as more fully described in the No-Action Letter, the Broker Letter failed to evidence continuous ownership of the required amount of securities for the required amount of time and, as a result, the Company may properly exclude the Proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(f) and Rule 14a-8(b).

The next communication the Company received related to this matter was a copy of the Proponent's Letter, which alleged that the Company "has no independent evidence that it delivered a broker letter request to the proponent." Such separate evidence is unnecessary in light of Proponent's Response #1 and Proponent's Response #2, both of which clearly demonstrate that the Proponent in fact received the Deficiency Letter, and that he in fact attempted to cure each of the two procedural deficiencies. With this documentation and the documentation provided in the No-Action Request, it is clear that the Company provided timely notice to the Proponent of the procedural deficiencies, the Proponent responded to the Deficiency Letter, and the Proponent failed to cure one of the procedural deficiencies.

The Proponent's Letter further asserts that the Company "did not notify the proponent that there was any defect in his December 19, 2024 broker letter." However, because the Company had already delivered the Deficiency Letter to the Proponent, the Company was under no obligation to send the Proponent a *second* deficiency letter. It is well established that where an issuer provides proper notice of a procedural defect to a Proponent and the Proponent's response fails to cure the defect, the issuer is not required to provide any further opportunities for the Proponent to cure. Section C.6. of Staff Legal Bulletin 14 states that a company may exclude a proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) if "the shareholder timely responds but does not cure the eligibility or procedural defect(s)," a position evidenced in multiple Staff no-action letters. *See, e.g.*, *PDL BioPharma, Inc.* (avail. Mar. 1, 2019) (concurring with the exclusion of a proposal where a proponent's timely response to a deficiency notice failed to

sufficiently establish the required share ownership, and the company did not send a second deficiency notice); *TheStreet, Inc.* (avail. Mar. 1, 2016) (same); *American Airlines Group, Inc.* (avail. Feb. 20, 2015) (same); *Coca-Cola Co.* (avail. Dec. 16, 2014) (same); *Mondelez Int'l Inc.* (avail. Jan. 15, 2013) (same); *Johnson & Johnson* (avail. Jan. 8, 2013) (same); *H&R Block, Inc.* (avail. May 18, 2012) (same); *Comcast Corp.* (avail. Mar. 26, 2012) (same); *The Boeing Co.* (avail. Jan. 19, 2012) (same); *Time Warner Inc.* (avail. Feb. 19, 2009) (same); *Alcoa Inc.* (avail. Feb. 18, 2009) (same). Thus, because the Company timely delivered the Deficiency Letter to the Proponent and Proponent's Response #1 and Proponent's Response #2 failed to cure one of the defects cited in the Deficiency Letter within 14 days of receipt of the Company's request, the Proposal was not properly submitted and may be excluded from the 2025 Proxy Materials.

Based on the analysis in the No-Action Request as supplemented by this letter, the Company respectfully reiterates its request for confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission if the Proposal is excluded from the 2025 Proxy Materials pursuant to (i) Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information and (ii) Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

* * * *

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent and the Representative copy the undersigned on any response it may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (202) 637-2113 to discuss any questions you may have regarding this matter.

Very truly yours,

Jessica Lennon

Jessica L. Lennon
of LATHAM & WATKINS LLP

Enclosures

cc: John Chevedden
Matt Dominy, American Airlines Group Inc.
Tony Richmond, Latham & Watkins LLP

Exhibit A

Proponent's Cover Email Submitting the Proposal

Lennon, Jess (DC)

From: John Chevedden < REDACTED >
Sent: Monday, December 23, 2024 9:48 PM
To: Aiyar, Priya; Dominy, Matt; McGee, Grant
Subject: [EXTERNAL] Rule 14a-8 Proposal (AAL)
Attachments: Scan2024-12-23_184633.pdf

Rule 14a-8 Proposal (AAL)

Dear Ms. Aiyar,
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

Exhibit B

Latham & Watkins LLP's Cover Email Delivering the Deficiency Letter

Lennon, Jess (DC)

From: REDACTED
Sent: Tuesday, December 24, 2024 8:53 PM
To: REDACTED
Subject: [EXTERNAL] Rule 14a-8 Proposal || American Airlines Group Inc.
Attachments: AAL - 14a-8 Deficiency Letter [Dec 24].pdf

Mr. Chevedden –

Attached please find correspondence related to the stockholder proposal that you submitted to American Airlines Group Inc. on December 23, 2024.

In compliance with Staff Legal Bulletin No.14L, please respond to this email to confirm receipt.

Best regards,
Jess

Jessica L. Lennon
Pronouns: She/Her/Hers

LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, D.C. 20004-1304
REDACTED

Exhibit C

Proponent's Response #1

Lennon, Jess (DC)

From: John Chevedden < REDACTED >
Sent: Friday, December 27, 2024 1:00 PM
To: Priya R. Aiyar; REDACTED ; Grant McGee; Lennon, Jess (DC)
Subject: AAL

Hard copy not needed.

Exhibit D

Proponent's Response #2

Lennon, Jess (DC)

From: John Chevedden < REDACTED >
Sent: Friday, December 27, 2024 3:28 PM
To: Priya R. Aiyar; REDACTED ; Grant McGee; Lennon, Jess (DC)
Subject: Broker Letter AAL
Attachments: Scan2024-12-27_122210.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Broker Letter AAL

Available to Meet

Jan 6 at 8:00 am PT

Jan 7 at 8:00 am PT

February 16, 2025

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

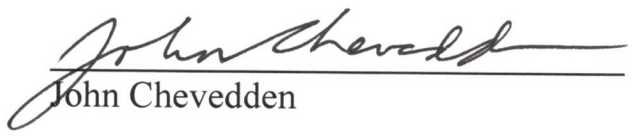
 # 2 Rule 14a-8 Proposal
American Airlines Group Inc. (AAL)
Improved Clawback Policy
John Chevedden
Regarding January 31, 2025 No Action Request
641671

Ladies and Gentlemen:

AAL has no independent evidence that it delivered a broker letter request to the proponent.

A "Hardcopy not needed" message that does not reference any preceding communication is not independent evidence of receipt.

Sincerely,



John Chevedden

cc: Matt Dominy