

March 24, 2025

Via Online Shareholder Proposal Form

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

Re: **DXC Technology Company  
Request to Exclude Shareholder Proposal Allegedly Sent by John Chevedden (Should it  
Eventually be Received)**

Ladies and Gentlemen:

This letter is submitted on behalf of DXC Technology Company, a Nevada corporation (the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the “Exchange Act”).

On January 10, 2025, the Company became aware that John Chevedden had purportedly attempted to submit a stockholder proposal (the “Missing Proposal”) for inclusion in the Company’s proxy statement and form of proxy for its 2025 Annual Meeting of Stockholders (collectively, the “2025 Proxy Materials”). The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend enforcement action to the U.S. Securities and Exchange Commission (the “Commission”) if the Company excludes the Missing Proposal pursuant to Rule 14a-8(e) because no stockholder proposal was actually received by the Company prior to the Company’s February 14, 2025 deadline for receiving stockholder proposals for its 2025 Annual Meeting of Stockholders, nor has it been received as of the date of this letter.

**Background**

On January 10, 2025, Mr. Chevedden informed Mr. Fawcett that he had submitted the Missing Proposal to the Company for inclusion in the 2025 Proxy Materials. To date, despite repeated attempts to engage with Mr. Chevedden, the Missing Proposal still has not been submitted to the Company. Further, Mr. Chevedden has not provided any evidence of the existence or submission of the Missing Proposal except for a screenshot of a draft email including what appears to be a misaddressed email dated December 19, 2024. As discussed further below, the Company’s deadline for submissions was February 14, 2025.

Please see **Exhibit A** for Mr. Fawcett’s correspondence with Mr. Chevedden on the Missing Proposal, including:

- An email from Mr. Chevedden received January 8, 2025, asking whether the Company would waive the broker letter for a timely submitted Rule 14a-8 proposal, and Mr. Fawcett’s response on January 10, 2025;
- An email from Mr. Chevedden received January 10, 2025 alleging that he had submitted the Missing Proposal, and Mr. Fawcett’s response on January 14, 2025;

- An email from Mr. Chevedden received January 14, 2025, including the aforementioned screenshot embedded in a draft email from Mr. Chevedden dated December 19, 2024, which appears to have been addressed to an inexistent email address for Mr. Fawcett, and Mr. Fawcett’s response on January 17, 2025; and
- An email from Mr. Chevedden received January 17, 2025, and Mr. Fawcett’s response on January 20, 2025.

Exhibit A does not contain the text of the Missing Proposal, as the Company does not have it and it is still missing.

Out of an abundance of caution, the Company hereby gives notice of its intention to exclude the Missing Proposal (should it eventually be received, including as a result of this correspondence) from the 2025 Proxy Materials. The Company respectfully requests confirmation that the Staff of the Commission will not recommend enforcement action to the Commission if the Company so omits the Missing Proposal.

This letter, including the exhibits hereto, is being submitted electronically to the Staff via its online Shareholder Proposal Form found at [www.sec.gov/rules-regulations/shareholder-proposals](http://www.sec.gov/rules-regulations/shareholder-proposals). A copy of this letter is being sent simultaneously by email to Mr. Chevedden as notification of the Company’s intention to omit the Missing Proposal from the 2025 Proxy Materials.

#### **Waiver of the 80-Day Requirement under Rule 14a-8(j)**

Rule 14a-8(j) requires a company to file its no-action letter with the Commission no later than 80 calendar days before such company intends to file its definitive proxy materials for the upcoming annual meeting. However, per Rule 14a-8(j)(1), the Staff may waive the 80-day requirement if the company demonstrates good cause for missing the 80-day deadline. As the Commission noted in Staff Legal Bulletin No. 14B, “[t]he most common basis for the company’s showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed.”

The Company intends to file its definitive 2025 Proxy Materials with the Commission on or around June 5, 2025, which is less than 80 days from the date of this letter. As the correspondence in Exhibit A demonstrates, the Company first learned about the Missing Proposal on January 10, 2025. The Company promptly and repeatedly requested Mr. Chevedden to provide the Company with a copy of the Missing Proposal but he has yet to do so, nor has he provided any evidence that the Missing Proposal was actually submitted to the Company. Under these circumstances, we believe that there is good cause for the Staff to waive the 80-day requirement under Rule 14a-8(j).<sup>1</sup>

#### **The Missing Proposal**

We are not able to attach the text or the supporting statement of the Missing Proposal, because the Company has not received either.

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<sup>1</sup> We note that, even if the Staff does not agree there is “good cause” to waive the 80-day requirement, it has noted that it “generally will consider the bases upon which the company intends to exclude a proposal, as [the Staff] believe[s] that is an appropriate exercise of [its] responsibilities under rule 14a-8.” See Staff Legal Bulletin No. 14B.

## **Grounds for Exclusion**

We respectfully request that the Staff agree with our position that the Missing Proposal may be excluded from the Company's 2025 Proxy Materials pursuant to Rule 14a-8(f)(1), as it was never submitted, let alone in the timely manner prescribed by Rule 14a-8(e)(2).

### **Analysis**

#### **I. The Missing Proposal may be excluded under Rule 14a-8(f)(1) because it was not (timely) received.**

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. One of the eligibility or procedural requirements contained in Rule 14a-8 is the requirement to deliver a proposal and deliver it by the applicable deadline. Pursuant to Rule 14a-8(e)(2), for a regularly scheduled annual meeting, a 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. Section C.3.b of Staff Legal Bulletin No. 14 indicates that, to calculate the deadline for submitting shareholder proposals pursuant to Rule 14a-8, a company should "start with the release date disclosed in the previous year's proxy statement; increase the year by one; and count back 120 calendar days."

If a proponent is submitting a proposal "for the company's annual meeting, [the proponent] can in most cases find the deadline in [the prior] year's proxy statement." See Rule 14a-8(e)(1). Since the Company commenced mailing of its 2024 proxy statement on June 14, 2024, the deadline for submission was 120 calendar days prior to June 14, 2025, or February 14, 2025 (as the Company properly disclosed on page 102 of its 2024 proxy statement).

As noted above and as set forth in **Exhibit A**:

- The first email the Company received from Mr. Chevedden this proxy season was received on January 8, 2025;
- Mr. Chevedden did not allege that he had submitted the Missing Proposal until January 10, 2025. The only evidence of the Missing Proposal that Mr. Chevedden has provided is a screenshot of a draft email embedding a December 19, 2024 misaddressed email that he purportedly sent but the Company never received; and
- The Missing Proposal remains missing, despite the Company's request for it and for Mr. Chevedden to provide proof that it was actually submitted.

Typically, a company may exclude a proposal under Rule 14a-8(f)(1) only after it has promptly notified the proponent of an eligibility or procedural issue, and the proponent has failed to correct the issue within the required timeframe. However, per Rule 14a-8(f)(1), a company "need not provide (the proponent) such notice of a deficiency if the deficiency cannot be remedied, such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline."

As of the date hereof, the Company has still not received a stockholder proposal from the proponent at its principal executive offices, and it is now over 30 days past the February 14, 2025 deadline. Accordingly, the Missing Proposal was not timely submitted by the proponent. The Company requests that the Staff agree with its conclusion that the Company may exclude the Missing Proposal, if received, because the Company will not have received the Missing Proposal

within the time frame required under Rule 14a-8(e)(2).

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

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

As noted above, instead of submitting the Missing Proposal via a mailing method with proof or confirmation of delivery, Mr. Chevedden claims that the Missing Proposal was sent via email to Mr. Fawcett on December 19, 2024. Although the December 19, 2024 email requested confirmation of receipt, Mr. Fawcett did not engage with Mr. Chevedden regarding the Missing Proposal because he never received it, as Mr. Chevedden allegedly sent it to a non-existent email address for Mr. Fawcett.

### **Conclusion**

It is unclear whether the Company is required to submit a no-action request to the Staff to exclude the Missing Proposal since, as of the date hereof, there is no stockholder proposal to include in the 2025 Proxy Materials or to exclude as being submitted after the deadline. However, based on the analysis above, the Company respectfully requests that the Staff confirm it will take no action if the Company excludes what is purported to be a stockholder proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(e), as the Missing Proposal was neither received at the Company’s principal executive offices before the deadline for submitting stockholder proposals, nor has it been received as of the date of this letter.

Should the Staff disagree with the conclusions outlined in this letter or requires any additional information to support the Company’s position, we would appreciate the opportunity to discuss these matters with the Staff before a response is issued. Any such communication regarding this letter should be directed to me at [matt.fawcett@dxc.com](mailto:matt.fawcett@dxc.com) or (408) 332-0205.

Very truly yours,

/s/ Matthew Fawcett  
Matthew Fawcett  
EVP, General Counsel and Secretary  
DXC Technology Company

Enclosures  
cc: John Chevedden

Exhibit A

[Attached]

## Exhibit A

**From:** [Fawcett, Matt](#)  
**To:** [John Chevedden](#); [Miro-Quesada, Natalia](#)  
**Subject:** Re: DXC  
**Date:** Friday, January 10, 2025 4:20:13 PM

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Mr. Chevedden - DXC follows the 14a-8 process and does not provider waivers.

Matt Fawcett

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**From:** John Chevedden <[REDACTED]>

**Date:** Wednesday, January 8, 2025 at 11:57 PM

**To:** Fawcett, Matt <matt.fawcett@dxc.com>, [REDACTED]

[REDACTED]

**Subject:** DXC

You don't often get email from olmsted7p@earthlink.net. [Learn why this is important](#)

Mr. Fawcett,

Does DXC waive the broker letter for the timely submitted rule 14a-8 proposal.

John Chevedden

**From:** [Fawcett, Matt](#)  
**To:** [John Chevedden](#); [Miro-Quesada, Natalia](#)  
**Subject:** Re: DXC  
**Date:** Tuesday, January 14, 2025 9:37:57 PM

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Mr. Chevedden: we have not received your proposal despites various efforts to locate it. Can you provide further details and a copy of the proposal as and when sent please?  
Matt Fawcett

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**From:** John Chevedden <[REDACTED]>  
**Date:** Friday, January 10, 2025 at 11:18 PM  
**To:** Fawcett, Matt <matt.fawcett@dxc.com>  
**Subject:** DXC

You don't often get email from olmsted7p@earthlink.net. [Learn why this is important](#)

Mr. Fawcett,  
Please advise the date DXC received my 2025 rule 14a-8 proposal.  
John Chevedden

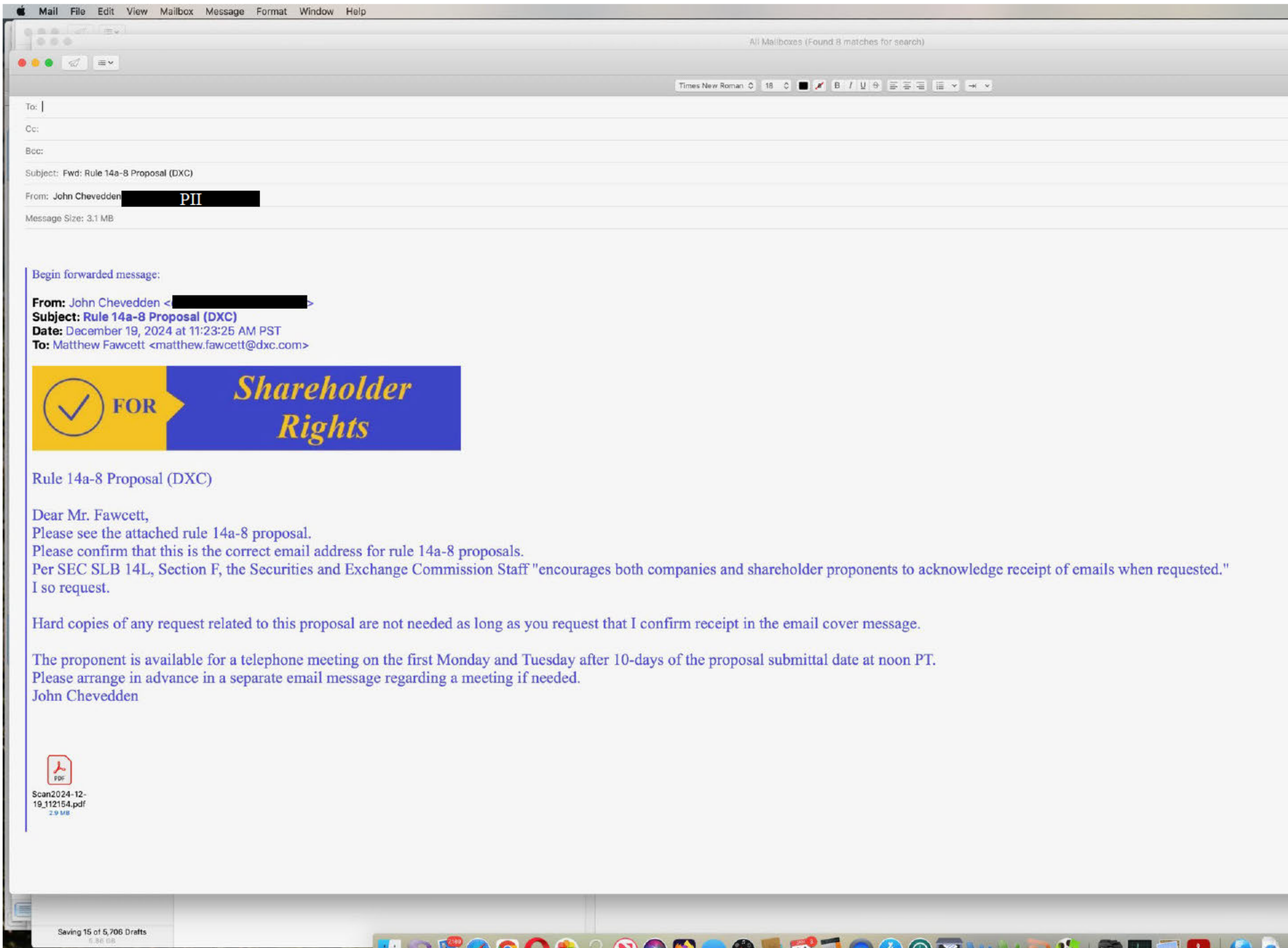
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**From:** Fawcett, Matt  
**Sent:** Friday, January 17, 2025 4:20 PM  
**To:** John Chevedden; Miro-Quesada, Natalia  
**Subject:** Re: DXC

Confirming that DXC has not received a shareholder proposal and the screenshot below looks like an mis-addressed email.

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**From:** John Chevedden <[REDACTED]>  
**Date:** Tuesday, January 14, 2025 at 9:52 PM  
**To:** Fawcett, Matt <matt.fawcett@dxc.com>, Miro-Quesada, Natalia <[REDACTED]@dxc.com>  
**Subject:** DXC



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**From:** Fawcett, Matt  
**Sent:** Monday, January 20, 2025 10:39 AM  
**To:** John Chevedden; Miro-Quesada, Natalia  
**Subject:** Re: DXC

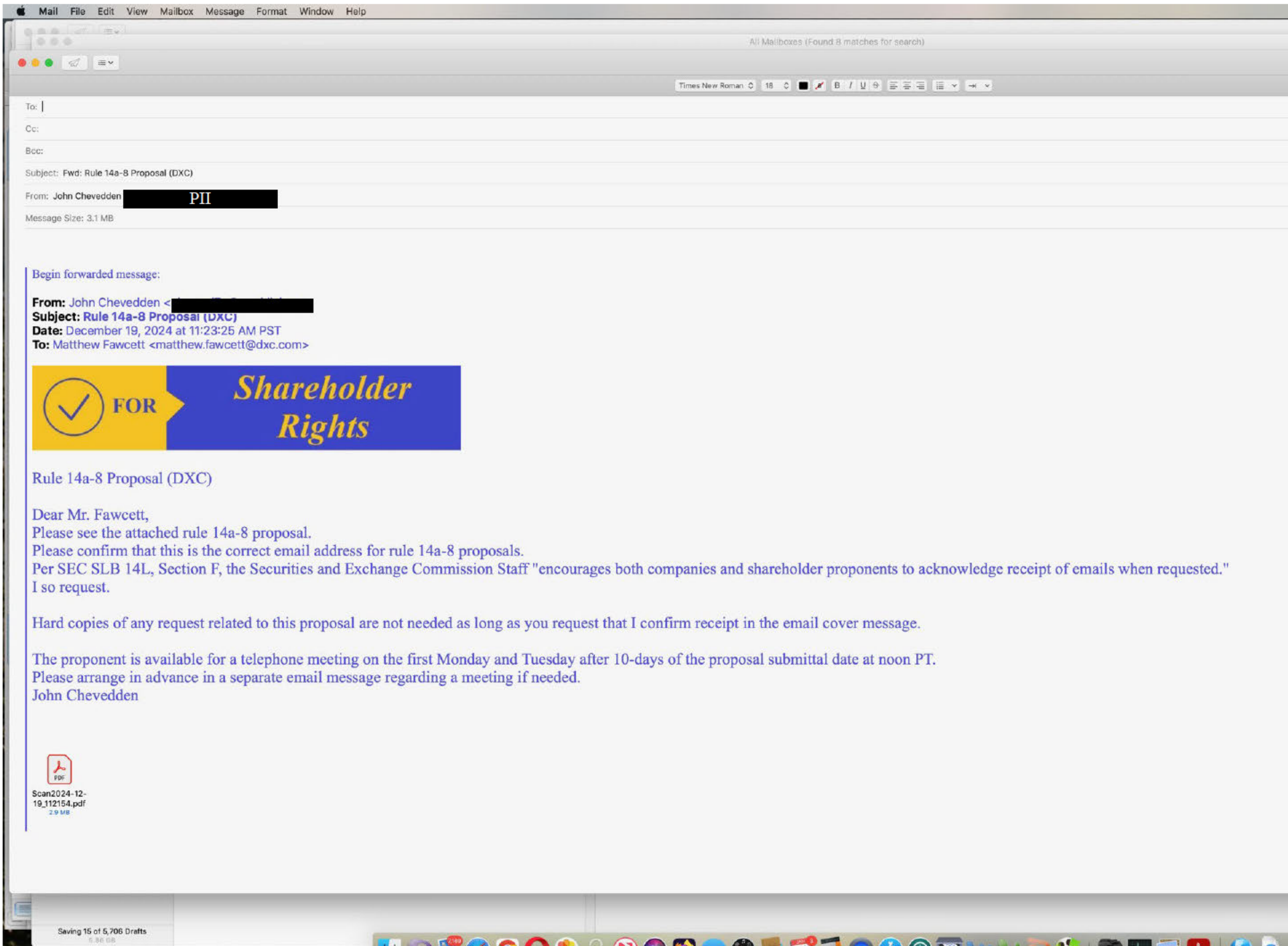
Mr. Chevedden: We have not received a proposal from you. Kindly submit it please.

Matt Fawcett

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**From:** John Chevedden [REDACTED] >  
**Date:** Friday, January 17, 2025 at 10:07 PM  
**To:** Fawcett, Matt <matt.fawcett@dxc.com>, Miro-Quesada, Natalia [REDACTED]@dxc.com>  
**Subject:** DXC

Mr. Fawcett,  
I am not withdrawing my properly submitted rule 14a-8 proposal.  
John Chevedden



To: |  
Cc:  
Bcc:  
Subject: Fwd: Rule 14a-8 Proposal (DXC)  
From: John Chevedden <[redacted]>  
Message Size: 3.1 MB

Begin forwarded message:

**From:** John Chevedden <[redacted]>  
**Subject:** Rule 14a-8 Proposal (DXC)  
**Date:** December 19, 2024 at 11:23:25 AM PST  
**To:** Matthew Fawcett <matthew.fawcett@dx.com>



Rule 14a-8 Proposal (DXC)

Dear Mr. Fawcett,  
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



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2.9 MB