



DIVISION OF
CORPORATION FINANCE

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

March 15, 2024

Jeffrey F. Dickerman
Expeditors International of Washington, Inc.

Re: Expeditors International of Washington, Inc. (the "Company")
Incoming letter dated January 4, 2024

Dear Jeffrey F. Dickerman:

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

The Proposal requests that the board of directors adopt a policy to seek shareholder approval of senior managers' new or renewed pay packages that provide for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company has already substantially implemented the Proposal. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(10).

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/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden



January 4, 2024

Expeditors International of
Washington, Inc.

1015 Third Avenue
Seattle, WA 98104-1190

VIA ONLINE SUBMISSION (www.sec.gov/forms/shareholder-proposal)

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

Re: Expeditors International of Washington, Inc.
Shareholder Proposal from John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

Dear Sir or Madam:

Expeditors International of Washington, Inc., a Washington corporation (“**Expeditors**” or the “**Company**”), intends to omit from its proxy statement and form of proxy for its 2024 Annual Meeting of Shareholders (collectively, the “**2024 Proxy Materials**”) a shareholder proposal (the “**Proposal**”) and statements in support thereof (the “**Supporting Statements**”) submitted by John Chevedden (the “**Proponent**”) on November 19, 2023.

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “**Commission**”) no later than eighty (80) calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“**SLB 14D**”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “**Staff**”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal States, in part:

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers’ new or renewed pay packaged that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive’s base salary plus target short-term bonus.

You’d be surprised how far we’ll go for you.



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The Proposal elaborates on what types of post-employment payments would and would not be covered by the policy requested in the Proposal, including cash or equity awards that are paid out or vest “due to a senior executive’s termination” as well as payments provided under “employment agreements, severance plans, and change-in-control clauses in long-term equity plans”. The Proposal excludes “life insurance, pension benefits, [and] deferred compensation earned and vested prior to termination” from consideration when calculating the value of a post-employment payment. A copy of the Proposal and the Supporting Statement, as well as related correspondence with the Proponent, are attached to this letter as Exhibits A and B.

BASIS FOR EXCLUSION

For the reasons discussed below, we believe that the Proposal may be properly excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal through the Company’s existing Policy to Cap Executive Termination Payments (the “**Policy**”), which the Company’s Board of Directors (the “**Board**”) approved effective November 6, 2023 following shareholder approval of a shareholder proposal virtually identical to the Proposal at the Company’s 2023 Annual Meeting of Shareholders.¹ The Policy not only addresses the concerns raised in both the 2023 shareholder proposal and the instant Proposal, it actually matches the Proposal, with the exception of some small grammatical differences and alterations of certain terms for consistency and applicability.

We note that this is the third time in four years that we have submitted a no-action request relating to Mr. Chevedden. See Expeditors Int’l of Washington, Inc. (Nov. 16, 2020; Dec. 9, 2021).

ANALYSIS

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

A. Background on Substantial Implementation Under Rule 14a-8(i)(10).

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has “substantially implemented” the proposal. The SEC 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. 34-12598 (July 7, 1976) (the “**1976 Release**”). 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, the SEC 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

¹ The Proposal included in the Company’s 2023 proxy statement can be located on page 38 of the Company’s Definitive Proxy Statement filed with the Commission on March 21, 2023; the voting results related to the Proposal can be found on the Company’s Form 8-K filed with the Commission on May 5, 2023.



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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 SEC adopted a revised interpretation of the rule to permit the omission of proposals that had been “substantially implemented,” and the SEC codified this revised interpretation in Exchange Act Release No. 40018, at n.30 (May 21, 1998) (the “**1998 Release**”).

Applying this standard, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objectives of a shareholder proposal, the Staff has concurred that the shareholder proposal has been “substantially implemented” and may be excluded as moot. 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.” *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc. (Recon.)* (avail. Mar. 28, 1991).

At the same time, a company need not implement a proposal in exactly the same manner set forth by the proponent. In *General Motors Corp.* (avail. Mar. 4, 1996), the company observed that the Staff had not required that a company implement the action requested in a proposal exactly in all details but had been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situation where the “essential objective” of the proposal had been satisfied. The company further argued, “[i]f the mootness requirement [under the predecessor rule] were applied too strictly, the intention of [the rule] — permitting the exclusion of ‘substantially implemented’ proposals — could be evaded merely by including some element in the proposal that differs from the registrant’s policy or practice.” Therefore, if a company has satisfactorily addressed both the proposal’s underlying concerns and its “essential objective,” the proposal will be deemed “substantially implemented” and, therefore, may be excluded. *Quest Diagnostics, Inc.* (avail. Mar. 17, 2016); *Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. July 3, 2006); *Johnson & Johnson* (avail. Feb. 17, 2006); *Talbots* (avail. Apr. 5, 2002); *Masco Corp.* (avail. Mar. 29, 1999); *The Gap, Inc.* (avail. Mar. 8, 1996).

The Staff has concurred that, when substantially implementing a shareholder proposal, companies can address aspects of implementation in ways that may differ from the manner in which the shareholder proponent would implement the proposal. For example, the Staff has previously taken the position that a shareholder proposal requesting that a company’s board of directors prepare a report pertaining to environmental, social, or governance issues may be excluded when the company has provided information about the initiative in various public disclosures. See *PPG Industries Inc. (Congregation of the Sisters of St. Joseph of Peace)* (avail. Jan. 16, 2020) (concurring with the exclusion of a proposal requesting that the board of directors prepare a report on the company’s processes for “implementing human rights commitments within company-owned operations and through business relationships” where the requested information was already disclosed in the company’s global code of ethics, global supplier code of conduct, supplier sustainability policy, and sustainability report, and other disclosures that addressed the requested information); *The Wendy’s Company* (avail. Apr. 10, 2019) (concurring with exclusion of a proposal requesting that the board of directors prepare a report on the company’s process for identifying and analyzing potential and actual human rights risks of operations and supply chain where the company already had a code of conduct for suppliers, a code of business conduct and ethics, and other policies and public disclosures concerning supply chain practices and



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other human rights issues that achieved the proposal's essential objective); *The Dow Chemical Co.* (avail. Mar. 18, 2014, *recon. Denied* Mar. 25, 2014) (concurring with the exclusion of a proposal requesting that the company prepare a report assessing short and long-term financial, reputational and operational impacts that the legacy Bhopal disaster may reasonably have on the company's Indian and global business opportunities and reporting on any actions the company intends to take to reduce such impacts, where the company had published a "Q and A" regarding Bhopal and disclosed other actions it had taken and would continue to take).

In Exchange Act Release No. 95267 (July 13, 2022), the Commission proposed to amend Rule 14a-8(i)(10) to provide that proposals would be excludable if a company has already implemented the "essential elements" of the proposal. While the Commission has not yet adopted that proposed amendment, and it is therefore not applicable to the Staff's review of this letter, it is notable the Commission stated that even under the proposed standard, "a proposal need not be rendered entirely moot, or be fully implemented in exactly the way a proponent desires, in order to be excluded. A company may be permitted to exclude a proposal it has not implemented precisely as requested if the differences between the proposal and the company's actions are not essential to the proposal."

B. Overview of the Company's Policy

The Company approved and put into effect the Policy on November 6, 2023. The language of the Policy is set forth below:

The Board will seek shareholder approval of any executive's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term non-equity incentive plan compensation.

Severance or termination payments include cash, equity, or other pay that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred pay earned and vested prior to termination.

Estimated total value includes lump-sum payments, payments offsetting tax liabilities, perquisites or benefits not vested under a plan generally available to management employees, post-employment consulting fees or office expense and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval after material terms are agreed upon.

C. The Company's Policy Substantially Implements the Proposal

The Policy substantially implements the Proposal within the meaning of Rule 14a-8(i)(10) because it fulfills the Proposal's essential objective by requiring shareholder approval of "new or renewed pay package[s]" that provide the Company's senior executives with "severance or termination payments" with an estimated value "exceeding" the 2.99 times multiple specified in the Proposal. Moreover, the

You'd be surprised how far we'll go for you.



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Policy only differs in non-material respects from the Proposal in that it has some grammatical differences and incorporates more applicable terms to add specificity to the Policy and aid in its clear application to the Company's plans and circumstances. For example, the first paragraph of the Proposal states that golden parachute payments given to senior managers would be the targets of shareholder approval, but the second paragraph refers to senior executives instead. The Policy corrects this inconsistency by using the term "executive" or "senior executive" in its first and second paragraphs respectively. Notwithstanding such minor changes, the substance of the Policy matches that of the Proposal and fulfills the Proposal's underlying concerns and its "essential objective." As a result, the Company's previous actions have implemented the Proposal and present precisely the scenario contemplated by the SEC when it adopted the predecessor to Rule 14a-8(i)(10) "to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." 1976 Release.

The Staff has consistently concurred in the exclusion of shareholder proposals that, like the Proposal, ask the company to adopt a specific executive compensation policy that has already been implemented by the company's existing policies or executive compensation arrangements. *See, e.g., eBay Inc.* (avail. Mar. 29, 2018) (concurring, over the proponent's objection, that the company's executive compensation programs substantially implemented a proposal requesting that the board report on the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into the performance measures of the CEO under the company's compensation incentive plans); *International Business Machines Corp.* (avail. Jan. 17, 2018) (concurring over the proponent's objection that the company's executive compensation program substantially implemented the proposal requesting that the board adopt a policy that it will not utilize earnings per share, or its variations, or financial ratios, in determining a senior executive's incentive compensation or eligibility for such compensation, unless certain conditions are met). *See also, Amazon.com, Inc. (Öhman Fonder)* (avail. Mar. 27, 2020) (concurring with the exclusion of a proposal requesting the company's board adopt a "comprehensive policy applicable to Amazon's operations and subsidiaries that commits the company to respect human rights" where the company had a well-established human rights policy); *The Wendy's Co.* (avail. Apr. 10, 2019) (concurring with the exclusion of a proposal requesting that the company report on its "process for identifying and analyzing potential and actual human rights risk of operations and supply chain" where "the [c]ompany's public disclosures compare[d] favorably with the guidelines of the [p]roposal"); *Exelon Corp.* (avail. Feb. 26, 2010) (concurring with exclusion under Rule 14a-8(i)(10) of a proposal that requested a report on different aspects of the company's political contribution guidelines and issued a political contributions report that, together, provided "an up-to-date view of the [c]ompany's policies and procedures with regard to political contributions").

Not only does the Company's Policy accomplish the Proposal's essential objectives, it actually matches the Proposal, with the exception of some small grammatical differences and alterations of certain terms for consistency and applicability. Accordingly, because the Company's Policy substantially implements the Proposal, and, consistent with the well-established precedent cited above, the Proposal may be properly excluded under Rule 14a-8(i)(10).



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CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2024 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to me at the address below.

Very truly yours,

A handwritten signature in black ink that reads "Jeffrey F. Dickerman".

Jeffrey F. Dickerman
Senior Vice President, General Counsel &
Corporate Secretary

Attachment

cc: John Chevedden

PII

cc: Kimberley Anderson
Dorsey & Whitney LLP
701 5th Avenue, Suite 6100
Seattle, WA 98104
Anderson.Kimberley@dorsey.com



Exhibit A

(See Attached)

Mr. Jeff Dickerman
Corporate Secretary
Expeditors International of Washington, Inc. (EXPD)
1015 Third Avenue, 12th Floor
Seattle WA 98104
PH: 206 674-3400

Dear Ms. Park,

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

PII

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



Date

cc: Barb Finch <Barb.Finch@expeditors.com>
Monalisa Chakraborty <Monalisa.Chakraborty@expeditors.com>
Geoffrey Buscher <Geoffrey.Buscher@expeditors.com>

Proposal 4 – Shareholder Opportunity to Vote on Excessive Golden Parachutes

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination.

“Estimated total value” includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests. This proposal won impressive 67%-support at the 2023 Expeditors International annual meeting.

This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes.

This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because the annual say on executive pay vote does not have a separate section for approving or rejecting golden parachutes.

The topic of this proposal received between 51% and 65% support at:

FedEx
Spirit AeroSystems
Alaska Air
Fiserv

Please vote yes:

Shareholder Opportunity to Vote on Excessive Golden Parachutes – Proposal 4

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

Notes:

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

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(l)(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 stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email PII.

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).
Please alert the proxy editor.

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

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.

If there is objection to the title please negotiate or seek no action relief as a last resort.
Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



FOR

*Shareholder
Rights*



Exhibit B

(See Attached)

From: John Chevedden [REDACTED] PII
Sent: Sunday, November 19, 2023 4:41 PM
To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>; [REDACTED]
[REDACTED]

Subject: Rule 14a-8 Proposal (EXPD)

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Rule 14a-8 Proposal (EXPD)

Dear Mr. Dickerman,

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



From: Jeff Dickerman <Jeff.Dickerman@expeditors.com>

Sent: Monday, November 27, 2023 3:05 PM

To: John Chevedden [REDACTED]; [REDACTED]

Subject: RE: Rule 14a-8 Proposal (EXPD)

Mr. Chevedden,

You will be pleased to hear that Expeditors has adopted a responsive policy to this non-binding proposal, which you also submitted last year. We will be publishing this in our upcoming proxy in 2024. Accordingly, we respectfully request that withdrawal your proposal. I look forward to receiving your withdrawal confirmation.

Thank you.

Best Regards,

Jeff Dickerman

Senior Vice President, General Counsel
& Corporate Secretary

Direct (206) 393-5760

Office (206) 674-3400

Email jeff.dickerman@expeditors.com

Expeditors | Bellevue

Sterling Plaza 2

3545 Factoria Blvd. SE

Bellevue, WA 98006

www.expeditors.com

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From: John Chevedden [REDACTED]

Sent: Monday, November 27, 2023 6:58 PM

To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>

Cc: [REDACTED]

Subject: Rule 14a-8 Proposal (EXPD)

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Mr. Dickerman,
Please forward the policy.
John Chevedden

From: Jeff Dickerman <Jeff.Dickerman@expeditors.com>

Sent: Tuesday, November 28, 2023 5:13 PM

To: John Chevedden [REDACTED] PII

Cc: [REDACTED]

Subject: RE: Rule 14a-8 Proposal (EXPD)

Mr. Chevedden,

Attached please find the policy language that was adopted by the Board and this will be set forth in our 2024 Proxy. However, it is already in effect now.

Please confirm you will withdrawal your proposal accordingly.

Thank you.

Best Regards,

Jeff Dickerman

Senior Vice President, General Counsel
& Corporate Secretary

Direct (206) 393-5760

Office (206) 674-3400

Email jeff.dickerman@expeditors.com

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Sterling Plaza 2

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Bellevue, WA 98006

www.expeditors.com

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Adoption Language to Be Set Forth in 2024 Proxy

The Board will seek shareholder approval of any executive's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term non-equity incentive plan compensation.

Severance or termination payments include cash, equity or other pay that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred pay earned and vested prior to termination.

Estimated total value includes lump-sum payments, payments offsetting tax liabilities, perquisites or benefits not vested under a plan generally available to management employees, post-employment consulting fees or office expense and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval after material terms are agreed upon.

From: John Chevedden [REDACTED] PII
Sent: Tuesday, November 28, 2023 8:22 PM
To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>
Subject: Rule 14a-8 Proposal (EXPD)

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Mr. Dickerman,
Thank you for forwarding.
This is part of a larger document?
John Chevedden

From: Jeff Dickerman <Jeff.Dickerman@expeditors.com>
Sent: Tuesday, November 28, 2023 8:33 PM
To: John Chevedden [REDACTED] PII
Subject: RE: Rule 14a-8 Proposal (EXPD)

Mr. Chevedden,

This is the policy and exact wording as approved by the Board and communicated internally within the company. This exact language will appear as written in our upcoming proxy, which is how we have communicated our prior policy adoptions around compensation (e.g., commitment to not making retirement bonuses). So all shareholders will see this policy language there. I hope this answers your question.

Best Regards,

Jeff Dickerman

Senior Vice President, General Counsel
& Corporate Secretary

Direct (206) 393-5760
Office (206) 674-3400
Email jeff.dickerman@expeditors.com

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From: John Chevedden [REDACTED] PII
Sent: Wednesday, November 29, 2023 4:40 PM
To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>
Subject: Rule 14a-8 Proposal (EXPD)

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Mr. Dickerman,
Perhaps this should be included in the Governance Principles.
John Chevedden

From: Jeff Dickerman <Jeff.Dickerman@expeditors.com>
Sent: Wednesday, November 29, 2023 4:56 PM
To: John Chevedden [REDACTED] PII
Subject: RE: Rule 14a-8 Proposal (EXPD)

Mr. Chevedden,

I can raise your comment with the Board at the next meeting. That said, the policy is fully adopted, has been communicated internally and will be set forth in our proxy next year. Based on this, please confirm you are withdrawing your proposal.

Thank you.

Best Regards,

Jeff Dickerman
Senior Vice President, General Counsel
& Corporate Secretary

Direct (206) 393-5760
Office (206) 674-3400
Email jeff.dickerman@expeditors.com

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January 5, 2024

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

1 Rule 14a-8 Proposal
Expeditors International of Washington, Inc. (EXPD)
Shareholder Opportunity to Vote on Excessive Golden Parachutes
John Chevedden
479116

Ladies and Gentlemen:

This is a counterpoint to the January 4, 2024 no-action request.

The policy language is merely promised to be included in the 2024 annual meeting proxy. Thus going forward a shareholder, executive or director who does not read the 2024 proxy will not know of the policy.

Management provided no precedents of a rule 14a-8 proposal exclusion based on the adoption of a policy that would only be published once in an annual meeting proxy. Such a policy might be called a pop-up policy. This would be like a company adopting a declassified board for one year and then reverting to a classified board.

Management does not claim that it has no published policies in one place. Thus this could be called the least important policy that the company has because other policies are published in one place for permanent reference.

Management was asked in November 2023 about including this policy in its Governance Principles and said that it was TBD.

Sincerely,


John Chevedden

cc: Jeff Dickerman

Begin forwarded message:

From: John Chevedden [REDACTED] PII
Subject: Rule 14a-8 Proposal (EXPD)
Date: November 29, 2023 at 4:39:41 PM PST
To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>

Mr. Dickerman,
Perhaps this should be included in the Governance Principles.
John Chevedden

Begin forwarded message:

From: John Chevedden [REDACTED] PII
Subject: Rule 14a-8 Proposal (EXPD)
Date: November 28, 2023 at 8:22:12 PM PST
To: Jeff Dickerman <Jeff.Dickerman@expeditors.com>

Mr. Dickerman,
Thank you for forwarding.
This is part of a larger document?
John Chevedden

[EXPD: Rule 14a-8 Proposal, November 19, 2023]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Shareholder Opportunity to Vote on Excessive Golden Parachutes

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination.

"Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests. This proposal won impressive 67%-support at the 2023 Expeditors International annual meeting.

This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes.

This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because the annual say on executive pay vote does not have a separate section for approving or rejecting golden parachutes.

The topic of this proposal received between 51% and 65% support at:

FedEx
Spirit AeroSystems
Alaska Air
Fiserv

Please vote yes:

Shareholder Opportunity to Vote on Excessive Golden Parachutes – Proposal 4

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