



DIVISION OF
CORPORATION FINANCE

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

January 4, 2024

Ki Hoon Kim
Hewlett Packard Enterprise Company

Re: Hewlett Packard Enterprise Company (the "Company")
Incoming letter dated November 15, 2023

Dear Ki Hoon Kim:

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.

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

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

November 15, 2023

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

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

Re: Hewlett Packard Enterprise Company
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

Dear Ladies and Gentlemen:

We, Hewlett Packard Enterprise Company, a Delaware corporation (the “**Company**”), submit this letter requesting confirmation that the staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934 (the “**Exchange Act**”), the Company omits the stockholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) from the Company’s proxy statement and form of proxy for its 2024 Annual Meeting of Stockholders (collectively, the “**2024 Proxy Materials**”).

Pursuant to Rule 14a-8(j) under the Exchange Act, we have:

- filed this letter with 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 a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, 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 Company pursuant to Rule 14a-8(k) and SLB 14D.

Copies of the Proposal and the Proponent’s cover letter submitting the Proposal are attached hereto as Exhibit A. Additionally, the Company’s request to withdraw relating to the Proposal is attached to this letter as Exhibit B.

I. SUMMARY OF THE PROPOSAL

On October 23, 2023, the Company received from the Proponent the Proposal for inclusion in the Company’s 2024 Proxy Materials. The Resolved clause of the Proposal reads:

Resolved, the stockholders of HPE request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by HPE used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. HPE's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 above.

II. EXCLUSION OF PROPOSAL

A. *Basis for Excluding the Proposal*

As discussed in more detail below, we respectfully request that the Staff concur with the Company's view that it may properly omit the Proposal from its 2024 Proxy Materials for failure to comply with Rule 14a-8(e)(2) because the Company did not receive the Proposal from the Proponent before the deadline by which stockholder proposals were required to be submitted to the Company for inclusion in the 2024 Proxy Materials.

B. *Background*

Rule 14a-8(e)(2) provides that stockholder proposals submitted with respect to a company's regularly scheduled annual meeting must be received at a company's principal executive offices no less than 120 calendar days before the anniversary date of the company's proxy statement that was released to stockholders in connection with the previous year's annual meeting. On February 15, 2023, the Company filed with the Commission, and commenced distribution to its stockholders of, a proxy statement and form of proxy for its 2023 Annual Meeting of Stockholders (the "**2023 Proxy Statement**"). As required by Item 1(c) of Exchange Act Schedule 14A and Rule 14a-5(e), the Company included in the 2023 Proxy Statement the deadline for receiving stockholder proposals submitted for inclusion in the Company's proxy statement and form of proxy for the Company's next annual meeting, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on page 111 of the 2023 Proxy Statement:

36. What is the deadline to propose actions (other than director nominations) for consideration at next year's annual meeting of stockholders?

You may submit proposals for consideration at future stockholder meetings. For a stockholder proposal to be considered for inclusion in our proxy statement for the annual meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no later than October 18, 2023. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary
Hewlett Packard Enterprise Company
1701 East Mossy Oaks Road
Spring, Texas 77389
bod-hpe@hpe.com

A copy of page 111 of the 2023 Proxy Statement is attached to this letter as Exhibit C. As described below, the Company calculated the October 18, 2023 deadline in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) ("**SLB 14**").

On October 23, 2023, five days after the Company's deadline for stockholder proposals, the Company received the Proposal by electronic transmission. See Exhibit A.

On October 30, 2023, the Company sent a letter via email (the “**Request to Withdraw**”) to the Proponent notifying him that the Proposal was not received by the October 18, 2023 deadline and asking the Proponent to withdraw the Proposal. See Exhibit B. Such Request to Withdraw was also delivered to the Proponent via FedEx. The FedEx tracking information shows that the Request to Withdraw was delivered to the Proponent on October 31, 2023, a copy of which is attached to this letter as Exhibit D.

On November 7, 2023, the Company engaged with the Proponent via a telephone call, to discuss the late submission of the Proposal and to request that the Proponent withdraw the Proposal. The Proponent did not agree to do so.

Since November 7, 2023, the Company has not received any communication or further correspondence from the Proponent concerning the Proposal. For this reason, we are writing to request that the Staff concur that the Company may exclude the Proposal pursuant to Rule 14a-8(e)(2).

C. The Proposal May Be Omitted in Reliance on Rule 14a-8(e)(2) Because the Company Did Not Receive the Proposal Until After the Deadline for Submitting Stockholder Proposals to the Company for Inclusion in the 2024 Proxy Materials

Rule 14a-8(f)(1) permits exclusion of a stockholder proposal should the proponent fail to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Generally, exclusion on this basis is permitted only after timely notification to the proponent of an applicable defect and a proponent’s failure to timely and adequately correct the defect. However, a company “need not provide [the proponent] such notice of 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 per Rule 14a-8(f)(1) (emphasis added).

Rule 14a-8(e)(2) provides that stockholder proposals must be received at a company’s principal executive offices no less than 120 calendar days before the anniversary date of the company’s proxy statement that was released to stockholders in connection with the previous year’s regularly scheduled annual meeting. Under Rule 14a-8(e)(2), a meeting is “regularly scheduled” if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company’s 2023 Annual Meeting of Stockholders was held on April 5, 2023. The Company’s 2024 Annual Meeting of Stockholders is anticipated to be held on April 10, 2024, which is within 30 days of the date of the 2023 Annual Meeting of Stockholders.

SLB 14, Section C.3.b indicates that, to calculate the deadline, a company should “[i] start with the release date disclosed in the previous year’s proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days.” Consistent with this guidance, to calculate the deadline for receiving stockholder proposals submitted for the Company’s 2024 Annual Meeting of Stockholders, the Company (i) started with the release date of its 2023 Proxy Statement (i.e., February 15, 2023), (ii) increased the year by one (i.e., February 15, 2024), and (iii) counted back 120 calendar days. As per SLB 14, Section C.3.b, “day one” for purposes of this calculation was February 14, 2024, resulting in a deadline for receiving stockholder proposals submitted for inclusion in the Company’s 2024 Proxy Statement of October 18, 2023. As mentioned above, this October 18, 2023 submission deadline was also disclosed explicitly on page 111 of the 2023 Proxy Statement as required by Item 1(c) of Exchange Act Schedule 14A and Rule 14a-5(e).

All of this means, that in order for the Proponent’s submission to be timely, it was required to be received by the Company on or before October 18, 2023. As noted above and as shown in Exhibit A, the Proposal was received on October 23, 2023 by electronic transmission, and the document itself is signed and dated October 23, 2023. The Proposal was thereby received by the Company five days after the Rule 14a-8(e)(2) deadline.

Based upon both Staff guidance and previous responses to no-action requests, the Staff has made it abundantly clear that the deadline for stockholder proposal submissions under Rule 14a-8 is to be strictly construed. See, e.g., *Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline); *AT&T Inc.* (avail. Jan. 26, 2022) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received six days after the submission deadline); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); *General Dynamics Corp.* (avail. Jan. 8, 2021, recon. denied Mar. 17, 2021) (concurring with exclusion of a proposal received four days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); *Walmart Stores Inc.* (avail. Feb. 13, 2017) (concurring with proposal received six days after the submission deadline); *Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *General Electric Co. (GE Stockholder's Alliance)* (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline); *Tootsie Roll Industries, Inc.* (avail. Jan. 14, 2008) (concurring with the exclusion of a proposal received two days after the submission deadline). The Staff has also emphasized this point in SLB 14 by advising, “[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline. . . .”

III. CONCLUSION

Based on the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from the Company’s 2024 Proxy Materials. Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to Ki Hoon Kim, on behalf of the Company, via email at ki-hoon.kim@hpe.com, and to the Proponent, John Chevedden, via email at [REDACTED].

If we can be of further assistance, please do not hesitate to contact me at ki-hoon.kim@hpe.com.

Sincerely,

Ki Hoon Kim
Assistant General Counsel,
Corporate, Securities & Global
Equity Administration

Attachments:

Exhibit A
Exhibit B
Exhibit C
Exhibit D

Exhibit A

Mr. Rishi Varma
Corporate Secretary
Hewlett Packard Enterprise Company (HPE)
1701 East Mossy Oaks Road
Spring, TX 77389
PH: 678 259 9860

Dear Mr. Varma,

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.

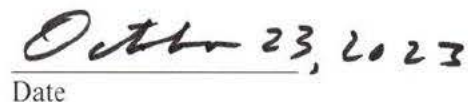
Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

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


Date

cc: Derek Windham <derek.windham@hpe.com>
Linda Epstein <linda.epstein@hpe.com>

Proposal 4 – Transparency in Lobbying

Whereas, I believe in full disclosure of Hewlett Packard Enterprise’s lobbying activities and expenditures to assess whether HPE’s lobbying is consistent with its expressed goals and stockholder interests.

Resolved, the stockholders of HPE request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by HPE used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. HPE’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management’s decision-making process and the Board’s oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which HPE is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Nominating, Governance and Social Responsibility Committee and posted on HPE’s website.

Supporting Statement

HPE spent \$29 million from 2015 – 2022 on federal lobbying. This does not include state lobbying, where HPE also lobbies but disclosure is uneven or absent. For example, HPE spent over \$835,000 on lobbying in California from 2015 – 2022. HPE also lobbies abroad, spending between €200,000 – 299,999 on lobbying in Europe for 2022.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity, and these groups may be spending “at least double what’s publicly reported.”¹ Unlike many of its peers, HPE does not disclose its payments to trade associations and social welfare groups (SWGs), or the amounts used for lobbying, and only discloses four trade association memberships, including the Business Roundtable, which has spent over \$380 million on federal lobbying since 1998. The disclosure leaves out trade associations that lobby like the National Business Aviation Association and Silicon Valley Tax Directors Group, and all SWGs.

HPE’s lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, HPE publicly supports addressing climate change, yet the Business Roundtable opposed the Inflation Reduction Act and its historic investments in climate action.² And while HPE has attracted scrutiny for moving from California to Texas in part over state taxes,³ the Business Roundtable has lobbied against a new minimum corporate tax.⁴ Reputational damage stemming from these misalignments could harm stockholder value.

Therefore, it is appropriate for HPE to expand its lobbying disclosure.

¹ <https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

² <https://www.theguardian.com/environment/2022/aug/19/top-us-business-lobby-group-climate-action-business-roundtable>.

³ <https://www.axios.com/2020/12/02/hp-silicon-valley-texas>; <https://www.kvue.com/article/money/economy/boomtown-2040/why-are-californians-so-interested-in-texas/269-d66634d5-aab0-4d9f-8117-028bb8555beb>.

⁴ <https://www.washingtonpost.com/business/2023/08/14/biden-corporate-tax/>.

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 [REDACTED]

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



Hewlett Packard Enterprise

October 30, 2023

VIA OVERNIGHT MAIL AND EMAIL

John Chevedden



Ki Hoon Kim

Associate General Counsel
Corporate, Securities and Global Equity
Administration

ki-hoon.kim@hpe.com

Dear Mr. Chevedden:

I am writing on behalf of Hewlett Packard Enterprise Company (the "Company"), which received on October 23, 2023 your stockholder proposal entitled "Transparency in Lobbying" that you submitted via email on October 23, 2023 (the "Submission Date") pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2024 Annual Meeting of Stockholders (the "Proposal").

As set forth in our 2023 proxy statement, the deadline for the Company to receive all stockholder proposals for the 2024 Annual Meeting of Stockholders was Wednesday, October 18, 2023. As the date of the email submission of the Proposal was October 23, 2023, the company received the Proposal on October 23, 2023 - five days after the October 18, 2023 deadline.

Given that the Proposal was not received before the deadline described in SEC Rule 14a-8, we respectfully request that you withdraw the Proposal to save the time and expense associated with filing a no-action request to exclude it based on this procedural deficiency. Please transmit any response by email to me at ki-hoon.kim@hpe.com. Alternatively, you may send any response by mail to me at Hewlett Packard Enterprise Company, 1701 East Mossy Oaks Road, Spring, TX 77389, Attention: Corporate Secretary.

If you have any questions with respect to the foregoing, please contact me at ki-hoon.kim@hpe.com.

Sincerely,

Ki Hoon Kim
Associate General Counsel
Corporate, Securities and Global Equity Administration

Exhibit C

our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. We also will reimburse brokerage houses and other custodians, nominees, and fiduciaries for forwarding proxy and solicitation materials to stockholders.

Stockholder proposals, director nominations, and related Bylaws provisions

36. What is the deadline to propose actions (other than director nominations) for consideration at next year's annual meeting of stockholders?

You may submit proposals for consideration at future stockholder meetings. For a stockholder proposal to be considered for inclusion in our proxy statement for the annual meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no later than October 18, 2023. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary
Hewlett Packard Enterprise Company
1701 East Mossy Oaks Road
Spring, Texas 77389
bod-hpe@hpe.com

For a stockholder proposal that is not intended to be included in our proxy statement for next year's annual meeting under Rule 14a-8, the stockholder must provide the information required by our Bylaws and give timely notice to the Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by the Corporate Secretary:

- not earlier than the close of business on December 7, 2023; and
- not later than the close of business on January 6, 2024.

If the date of the stockholder meeting is moved more than 30 days before or 60 days after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8 must be received no earlier than the close of business 120 days prior to the meeting and not later than the close of business on the later of the following two dates:

- 90 days prior to the meeting; and
- 10 days after public announcement of the meeting date.

Deadlines for the nomination of director candidates are discussed in Question 38 below.

37. How may I recommend individuals to serve as directors and what is the deadline for director recommendations?

You may recommend director candidates for consideration by the NGSR Committee. Any such recommendation should include verification of the stockholder status of the person submitting the recommendation, the nominee's name, and qualifications for Board membership, and should be directed to the Corporate Secretary at the address of our principal executive offices set forth in Question 36 above. See "Our Board-Director candidate selection and evaluation" and "Proposals to be voted on-Proposal no. 1: Election of directors-Director nominee experience and qualifications" for more information regarding our Board membership criteria.

A stockholder may send a recommended director candidate's name and information to the Board at any time. Identified candidates are evaluated at regular or special meetings of the NGSR Committee and may be considered at any point during the year.

Exhibit D



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10/31/23 at 11:19 AM

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Delivered



TRACKING ID

7739 0899 2510

FROM

SAN JOSE, CA US

Label Created

10/30/23 11:06 AM

WE HAVE YOUR PACKAGE

OAKLAND, CA

10/ 0/2 4 52 PM

ON THE WAY

HAWTHORNE, CA

10/31/23 8:08 AM

OUT FOR DELIVERY

HAWTHORNE, CA

10/ 1/2 25 AM

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Delivered



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Shipment facts



 Shipment overview

TRACKING NUMBER 7739 0899 2510

DELIVERED TO Residence

SHIP DATE  10/30/23

STANDARD TRANSIT  10/31/23 before 12:00 PM

ACTUAL DELIVERY 10/31/23 at 11:19 AM

 Services

SERVICE FedEx Priority Overnight

TERMS Shipper

SPECIAL HANDLING SECTION Deliver Weekday, Residential Delivery

 Package details

WEIGHT 0.5 lbs / 0.23 kgs

TOTAL PIECES 1

TOTAL SHIPMENT WEIGHT 0.5 lbs / 0.23 kgs

PACKAGING FedEx Envelope

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Ascending



Local Scan Time





Shipment information sent to FedEx

- 4:51 PM
Shipment arriving On-Time
SAN LEANDRO, CA
- 4:51 PM
Picked up
Tendered at FedEx Office
SAN LEANDRO, CA
- 4:52 PM
Picked up
OAKLAND, CA
- 9:42 PM
Left FedEx origin facility
OAKLAND, CA
- 9:48 PM
Arrived at FedEx hub
OAKLAND, CA

Tuesday, 10/31/23

- 1:44 AM
Departed FedEx hub
OAKLAND, CA
- 2:47 AM
At destination sort facility
LOS ANGELES, CA
- 8:08 AM
At local FedEx facility
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- 8:25 AM
On FedEx vehicle for delivery
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- ☑ 11:19 AM
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