



DIVISION OF
CORPORATION FINANCE

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

January 12, 2024

Saria Tseng
Monolithic Power Systems, Inc.

Re: Monolithic Power Systems, Inc. (the "Company")
Incoming letter dated January 11, 2024

Dear Saria Tseng:

This letter is in regard to your correspondence concerning the shareholder proposal submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Company withdraws its January 9, 2024 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter 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 9, 2024

VIA ELECTRONIC MAIL

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

Re: *Monolithic Power Systems, Inc.*
Omission of Stockholder Proposal of John Chevedden
Rule 14a-8 under the Securities Exchange Act of 1934, as amended

Ladies and Gentlemen:

This letter is to inform you that Monolithic Power Systems, Inc. (the “**Company**”) intends to omit from its proxy statement and form of proxy for its 2024 Annual Meeting of Stockholders (collectively, the “**2024 Proxy Materials**”) a stockholder proposal and statement in support thereof originally received from Mr. John Chevedden (the “**Proponent**”) on November 24, 2023 (the “**Original Proposal**”) and revised on December 10, 2023 (the “**Proposal**”).

We respectfully request confirmation that the staff of the Division of Corporation Finance (the “**Staff**”) will not recommend to the Securities and Exchange Commission (the “**Commission**”) that enforcement action be taken if the Company omits the Proposal from its 2024 Proxy Materials for the reasons discussed below.

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we have:

- filed this letter with the Commission no later than 80 calendar days before the date that the Company intends to file its definitive 2024 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

This letter informs the Proponent of the Company’s intention to omit the Proposal from its 2024 Proxy Materials.

Rule 14a-8(k) under the Exchange Act and Section E of Staff Legal Bulletin No. 14D (November 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 the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) under the Exchange Act and SLB 14D.

BACKGROUND

The Original Proposal was submitted to the Company via email on November 24, 2023 (the “**Submission Date**”) and was received by the Company on the same day. See Exhibit A. The Proponent’s submission did not include any documentary evidence of his ownership of shares of the Company’s common stock (the “**Shares**”), and noted that that Proponent expected to forward a broker letter soon. In addition, the Company reviewed its stock records, which did not indicate that the Proponent was a record owner of any Shares.

Accordingly, the Company properly sought verification of Share ownership from the Proponent. Specifically, and in accordance with Staff Legal Bulletin No. 14L (November 3, 2021) (“**SLB 14L**”), the Company sent the Proponent a letter, dated December 8, 2023, identifying the deficiency, notifying the Proponent of the requirements of Rule 14a-8 under the Exchange Act, and explaining how the Proponent could cure the procedural deficiency (the “**Deficiency Notice**”). The Deficiency Notice, attached hereto as Exhibit B, provided detailed information regarding the “record” holder requirements, as clarified by Staff Legal Bulletin No. 14F (“**SLB 14F**”) and SLB 14L, and attached a copy of Rule 14a-8 under the Exchange Act. Specifically, the Deficiency Notice stated:

- the three ownership requirements (collectively, the “**Ownership Requirements**”) that satisfy Rule 14a-8(b) under the Exchange Act for annual meetings;
- that, according to the Company’s stock records, the Proponent was not a record owner of sufficient Shares to satisfy any of the Ownership Requirements;
- that the Company had not received sufficient proof that the Proponent had satisfied the Ownership Requirements as of the date the Original Proposal was submitted to the Company;
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b) under the Exchange Act, including “a written statement from the ‘record’ holder of [the Proponent’s] shares (usually a broker or a bank) verifying that, as of the date the [Original Proposal] was submitted (*i.e.*,

November 24, 2023), [the Proponent] continuously held the required share value for an applicable period of time as determined in accordance with Rule 14a-8(b)(1)(i)”; and

- that any response to the Deficiency Notice had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice.

The Company sent the Deficiency Notice to the Proponent via email on December 8, 2023, which was within 14 calendar days of the Company’s receipt of the Original Proposal. *See Exhibit B.*

On December 10, 2023, the Company received an email from the Proponent (the “*December 10, 2023 Email*”), which presented a “revised” stockholder proposal (the Proposal) and statement in support thereof. *See Exhibit C.* Neither the December 10, 2023 Email nor the Proposal included a statement or documentation demonstrating beneficial ownership that satisfied any of the Ownership requirements as described in the Deficiency Notice.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) under the Exchange Act because the Proponent failed to provide the requisite proof of continuous share ownership in response to the Company’s proper request for that information.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Under The Exchange Act Because The Proponent Failed To Timely Establish The Requisite Eligibility To Submit The Proposal Despite Proper Notice.

Rule 14a-8(b)(1) under the Exchange Act provides, in part, that to be eligible to submit a proposal for an annual meeting, a stockholder proponent must satisfy one of the Ownership Requirements by having continuously held either: (i) at least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; (ii) at least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or (iii) at least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

SLB 14 specifies that when the stockholder is not the registered holder, the stockholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the stockholder may do by one of the two ways provided in Rule 14a-8(b)(2)(ii) under the Exchange Act. Further, the Staff has clarified that these proof of ownership letters must come from the

“record” holder of the proponent’s stock, and that only Depository Trust Company (“DTC”) participants are viewed as record holders of securities that are deposited at DTC. *See* SLB 14F. Rule 14a-8(f) under the Exchange Act provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8 under the Exchange Act, including the Ownership Requirements of Rule 14a-8(b) under the Exchange Act, provided that the company timely notifies the proponent of the problem, and the proponent fails to correct the deficiency within the required time. Rule 14a-8(f)(1) under the Exchange Act is extremely clear with respect to the deadline for correcting the deficiency and includes, in pertinent part, the following language (emphasis added):

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.*

Here, as established above, the Company satisfied its obligation under Rule 14a-8 under the Exchange Act by transmitting to the Proponent in a timely manner the Deficiency Notice, which specifically set forth the information and instructions listed above and attached a copy of Rule 14a-8. *See Exhibit B.* However, despite the clear explanation in the Deficiency Notice that the Proponent had to provide the requisite documentary support, the Proponent failed to provide the requisite proof of continuous share ownership to meet the Ownership Requirements of Rule 14a-8(b) under the Exchange Act within the time period specified and as required by Rule 14a-8(f)(1) under the Exchange Act.

The Proponent’s submission, the December 10, 2023 Email and the Proposal each failed to include a statement or documentation demonstrating that the Proponent satisfied any of the Ownership Requirements. The Proponent’s submission of the December 10, 2023 Email and the Proposal did not relieve the Proponent of his obligation to provide adequate proof of ownership within the 14-day time period following his receipt of the Deficiency Notice relating to the Original Proposal. Section D(3) of SLB 14F states that when a stockholder submits a revised proposal, the stockholder “must prove ownership as of the date the original proposal is submitted.” The Staff has concurred that submitting a revised proposal will not change a proponent’s obligation to provide, within 14 days of receipt of a company’s proper request for such information, proof of ownership as of the date of submission of the original proposal. In *Cheniere Energy, Inc.* (March 19, 2021), the Staff concurred with the exclusion of a proposal where the proponent attempted to restart the timeline to provide the required proof of ownership by submitting a revised proposal 54 days after receiving a timely deficiency notice and failing to respond with sufficient proof of ownership. Similarly, in *Dominion Energy, Inc.* (December 17, 2018), the Staff concurred with the exclusion of a proposal where the proponent attempted to restart the timeline to provide the required proof of ownership by submitting a revised proposal, noting that the proponent “appear[ed] to have failed to supply, within 14 days of receipt of the [c]ompany’s request, documentary support sufficiently evidencing that he satisfied the minimum

ownership requirement for the one-year period as required by rule 14a-8(b),” and noted, citing SLB 14F, “that a [stockholder] must prove ownership as of the date a proposal is first submitted and that a proponent who does not adequately prove ownership in connection with that proposal is not permitted to submit another proposal for the same meeting at a later date.” *See also Sprint Corporation* (December 13, 2019) (concurring with the exclusion of a proposal where the proponent failed to provide timely proof of ownership for a proposal and “attempted to fix this failure by resubmitting [a revised proposal]...to restart the timeline” 29 days after receipt of the company’s deficiency notice); and *Ameren Corporation* (January 12, 2017) (concurring with the exclusion of a proposal where the proponent submitted a revised proposal after failing to provide sufficient proof of ownership in response to a company’s timely deficiency notice). As with the precedents cited above, in this case, the Proponent’s submission of the Proposal in the December 10, 2023 Email does not change the fact that the Proponent failed to provide proof of ownership within 14 days of receipt of the Deficiency Notice relating to the Original Proposal.

Accordingly, and consistent with the Staff’s prior no-action letters cited above, the Proposal may be excluded pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) under the Exchange Act.

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 Saria.Tseng@monolithicpower.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (425) 296-9949.

Sincerely,



Saria Tseng
Executive Vice President, Strategic
Corporate Development, General Counsel
and Corporate Secretary

Enclosures

cc: John Chevedden
Bernie Blegen, Monolithic Power Systems
Timothy Curry, Jones Day
Joel May, Jones Day
Jeremy Cleveland, Jones Day

EXHIBIT A

From: John Chevedden <[REDACTED]>
Date: November 24, 2023 at 6:02:32 PM PST
To: MPS Investor Relations <MPSInvestor.Relations@monolithicpower.com>
Subject: Rule 14a-8 Proposal (MPWR)

Rule 14a-8 Proposal (MPWR)

Dear Ms. **Tseng**,

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

[MPWR: Rule 14a-8 Proposal, November 24, 2023]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors in order that each director stands for election at each annual meeting.

Although our management can adopt this proposal topic in one-year and one-year implementation is a best practice, this proposal allows the option to phase it in.

Classified Boards like the Universal Health Services Board have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, worth more than \$1 trillion, have adopted this important proposal topic since 2012. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value at virtually no extra cost to shareholders. Thus it was not a surprise that this proposal topic won more than 96%-support at both Centene Corporation and Teleflex in 2021.

Annual election of each director gives shareholders more leverage if the Board of Directors performs poorly. For instance if the Board of Directors approves executive pay that is excessive or is poorly incentivized shareholders can soon vote against the Board’s executive pay committee members instead of potentially waiting 3-years under the current setup.

For instance executive pay was rejected by 43% of shares in 2023 in spite of management using shareholder money for an extra promotion for the excessive executive pay that was ultimately rejected by 42% of shares when a 5% rejection is often the norm at well performing companies.

Consequently the members of the executive pay committee deserved negative votes but under the 3-year director terms at Monolithic Power Systems none of these 3 directors were on the 2023 annual meeting ballot.

However the 2 directors on the 2023 annual meeting ballot, Mr. James Moyer and Mr. Victor Lee, each received 22% in negative votes when 5% in negative votes is often the norm at well performing companies. To make matters worse Mr. Moyer at age 81 is now elected to serve until age 83 with no intervening opportunity for shareholders to vote against Mr. Moyer. Due to poor health Mr. Moyer missed 2 Board meetings which is all the worse because the Monolithic Power Systems board has only 8 members.

Please vote yes:

Elect Each Director Annually – 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(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 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.



EXHIBIT B

From: Saria Tseng <Saria.Tseng@monolithicpower.com>
Sent: Friday, December 8, 2023 3:22 PM
To: John Chevedden <[REDACTED]>
Cc: MPS Investor Relations <MPSInvestor.Relations@monolithicpower.com>
Subject: Re: Rule 14a-8 Proposal (MPWR)

Dear Mr. Chevedden,

On November 24, 2023, Monolithic Power Systems received your email regarding your intent to present a stockholder proposal at our 2024 Annual Meeting of Stockholders. I am writing to inform you that your proposal contains a procedural deficiency, as set forth in the attached letter. Your attention to this matter is requested. SEC rules require that any responses to the letter be postmarked or transmitted electronically no later than 14 days from the date of the letter.

Thank you for your continued support. If you have any questions, please do not hesitate to reach out by emailing MPSInvestor.Relations@monolithicpower.com.

Sincerely,

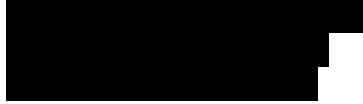
Saria Tseng



December 8, 2023

VIA EMAIL

John Chevedden



Re: Notice of Defect – Stockholder Proposal

Dear Mr. Chevedden:

On November 24, 2023, Monolithic Power Systems, Inc. (the “Company”) received your email giving notice to the Company of your intent to present a stockholder proposal (the “Proposal”) at the Company's 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The Proposal contains a procedural deficiency, as set forth below.

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provides that each stockholder proponent must submit proof of sufficient share ownership. The proposal notes that you “expect to forward a broker letter soon.” To date, the Company has not received such broker letter. Our search of the database of the Company’s registered stockholders does not indicate that you are the record owner of sufficient shares to satisfy this requirement. Accordingly, the Company has not received sufficient proof that you have satisfied Exchange Act Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company.

Rule 14a-8(b)(1)(i) under the Exchange Act provides that, in order to be eligible to submit a proposal, a stockholder proponent must have continuously held as of the submission date: (i) at least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or (ii) at least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or (iii) at least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year (in each case, the “relevant ownership threshold”). **The purpose of this letter is to notify you that you have not submitted sufficient proof of your continuous ownership of the Company’s securities under any relevant ownership threshold as required by Exchange Act Rule 14a-8(b).**

In order to establish eligibility to submit the Proposal under Rule 14a-8 (which is attached for your reference), you are required to provide the Company with documentation regarding your ownership of Company shares, or you must direct your broker or bank to send such documentation to the Company. As explained in Exchange Act Rule 14a-8(b) and in Securities and Exchange Commission (“SEC”) staff guidance (including SEC’s Staff Legal Bulletin Nos. 14F and 14L), sufficient proof may be in one of the following forms:

- (i) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted (*i.e.*, November 24, 2023), you continuously held the required share value for an applicable period of time as determined in accordance with Rule 14a-8(b)(1)(i); or

- (ii) if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the required number of Company shares as of or before the date on which the applicable eligibility period under Rule 14a-8(b)(1)(i) began, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the required number or amount of Company shares for the applicable eligibility period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your Company shares as set forth in (i) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (the “DTC”), a registered dealing agency that acts as a securities depository (the DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at the DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking the DTC's participant list, which is available at <https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf>. In these situations, stockholders need to obtain proof of ownership from the DTC participant through which the securities are held as follows:

- (i) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required share value for an applicable period of time as determined in accordance with Rule 14a-8(b)(1)(i); or
- (ii) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the Company shares are held verifying that you continuously held the required share value for an applicable period of time as determined in accordance with Rule 14a-8(b)(1)(i). You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn 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 the DTC participant that holds your Company shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that the required amount of Company shares were continuously held for the applicable time: (a) one from your broker or bank confirming your ownership and (b) the other from the DTC participant confirming the broker or bank’s ownership.

Please note that according to footnote 26 of the SEC’s Staff Legal Bulletin No. 14L, in order to determine if the proponent satisfies the relevant ownership threshold, one should look at whether, on any date within the 60 calendar days before the date the stockholder submits the proposal (*i.e.*, September 24, 2023 through November 23, 2023), the proponent’s investment is valued at the relevant ownership threshold or greater. The SEC further clarified that, for these purposes, one should determine the market value by multiplying the number of securities the stockholder continuously held for the relevant period (one year, two years or three years) by the highest selling price during the 60 calendar days before the stockholder submitted the proposal which, in this case, was \$556.43 on November 15, 2023.

The SEC’s rules require that any response to this letter, correcting the procedural deficiency described in this letter, be postmarked or transmitted electronically no later than fourteen (14) calendar days from the date you receive this letter. If you do not correct the procedural deficiency within the period set forth in the rules, the Proposal will not have been submitted in accordance with SEC rules and will not be eligible for inclusion in the proxy materials for the Annual Meeting. Please address any response to me at Monolithic Power Systems, Inc., 5808 Lake Washington Boulevard NE, Suite 400, Kirkland, WA 98033. Alternatively, you may transmit any response by email at MPSInvestor.Relations@monolithicpower.com. Once we receive the documentation, we

will be in a position to determine whether you have submitted a proposal that is eligible for inclusion in the proxy materials for the Annual Meeting.

If you have any questions with respect to the foregoing, please email MPSInvestor.Relations@monolithicpower.com.

Regards,

A handwritten signature in black ink, appearing to read "Saria Tseng". The signature is fluid and cursive, with the first name "Saria" being more prominent than the last name "Tseng".

Saria Tseng
Executive Vice President, Strategic Corporate Development,
General Counsel and Corporate Secretary

Attachment

Rule 14a-8

§ 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 anti-fraud 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

From: John Chevedden <[REDACTED]>
Date: December 10, 2023 at 4:39:32 PM PST
To: Saria Tseng <Saria.Tseng@monolithicpower.com>, MPS Investor Relations
<MPSInvestor.Relations@monolithicpower.com>
Subject: Rule 14a-8 Proposal (MPWR) Revised

Rule 14a-8 Proposal (MPWR) Revised

Dear Ms. Tseng,

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

[MPWR: Rule 14a-8 Proposal, November 24, 2023 | Revised December 10, 2023]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors in order that each director stands for election at each annual meeting.

Although our management can adopt this proposal topic in one-year and one-year implementation is a best practice, this proposal allows the option to phase it in.

Classified Boards like the Monolithic Power Systems Board have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, worth more than \$1 trillion, have adopted this important proposal topic since 2012. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value at virtually no extra cost to shareholders. Thus it was not a surprise that this proposal topic won more than 96%-support at both Centene Corporation and Teleflex in 2021.

Annual election of each director gives shareholders more leverage if the Board of Directors performs poorly. For instance if the Board of Directors approves executive pay that is excessive or is poorly incentivized shareholders can soon vote against the Board’s executive pay committee members instead of potentially waiting 3-years under the current setup.

For instance MPWR executive pay was rejected by 43% of shares in 2023 in spite of management using shareholder money for an extra promotion for the excessive executive pay that was ultimately rejected by 42% of shares when a 5% rejection is often the norm at well performing companies.

Consequently the members of the MPWR executive pay committee deserved negative votes but under the 3-year director terms at MPWR none of these 3 directors were on the 2023 annual meeting ballot.

However the 2 directors on the 2023 annual meeting ballot, Mr. James Moyer and Mr. Victor Lee, each received 22% in negative votes when 5% in negative votes is often the norm at well performing companies. To make matters worse Mr. Moyer at age 81 is now elected to serve until age 83 with no intervening opportunity for shareholders to vote against Mr. Moyer. Due to poor health Mr. Moyer missed 2 Board meetings which is all the worse because the Monolithic Power Systems board has only 8 directors.

Please vote yes:

Elect Each Director Annually – 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**

JOHN CHEVEDDEN

January 9, 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
Monolithic Power Systems, Inc. (MPWR)
Elect Each Director Annually
John Chevedden
No reference number provided by the Company

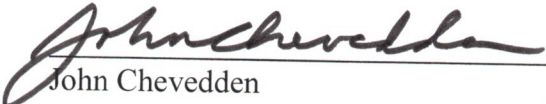
Ladies and Gentlemen:

This is a counterpoint to the January 9, 2024 no-action request.

Management claims, probably for the first time ever in a no action request, that one deficiency letter can obligate the proponent to provide 2 broker letters.

The initial proposal was submitted on November 24, 2023 and a slightly revised proposal was submitted on December 10, 2023 to correct a typo. The sole deficiency letter was dated December 8, 2023. The broker letter was dated December 15, 2023.

Sincerely,



John Chevedden

cc: Bernie Blegen



January 11, 2024

VIA STAFF ONLINE PORTAL

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

Re: *Monolithic Power Systems, Inc.*
Withdrawal of No-Action Request dated January 9, 2024

Ladies and Gentlemen:

We refer to our letter, dated January 9, 2024 (the “**No-Action Request**”), pursuant to which Monolithic Power Systems, Inc. (the “**Company**”) requested, pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, that the Staff of the Division of Corporation Finance of the Securities and Exchange Commission concur with the Company’s view that the Company may exclude the shareholder proposal (the “**Proposal**”) submitted by John Chevedden, from the Company’s proxy statement and form of proxy for its 2024 Annual Meeting of Stockholders (collectively, the “**2024 Proxy Materials**”).

The Company hereby withdraws the No-Action Request and asserts that it will include the Proposal in the 2024 Proxy Materials. If you have any questions with respect to this matter, please do not hesitate to contact the undersigned by phone at (425) 296-9949 or by email at Saria.Tseng@monolithicpower.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Saria Tseng", is written over a light blue horizontal line.

Saria Tseng
Executive Vice President, Strategic
Corporate Development, General Counsel
and Corporate Secretary

cc: John Chevedden
Bernie Blegen, Monolithic Power Systems
Timothy Curry, Jones Day
Joel May, Jones Day
Jeremy Cleveland, Jones Day