



April 16, 2025

VIA ELECTRONIC SUBMISSION

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

Re: NIKE, Inc.
Request to Exclude the Shareholder Proposal of Christian Kunisch

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), NIKE, Inc., an Oregon corporation (the “Company”), hereby gives notice of its intention to exclude from the proxy statement and form of proxy for the Company’s 2025 Annual Meeting of Shareholders (together, the “2025 Proxy Materials”) a shareholder proposal (including its supporting statement, the “Proposal”) received from Christian Kunisch (the “Proponent”). The full text of the Proposal is attached as Exhibit A.

The Company believes it may properly exclude the Proposal from the 2025 Proxy Materials for the reasons discussed below. The Company respectfully requests confirmation that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2025 Proxy Materials.

This letter, including the exhibit hereto, is being submitted electronically to the Staff at shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), the Company has filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission. A copy of this letter has been sent to the Proponent via email as notification of the Company’s intention to exclude the Proposal from the 2025 Proxy Materials.

THE PROPOSAL

The resolution included in the Proposal reads as follows:

*****Proposed Resolution:*****

1. *****Dedicated Claims Team:***** Establish a specialized team to handle claims more efficiently and transparently, especially for international purchases.

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2. ***Enhanced Systems:** Implement better tracking and case management tools to reduce redundancies and improve coordination.*
3. ***Accountability Measures:** Provide customers with a single point of contact for claims and clear timelines for resolution.*
4. ***Shareholder Reporting:** Include customer service metrics and resolution times in the annual shareholder report to track progress and accountability.*

BASIS FOR EXCLUSION

The Company believes that the Proposal may be properly excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and Rule 14a-8(i)(4) because the Proposal is designed to redress a personal grievance of the Proponent.

ANALYSIS

The Proposal may be excluded under Rule 14a-8(i)(7) because it relates to the Company's ordinary business operations and seeks to micromanage the Company.

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal that “deals with a matter relating to the company’s ordinary business operations.” According to the Commission, the term “ordinary business” in this context “refers to matters that are not necessarily ‘ordinary’ in the common meaning of the word,” but instead “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”). In the 1998 Release, the Commission outlined two central considerations for determining whether the ordinary business exclusion applies: (1) whether the subject matter of the proposal relates to a matter that is “so fundamental to management’s ability to run a company on a day-to-day basis that [it] could not, as a practical matter, be subject to direct shareholder oversight”; and (2) “the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” The Staff recently reaffirmed that whether a proposal deals with a matter relating to a company’s ordinary business operations is “made on a case-by-case basis, taking into account factors such as the nature of the proposal and the circumstances of the company to which it is directed.” See Staff Legal Bulletin No. 14M (February 12, 2025) (“SLB 14M”).

The subject matter of the Proposal relates to the Company’s customer relations and handling of customer claims, which is a matter that is fundamental to management’s ability to run the Company on a daily basis, and does not raise any broader policy issue.

The Proposal relates to the Company’s procedures and policies for handling day-to-day customer relations matters, including customer claims related to its products. As the largest seller of athletic footwear and apparel in the world, the Company serves millions of customers each year and its communications, dealings and relationships with those customers regarding its products is a core aspect of its day-to-day operations.

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The Staff has consistently held that proposals concerning a company's customer relations, including, specifically, its procedures for handling customer issues with respect to its products, relate to a company's ordinary business operations and, accordingly, may be excluded pursuant to Rule 14a-8(i)(7). *See, e.g., AT&T Corp.* (Feb. 8, 1998) (permitting exclusion of a proposal requiring the company to adopt certain procedures for responding to customer complaints and suggestions, including providing customers with the mailing address and toll-free telephone number of the relevant office in a written response, because the proposal was "directed at matters relating to the conduct of the Company's ordinary business operations (i.e., the procedures for handling customer complaints and suggestions)."); *Houston Industries, Inc.* (March 1, 1999) (permitting exclusion of a proposal recommending that the company respond to customer complaints within 10 business days because the proposal "relat[ed] to its ordinary business operations (i.e., the procedures for handling customer complaints)."); *Marriott International, Inc.* (March 16, 2011) (permitting exclusion of a proposal requesting the company establish an internal ombudsman position and advisory committee to review customer complaints and communicate customer issues because "the proposal requests certain measures to address concerns that customers have with the company [and p]roposals concerning customer relations are generally excludable under Rule 14a-8(i)(7)".); *Deere & Co.* (Nov. 30, 2000) (permitting exclusion of a proposal requesting the creation of a customer satisfaction review committee to review customer complaints regarding the company's products because the proposal "relat[ed] to its ordinary business operations (i.e., customer relations)."); *The Goodyear Tire and Rubber Company* (January 28, 1991) (permitting exclusion of a proposal requesting the creation of an independent board committee to study the handling of customer and shareholder complaints and executive inquiries because the proposal "deal[t] with a matter relating to the conduct of the ordinary business operations of the Company (i.e., customer and shareholder relations and the evaluation of management conduct)."); *General Motors Corp.* (Feb. 13, 1979) (permitting exclusion of a proposal requesting the creation of a consumer relations department within the company to handle consumer complaints and questions because the proposal "deal[t] with a matter relating to the conduct of the ordinary business operations of the issuer (i.e., consumer relations).").

Like the proposals described above, this Proposal seeks to require the Company to adopt specific procedures for handling customer claims related to its products. As the world's leading designer, marketer and seller of athletic products, the Company's decisions as to how to address and respond to customer claims, inquiries and suggestions regarding its products are "so fundamental to management's ability to run [the C]ompany on a day-to-day basis that they [can] not, as a practical matter, be subject to direct shareholder oversight." *See* 1998 Release. Thus, consistent with these precedents, because the Proposal relates to the Company's customer relations and procedures for handling customer issues, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

The Company acknowledges that the Staff may make exceptions to the ordinary business exclusionary rule for proposals that "focus on sufficiently significant social policy issues" that "transcend the day-to-day business matters." *See* 1998 Release. However, this exclusionary rule does not apply in this case because the Proposal does not raise, and the Proponent does not suggest that the Proposal is intended to raise, any social policy issue.

The Proposal seeks to micromanage the Company's business by calling on the Company to undertake specific research, development and marketing activities.

The Proposal is also excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company's decisions with respect to its customer relations and handling of customer claims "by probing too deeply into matters of a complex nature upon which shareholders, as a group, [are not] in a position to make an informed judgment." *See* 1998 Release. The Staff has explained that the micromanagement prong of Rule 14a-8(i)(7) "rests on an evaluation of the manner in which a proposal seeks to address the subject matter raised, rather than the subject matter itself" and that the Staff "look[s] to whether the proposal seeks intricate detail or imposes a specific strategy, method, action, outcome or timeline for addressing an issue, thereby supplanting the judgment of management and the board." *See* Staff Legal Bulletin No. 14K (October 16, 2019), as reinstated by SLB 14M.

The Proposal seeks to dictate the Company's procedures and policies for reviewing and communicating with customers and shareholders regarding product-related claims, including by requiring that all such claims be reviewed by a singular, specialized "Dedicated Claims Team", that customers be given specific information about their claims, including a single point of contact for updates/inquiries and clear timelines for resolution, and that shareholders receive certain "customer service metrics and resolution times" in the Company's annual shareholder report to enable them to "track progress and accountability."

Decisions about the Company's choice of procedures and policies for handling customer claims relating to its products, including how to review, manage and communicate those procedures to customers, are multifaceted and require management to evaluate complex issues regarding the Company's customer relations. Building deep personal customer connections and delivering compelling customer experiences and products has always been one of the keys to the Company's success. To this end, the Company has gone to great lengths to develop appropriate customer service procedures and communications to handle product-related issues and assure customer satisfaction, taking into account the Company's business, operations, strategies and resources. Yet the Proposal seeks to override these thoughtfully determined procedures by mandating a specific method that the Company must utilize to review any customer claims related to its products as well as specific disclosures that the Company must make to customers and shareholders in connection with such claims. The Proposal thus impermissibly seeks to replace management's informed and reasoned judgments with respect to the Company's customer relations and its handling of product-related claims. *See, e.g., Amazon.com Inc.* (Jan. 18, 2018) (permitting exclusion for micromanagement purposes of a proposal that sought to impose a specific method for the company to list its products on its website and specific disclosures to provide to customers about certain products). Accordingly, because the Proposal seeks to micromanage the Company's ordinary business decisions regarding its procedures for handling customer claims related to its products, the Proposal may be excluded under Rule 14a-8(i)(7).

The Proposal may be excluded under Rule 14a-8(i)(4) because it is designed to redress the Proponent's personal grievance against the Company.

Rule 14a-8(i)(4) permits the exclusion of a shareholder proposal that is designed to redress a personal grievance against the company or to further a personal interest of the proponent that is not shared by other shareholders at large. The policy underlying Rule 14a-8(i)(4) is to ensure that the shareholder proposal process is not "abused by proponents attempting to achieve

personal ends that are not necessarily in the common interest of the [company's] shareholders generally." Exchange Act Release No. 34-20091 (Aug. 16, 1983).

The Commission has confirmed that even proposals phrased in broad terms that "might relate to matters which may be of general interest to all security holders" may be excluded under Rule 14a-8(i)(4) "if it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." Exchange Act Release No. 19135 (Oct. 14, 1982). For example, the Staff has consistently concurred in the exclusion of proposals that included facially neutral resolutions that arguably may be of interest to shareholders generally when the facts demonstrated that the proposal's true intent was to redress a personal claim or grievance or further a personal interest. *See, e.g., State Street Corp.* (Jan. 5, 2007) (permitting exclusion of a proposal requesting that the company separate the positions of CEO and board chair when brought by a former employee after he was ejected from the company's previous annual meeting for disruptive conduct and engaged in a lengthy campaign of public harassment against the company and its CEO/chair); *International Business Machines Corp.* (Jan. 31, 1995) (permitting exclusion of a proposal requesting that the company institute an arbitration mechanism to settle customer complaints when brought by a customer who had an ongoing complaint against the company).

Although this Proposal's title and resolution is phrased in terms that "might relate to matters which may be of general interest to all security holders" (i.e., "Enhancing Customer Service and Claims Processing Efficiency"), it is clear from the rest of the Proposal that the Proponent is attempting to use the shareholder proposal process as a tactic to redress a personal grievance against the Company related to his recent experience with the Company's claims processing procedures.

In fact, the Proposal makes a number of direct references to the Proponent's personal grievance, explaining in the first person the Proponent's experience in submitting a customer claim. For example, in the "Background" section of the Proposal, the Proponent explains that, on October 4, 2024, "I personally initiated a customer claim for a defective product." Moreover, in the "Key Issues Identified" section, the Proponent outlines the various issues the Proposal is designed to resolve, all of which are based on the Proponent's personal displeasure with the processing of his claim. The Proponent also expresses his general frustration with the process, saying "Cases like mine create dissatisfaction". The Proposal's resolution clause then goes on to request the specific actions that the Proponent wishes the Company had taken in response to his own claim.

In sum, the text of the Proposal makes clear that the Proponent has submitted this Proposal because he is not satisfied with the processing of his recent product return claim. Rule 14a-8(i)(4) was promulgated "because the Commission does not believe that an issuer's proxy materials are a proper forum for airing personal claims or grievances." Exchange Act Release No. 12999 (Nov. 22, 1976). As such, and consistent with the precedents described above, the Proposal may be excluded under Rule 14a-8(i)(4) because "it is clear from the facts presented . . . that the [P]roponent is using the [P]roposal as a tactic designed to redress a personal grievance."

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CONCLUSION

The Company respectfully requests that the Staff concur that the Proposal may be excluded from the 2025 Proxy Materials for the reasons described above.

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Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact Mary Hunter, Vice President, Corporate Secretary and Governance and Securities Counsel of NIKE, Inc. at (971) 770-9240. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Mary Hunter". The signature is written in black ink and includes a long, sweeping horizontal stroke at the end.

Mary Hunter, Vice President, Corporate Secretary
and Governance and Securities Counsel

Attachment

EXHIBIT A
THE PROPOSAL

From: [REDACTED]
To: [shareholder.proposals](#)
Subject: [External] Improvement of Customer Service and Claims Processing Efficiency
Date: Wednesday, January 15, 2025 11:56:23 PM

This Message Is From an External Sender

This message came from outside of Nike. To report this message as suspicious, please use the "Report Phishing" button in your home tab.

Dear Corporate Secretary,

As a shareholder of NIKE, Inc., I am writing to formally submit a proposal for consideration at the 2025 annual meeting of shareholders. My proposal seeks to address an area of customer service improvement, which I believe aligns with NIKE's values and can enhance both customer satisfaction and shareholder value.

****Proposal: Enhancing Customer Service and Claims Processing Efficiency****

****Background:****

On ****October 4, 2024****, I personally initiated a customer claim for a defective product purchased at the Nike Chicago Store. Despite complying with all requirements—returning the product, submitting receipts, and providing detailed documentation—my case remained unresolved for over ****104 days****. This delay reflects inefficiencies in customer service and claims processing, which risk damaging the company's reputation and customer loyalty.

****Key Issues Identified:****

- **Inconsistent Communication:**** Multiple requests for the same documents, indicating poor internal coordination.
- **Excessive Delays:**** Over 100 days without resolution for a straightforward defective product claim.
- **Lack of Transparency:**** No clear updates or access to a dedicated claims team.
- **Customer Frustration:**** Cases like mine create dissatisfaction, negatively impacting brand loyalty and potentially driving customers away.

****Proposed Resolution:****

- **Dedicated Claims Team:**** Establish a specialized team to handle claims more efficiently and transparently, especially for international purchases.
- **Enhanced Systems:**** Implement better tracking and case management tools to reduce redundancies and improve coordination.
- **Accountability Measures:**** Provide customers with a single point of contact for claims and clear timelines for resolution.
- **Shareholder Reporting:**** Include customer service metrics and resolution times in the annual shareholder report to track progress and accountability.

****Expected Benefits:****

1. ****Improved Brand Loyalty:**** Customers who experience smooth resolutions are more likely to remain loyal to the brand.
2. ****Operational Efficiency:**** Reducing redundancies and delays will save time and resources.
3. ****Reputation Management:**** A commitment to customer satisfaction reinforces NIKE's position as a leader in the retail industry.
4. ****Shareholder Confidence:**** Demonstrating accountability and responsiveness enhances shareholder trust.

****Supporting Statement:****

As a shareholder and long-term Nike customer, I have a vested interest in ensuring that the company continues to lead in both innovation and customer experience. The current gaps in customer service risk undermining Nike's reputation and profitability. Addressing these issues aligns with the company's commitment to excellence and will positively impact all stakeholders.

I trust this proposal will be given due consideration, as it is both practical and aligned with Nike's values. Should you require further information or clarification, I am available to discuss this in detail.

Thank you for your time and attention to this matter.

Sincerely,
Christian Kunisch