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

DIVISION OF
CORPORATION FINANCE

March 12, 2024

Bryan K. Brown
Jones Day

Re: West Pharmaceutical Services, Inc. (the "Company")
Incoming letter dated March 11, 2024

Dear Bryan K. Brown:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by James McRitchie for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Company withdraws its December 22, 2023 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: James McRitchie

JONES DAY

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DIRECT NUMBER: 8322393875

BKBROWN@JONESDAY.COM

December 22, 2023

VIA E-MAIL

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

RE: West Pharmaceutical Services, Inc.
Stockholder Proposal of James McRitchie
Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). West Pharmaceutical Services, Inc., a Pennsylvania corporation, (the "Company"), received a letter which included a written statement from Mr. James McRitchie (the "Proponent") dated November 8, 2023 and a shareholder proposal (the "Proposal") for inclusion in the proxy materials for the Company's 2024 Annual Meeting of Shareholders (the "2024 Proxy Materials").

The Company hereby advises the staff of the Division of Corporation Finance (the "Staff") that it intends to exclude the Proposal from its 2024 Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(i)(10).

By copy of this letter, we are advising the Proponent of the Company's intention to exclude the Proposal. In accordance with Rule 14a-8(j) and Staff Legal Bulletin No. 14D, we are submitting by electronic mail (i) this letter, which sets forth our reasons for excluding the Proposal; and (ii) the Proponent's correspondence submitting the Proposal.

Pursuant to Rule 14a-8(j), 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

- simultaneously sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent, or the representative of the Proponent on his behalf, 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) and SLB 14D.

I. The Proposal

The Proposal states:

> Shareholders request the Board of Directors adopt and disclose a policy stating how it will exercise its discretion to treat shareholders' nominees for board membership equitably and avoid encumbering such nominations with unnecessary administrative or evidentiary requirements.

II. Basis for Exclusion

As discussed below, the Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company's existing policies and procedures substantially implement the Proposal, as there is no inequity between the requirements placed on shareholder nominated candidates and Board nominated candidates.

A. Rule 14a-8(i)(10)

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. In explaining the scope of a predecessor to Rule 14a-8(i)(10), the Commission said that the exclusion is "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." *Exchange Act Release No. 12598* (Jul. 7, 1976) (discussing the rationale for adopting the predecessor to Rule 14a-8(i)(10), which permitted exclusion where "the proposal has been rendered moot by the actions of the management"). At one time, the Staff

interpreted the predecessor rule narrowly, considering a proposal to be excludable only if it had been "'fully' effected" by the company. *See Exchange Act Release No. 19135 at § II.B.5.* (Oct. 4, 1982). By 1982, however, the Commission recognized that the Staff's narrow interpretation of the predecessor rule "may not serve the interests of the issuer's security holders at large and may lead to an abuse of the security holder proposal process," in particular by enabling proponents to argue "successfully on numerous occasions that a proposal may not be excluded as moot in cases where the company has taken most but not all of the actions requested by the proposal." *Id.* Accordingly, the Commission proposed in 1982 and adopted in 1983 a revised interpretation of the rule to permit the omission of proposals that had been "substantially implemented." *See Exchange Act Release No. 20091 at § II.E.6.* (Aug. 16, 1983) (indicating that the Staff's "previous formalistic application of" the predecessor rule "defeated its purpose" because the interpretation allowed proponents to obtain a shareholder vote on an existing company policy by changing only a few words of the policy in the proposal). The Commission later codified this revised interpretation in *Exchange Act Release No. 40018* at n.30 (May 21, 1998). Thus, when a company has already taken action to address the underlying concerns and essential objectives of a shareholder proposal, the proposal has been "substantially implemented" and may be excluded. *See, e.g., Cisco Systems, Inc.* (Sept. 27, 2023); *Texas Pacific Land Corp.* (Sept. 5, 2023); *Anavex Life Sciences Corp.* (May 2, 2023); *Best Buy Co., Inc.* (April 12, 2023); *Edison International* (Feb. 23, 2022); *Starbucks Corporation* (Jan. 19, 2022); *General Mills, Inc.* (Aug. 6, 2021).

Applying this standard, the Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (March 28, 1991). Further, the Staff has consistently allowed companies to exclude shareholder proposals requesting that shareholders be accorded certain rights where the company has already provided for the rights on substantially similar terms. For example, in *Bank of America Corp.* (Dec. 15, 2010), the Staff agreed that the company had substantially implemented a proposal requesting that the board amend the company's governing documents to give holders of 10% of the company's stock the power to call a special meeting, where the board had adopted a bylaw giving holders of at least 10% of the company's stock the power to call a special meeting but imposing additional requirements not outlined in the proposal. The additional requirements included, among others, that shareholders requesting a special meeting submit a statement regarding the purpose of the meeting, signed by shareholders owning the requisite number of shares, as well as documentary evidence of each submitting shareholder's record and beneficial ownership of company stock. *See also Eli Lilly and Co.* (Jan.8, 2018) (permitting exclusion of a proposal requesting that the board take steps to eliminate all voting requirements in the company's charter and bylaws requiring greater than a simple majority when the company had already proposed for shareholder approval amendments removing all supermajority voting requirements); *Korn/Ferry International* (July 6, 2017) (permitting exclusion of a proposal that sought to eliminate supermajority voting provisions from the company's certificate of incorporation and bylaws where the company planned to provide

shareholders an opportunity to approve amendments to the certificate of incorporation to replace the supermajority voting provisions with a majority of outstanding shares voting standard).

B. The Company's Existing Shareholder Nomination Policies, Practices and Procedures Compare Favorably with the Guidelines of the Proposal

The Proposal requests that the Company's Board of Directors ("Board") adopt a policy that states how the Board will exercise its discretion to assure that shareholder nominees for election to the Board are treated equitably and that shareholder nominations are not subject to unnecessary administrative or evidentiary requirements. The underlying concerns and essential objectives of the Proposal therefore relate to the manner in which the Board considers candidates for election to the Board, particularly how the Board considers candidates recommended or nominated by a shareholder as compared to candidates recommended by others (e.g., the Board or an executive officer of the Company). The Proposal seeks to ensure that the Board, to the extent that its consideration of candidates recommended or nominated by shareholders involves the exercise of discretion, treats those candidates "equitably" and does not subject them (or the nominating shareholder) to "unnecessary" procedural hurdles to which other candidates are not subject.

The Company's governing documents provide for two ways in which shareholders may recommend nominees for election to the Board. First, the Company's Amended and Restated Bylaws (the "Bylaws") contain an "advance notice" provision establishing procedures a shareholder must follow to nominate opposition candidates pursuant to a separate proxy solicitation, or "proxy contest," including nominations that are intended to share the Company's proxy card under the SEC's "universal proxy" rules set forth in Rule 14a-19. And second, the Bylaws establish procedures for shareholders to nominate candidates for inclusion in the Company's proxy statement, in opposition to the Board's nominees, in a process known as "proxy access."

As discussed below, for both of these means of proposing candidates for election to the Board, the Company's existing policies and procedures already provide for equitable treatment of shareholder nominees as compared to Board nominees. The methods provided are not intended to handicap shareholder nominees, but rather they are carefully designed to ensure that the Board will have the necessary information to exercise its fiduciary duties in reviewing any candidate proposed, regardless of the proposer. Further, they do not impose "unnecessary" burdens on shareholders or their nominees, and the requirements are no more burdensome on shareholder nominees than the requirements are on Board nominees. Moreover, the requirements a shareholder must meet to nominate a candidate are almost entirely procedural, and there is very little "discretion" the Board may exercise in connection with a shareholder's compliance with those requirements. Lastly, adoption of a "policy" addressing how the Board will exercise discretion to assure "equitable treatment" and avoid "unnecessary" requirements would therefore

be meaningless, because the requirements, which reflect the Board's view of fair, reasonable and equitable processes for shareholder nominations, are already set forth in the Bylaws, and adoption of those processes is where the Board's discretion ended. Therefore, Mr. McRitchie's proposal has already been substantially implemented.

Qualifications to Serve on the Board

The criteria a nominee must satisfy to be considered for election to the Board are set forth in the Company's Corporate Governance Principles and are the same for all candidates, regardless of by whom nominated. The Corporate Governance Principles establish Board Membership Criteria consisting of appropriate skills and characteristics required of persons serving on the Company's Board. The Board's assessment of Board candidates includes, but is not limited to, consideration of: (i) high standards of integrity, commitment and independence of thought and judgment; (ii) whether the candidate contributes to an overall a range of talent, skill and expertise sufficient to provide sound and prudent guidance with respect to all of the Company's operations and interests, which may include experience at senior levels of public companies, leadership positions in the healthcare or public-health fields, science or technology backgrounds and financial expertise; (iii) confidence and a willingness to express ideas and engage in constructive discussion with other Board members, Company management and all relevant persons; (iv) the ability to devote sufficient time, energy and attention to the affairs of the Company; (v) the ability to actively participate in the decision-making process, make difficult decisions in the best interest of the Company and its shareholders, and demonstrate diligence and faithfulness in attending Board and committee meetings; and (vi) whether the candidate is free of any conflict of interest that would impair the candidates' ability to fulfill the duties of a member of the Board of Directors.

These criteria apply equally and consistently to all Board members and nominees, regardless of who recommended or nominated them, and the Board has no discretion to apply different criteria in assessing a shareholder proposed candidate's eligibility to serve in comparison to a Board proposed candidate. Therefore, these criteria do not create any inequity between shareholder nominated candidates and Board nominated candidates and Mr. McRitchie's proposal has already been substantially implemented in regard to qualifications to serve on the board.

Process for Nominating a Candidate for Inclusion in Company's Proxy Statement

The Company has a "proxy access" bylaw pursuant to which a shareholder, or a group of up to 20 shareholders, continuously owning for three years at least three percent of the Company's shares of common stock may nominate and include in the Company's proxy materials up to the greater of two directors and 20 percent of the number of directors currently serving, if the shareholder(s) and nominee(s) satisfy the requirements set forth in Section 8 of Article I of the Bylaws.

The Company's proxy access bylaw contains customary provisions regarding the procedures to be followed by nominating shareholders, including notice, information and timing requirements. However, none of these provisions provides for the exercise of "discretion" by the Board, other than to assure that the specified procedures are followed in the technical manner prescribed by the Bylaws. The Board had "discretion" in determining an equitable process for proxy access when it contemplated and adopted the proxy access bylaw itself. Now, the Board's role is almost entirely non-discretionary, involving oversight of compliance with the bylaw's requirements. If the Proponent believes the proxy access bylaw imposes unnecessary burdens (which, as this letter addresses, is not the case), the Board cannot adopt a "policy" to exercise discretion not to require compliance with the bylaw. In any case, it is evident from the Board's adoption of the bylaw that the Board does not believe that the bylaw imposes inequitable or unnecessary burdens, and the bylaw is squarely in line with the market standard adopted by other large-cap public companies. Far from being "unnecessary," the bylaw's procedural and informational requirements are needed to provide the Company and its shareholders with the facts required to evaluate the shareholder's eligibility to submit the nomination and the nominee's skills, experiences, independence and ability to serve, and to prepare the disclosures the Company must include in its proxy statement.

Process for Nominating Candidate in Contested Solicitation

Additionally, the Company has an "advance notice" bylaw pursuant to which shareholders may nominate directors at an annual meeting of shareholders or at a special meeting at which directors are to be elected in accordance with the notice of meeting. The advance notice provision, which is set forth in Section 7 of Article I of the Bylaws, also contains notice, informational and timing requirements for shareholder nominations, including requirements for shareholders who intend to utilize a "universal proxy" under Rule 14a-19 to solicit proxies in support of nominees other than the Company's nominees. The advance notice provision is carefully calibrated to strike a balance between providing a fair process by which shareholders may nominate director candidates at a meeting and ensuring that the Board and other shareholders have sufficient information about the candidates and nominating shareholders to properly evaluate the candidacy. Additionally, this provision does not create an inequitable burden on Shareholder nominees as compared to Board nominees, as Section B (2) of the Company's Corporate Governance Principles places similar level of oversight regarding Board nominated candidates. Lastly, as with the proxy access bylaw, the Board's exercise of discretion occurred when it considered and adopted the advance notice bylaw, and the bylaw itself reflects the Board's determination that it establishes equitable procedures for shareholder nominations without imposing unnecessary burdens. No statement of "policy" regarding the Board's application of the bylaw would add any additional insight into how the bylaw will work in practice, and, thus, Mr. McRitchie's proposal has already been substantially implemented.

The advance notice bylaw does accord the Board a limited degree of "discretion" regarding the information a shareholder or nominee must provide to satisfy the bylaw's nomination requirements. Specifically, Section 7(d) of Article I of the Bylaws provides that the Company may require as a condition to any such nomination, "such other information reasonably required by the Secretary of the Company, the Board of Directors or any duly authorized committee thereof, acting in good faith, to determine compliance with these Bylaws by each Proposing Person or Prospective Nominee." However, this discretion is similar to the level of discretion held against Board nominated candidates by the Nominating and Corporate Governance Committee, which "employs a screening process that includes personal interviews, reference checks and background checks." In fact, if anything, the screening process for Board nominated candidates is more burdensome than the requirements for shareholder nominated candidates, given that these requirements are mandatory for Board nominees but only permissible for shareholder nominees. Therefore, there is no inequity that favors Board nominees; and Mr. McRitchie's proposal has already been substantially implemented.

Additionally, the bylaw merely allows the Company to ask for additional information relating to the determination the Board must make regarding a nominee's compliance with the bylaws. To the extent that the Board has discretion in requesting information from a nominating shareholder, the bylaw makes clear that the discretion may be exercised only for specific and limited purposes. Those limitations are the "policy" that explains how the Board may exercise its discretion. No additional statement of policy, as requested by the Proposal, would add anything to what the Company and the Bylaws have already said, which have already been substantially implemented.

The Supporting Statement

As discussed above, the Company's existing policies and disclosures already state how the Board will "exercise its discretion to treat shareholders' nominees for board membership equitably," as the Proposal requests. In addition, the informational and procedural requirements applicable to shareholder nominations set forth in the proxy access and advance notice provisions of the Bylaws are not "unnecessary" – they are modest, reasonable, and equitable requirements for ensuring that the Board can perform necessary and appropriate due diligence and allow the Company to meet its SEC disclosure obligations.

The Proposal's supporting statement lists five examples of common advance notice bylaw provisions which the Proponent believes the Company should consider repealing as inconsistent with the Proposal "unless legally required." Though four of these provisions appear in the Company's Bylaws, they apply equally to shareholder-nominated and Board-nominated

candidates or are standard requirements necessary to elicit information material to the Company's other shareholders.

The first of these five provisions requires nominating shareholders to be shareholders of record, rather than beneficial owners. This requirement is neither inequitable nor unnecessary. Beneficial holders may request (through their bank or broker, or the Company's transfer agent) to become record holders at any time. This is a standard requirement that is calibrated to facilitate an orderly, efficient process and avoid potential concerns about a nominating shareholder's ownership stake in the Company.

The second provision is a requirement that shareholder nominees submit questionnaires regarding their background and qualifications. The Company requires all director nominees, including Board-nominated candidates, to complete the same questionnaire as a matter of course, and therefore this provision is both tailored to provide necessary information about the director candidates and "equitable" because it applies equally to all candidates.

The third provision would repeal any advance notice bylaw that requires "Nominees to submit to interviews with the Board or any committee thereof." While shareholder nominated candidates may be interviewed in accordance with the Bylaws, Board nominated candidates are interviewed as part of a standard screening process. Therefore, if anything, the screening process for Board nominated candidates is more burdensome than the requirements for shareholder nominated candidates, given that these requirements are mandatory for Board nominees but only permissible for shareholder nominees. Therefore, there is no inequity that favors Board nominees; and Mr. McRitchie's proposal has already been substantially implemented. Accordingly, the interview requirement does not create any inequity that disfavors shareholder nominated candidates.

Fourth, the supporting statement recommends repealing any advance notice provision that requires "Shareholders or nominees provide information that is already required to be publicly disclosed under applicable law or regulation." The Bylaws require nominating shareholders to submit "any other information relating to such Proposing Person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors in a contested election pursuant to Section 14 of the Exchange Act" as well as "any other information that would be required to be set forth in a Schedule 13D filed pursuant to Rule 13d-1(a) under the Exchange Act or an amendment pursuant to Rule 13d-2(a) under the Exchange Act if such a statement were required to be filed under the Exchange Act by such Proposing Person." Far from being "unnecessary," this information is reasonably designed to provide the Company with the facts it needs to assess candidates' satisfaction of the Board Membership Criteria and to comply with its disclosure obligations under the federal securities laws. These requirements are not unduly burdensome, given that the

nominating shareholder would already have assembled and disclosed the same information under other applicable laws.

Finally, the supporting statement requests that the Company repeal any advance notice provision that contains "Excessive or inappropriate levels of disclosure regarding nominees eligibility to serve on the Board, the nominees' background, or experience." However, as stated above, the Company requires all nominees to provide information, including a questionnaire, about their eligibility to serve, background and experience. In that respect, none of the requirements contained in the Bylaws about such items are excessive or inappropriate, or prejudice a shareholder-nominated director in comparison to a Board nominee.

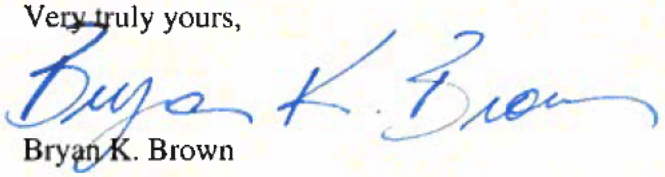
Because the Company's existing policies and procedures for shareholder nominations (i) already treat shareholder nominees equitably with nominees submitted from other parties, (ii) limit the amount of discretion the Board may exercise in refereeing the shareholder nomination process and (iii) do not encumber shareholder nominations with "unnecessary administrative or evidentiary requirements," the Company has addressed the underlying concerns and essential objectives of the Proposal and the Proposal has been "substantially implemented" and may be excluded from the 2024 Proxy Materials.

III. Conclusion

Based upon 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 2024 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Proposal has been substantially implemented.

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response she may choose to make to the Staff, pursuant to Rule 14a-8(k).

Very truly yours,



Bryan K. Brown

cc: Kimberly B. MacKay
Ryan Metz
David A. Grubman
James McRitchie

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

West Pharmaceutical Services, Inc.
530 Herman O. West Drive
Exton, PA 19341
Attention: Corporate Secretary
(610) 594-3319

Dear Ms. Kimberly B. MacKay or current Corporate Secretary:

I am submitting the attached shareholder proposal, which I support, for a vote at the next annual shareholder meeting requesting West Pharmaceutical Services (WST), **Fair Treatment of Shareholder Nominees.** I pledge to continue to hold the required amount of stock until after the date of that meeting.

I will meet Rule 14a-8 requirements, including the continuous ownership of the required stock value until after the date of the next shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. I am available to meet with the Company representative via phone on November 22, at 7:00 am or 7:30 am Pacific or at any time on any day that is mutually convenient.

I am delegating John Chevedden to act as my agent to present this proposal at the forthcoming shareholder meeting if I am unavailable to do so myself. Please copy John Chevedden PII PII in future communications.

Avoid the time and expense of filing a deficiency letter to verify ownership by acknowledging receipt of my proposal promptly by emailing PII. That will prompt me to request the required letter from my broker and submit it to you.

Per SEC SLB 14L https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals, Section F, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." As stated above, I so request.

Sincerely,

James McRitchie

November 8, 2023

Date

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

Proposal [4*] – Fair Treatment of Shareholder Nominees

Resolved

Shareholders request the Board of Directors adopt and disclose a policy stating how it will exercise its discretion to treat shareholders' nominees for board membership equitably and avoid encumbering such nominations with unnecessary administrative or evidentiary requirements.

Supporting Statement

In the view of the proponent, the Board should consider exercising its discretion under the proposed policy toward ensuring that paperwork requirements governing the nomination and election of directors should generally treat shareholder and Board nominees equitably; requirements regarding endorsements and solicitations should not unnecessarily encumber the nomination process.

Consideration should also be given under the policy to repealing any advance notice bylaw provisions imposing additional requirements inconsistent with this proposal, such as those requiring:

- Nominating shareholders be shareholders of record, rather than beneficial owners;
- Nominees submit questionnaires regarding background and qualifications (other than as required in the Company's certificate of incorporation or bylaws);
- Nominees submit to interviews with the Board or any committee thereof;
- Shareholders or nominees provide information that is already required to be publicly disclosed under applicable law or regulation; and
- Excessive or inappropriate levels of disclosure regarding nominees' eligibility to serve on the Board, the nominees' background, or experience.

The legitimacy of Board power to oversee the executives of West Pharmaceutical Services (Company) rests on the power of shareholders to elect directors:[1] [T]he unadorned right to cast a ballot in a contest for [corporate] office . . . is meaningless without the right to participate in selecting the contestants... To allow for voting while maintaining a closed candidate selection process thus renders the former an empty exercise."[2]

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[1] https://ssrn.com/abstract=4565395
[2] https://casetext.com/case/durkin-v-national-bank-of-olyphant

Burdening shareholder nominees can entrench incumbent directors and management. Laws and regulations overseen and enforced by the U.S. Securities and Exchange Commission, a neutral third party, ensure shareholders have pertinent information on nominating shareholders and nominees before executing proxies,[3]

Advance notice bylaws can create hurdles for shareholders exercising their rights and can be used to conduct "fishing expeditions" to which board nominees are not subject.

These practices delegitimize corporate activity because directors work *on behalf of shareholders,* who should be able to replace their own fiduciaries. Company interference in this process is especially dangerous because financial theory recommends that most shareholders diversify their portfolios.

Such diversified investors have an interest in ensuring our Company does not profit from practices that threaten social and environmental systems upon which diversified portfolios depend.[4] Company directors influenced by executives, in contrast, may prioritize Company profitability over systems that are of critical importance to shareholders.[5]

Accordingly, giving Company directors a gatekeeper role through a burdensome unequal nomination process threatens the interests of shareholders to nominate candidates free of management influence.

Fair Treatment of Shareholder Nominees - Vote FOR Proposal [4*]

[This line and any below it is *not* for publication]
Number 4* to be assigned by the Company.

The above title is part of the proposal and within the word limit. It should not be altered or misrepresented. The title should be used in all references to the proposal in the proxy and on the ballot. If there is an objection to the title, please negotiate or seek no-action relief as a last resort.

The graphic above is intended to be published with the rule 14a-8 proposal. The graphic would be the same size as the largest management graphic (and/or accompanying bold or highlighted management text with a graphic, box or shading) or any highlighted management executive summary used in conjunction with a management proposal or any other rule 14a-8 shareholder proposal in the 2024 proxy.

The proponent is willing to discuss the mutual elimination of both shareholder graphic and management graphic in the proxy in regard to specific proposals. Issuers should not assume proponent will not insist on inclusion of the graphic if the issuer unilaterally decides not to include their own graphic.

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[3] https://www.ecfr.gov/current/title-17/chapter-II/part-240/subpart-A/subject-group-ECFR8c9733e13b955d6/section-240.14a-101

[4] https://theshareholdercommons.com/wp-content/uploads/2022/09/Climate-Change-Case-Study-FINAL.pdf

[5] https://ssrn.com/abstract=4056602

Reference: SEC Staff Legal Bulletin No. **14L** (CF)**[16]**

> Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.

Notes: This proposal is believed to conform with Staff Legal Bulletin No. **14B** (CF), September 15, 2004, including (with our emphasis):

> 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. Please acknowledge receipt of this proposal promptly by emailing the proponent.

JONES DAY

717 TEXAS • SUITE 3300 • HOUSTON, TEXAS 77002.2712

TELEPHONE: +1.832.239.3939 • JONESDAY.COM

DIRECT NUMBER: 8322393875
BKBROWN@JONESDAY.COM

JP026897: March 11, 2024

VIA EMAIL (SHAREHOLDERPROPOSALS@SEC.GOV)

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

Re: West Pharmaceutical Services, Inc. - Withdrawal of No-Action Request dated December 22, 2023

Ladies and Gentlemen:

We refer to our letter, dated December 22, 2023 (the "No-Action Request"), pursuant to which we requested, on behalf of our client West Pharmaceutical Services, Inc., a Pennsylvania corporation (the "Company"), and 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 our view that the Company may exclude the shareholder proposal (the "Proposal") submitted by James McRitchie, with John Chevedden designated as proxy (the "Proponents"), from the Company's proxy statement and form of proxy for its annual meeting of shareholders.

We hereby withdraw the No-Action Request on behalf of the Company. If you have any questions with respect to this matter, please do not hesitate to contact the undersigned by phone at (832) 239-3875 or by email at bkbrown@jonesday.com

Respectfully submitted,

Bryan K. Brown

cc: Kimberly B. MacKay
Ryan Metz
David A. Grubman
James McRitchie

NAI-1539522170v1