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December 20, 2024

Via Online Shareholder Proposal Form

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

Re: Enviri Corporation
Exclusion of Shareholder Proposal by Chris Mueller

Dear Ladies and Gentlemen:

We are writing on behalf of our client, Enviri Corporation (the "Company"), to inform you of the Company's intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2025 annual meeting of shareholders (the "Proxy Materials"), the enclosed shareholder proposal and supporting statement (the "Proposal") submitted by Chris Mueller (the "Proponent") proposing that the Company add disclosure to its investor relations webpage regarding how the Company's stockholders can protect their securities against short selling and that the Company inform the public of such measures through a Form 8-K filing. Please note that the Proponent does not explicitly reference Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or meaningfully seek to meet any of the procedural requirements of Rule 14a-8; however, we are submitting this letter under the assumption that he seeks to rely on Rule 14a-8.

The Company respectfully requests that the staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its Proxy Materials for the reason discussed below.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D"), the Company is submitting electronically to the Commission this letter and the Proposal (attached as Exhibit A to this letter) and is concurrently sending a copy to the Proponent.

Background

The Company's deadline to receive shareholder proposals for inclusion in the Proxy Materials was November 10, 2024 (the "Proposal Deadline"). The Company disclosed this deadline on page 109 of its proxy statement for the 2024 Annual Meeting of Shareholders.

On December 7, 2024[1], the Company received the Proposal. The Proposal was therefore received 27 days after the Proposal Deadline.

Basis for Exclusion

The Proposal may be excluded under Rule 14a-8(e) because the Company did not receive the Proposal from the Proponent until after the Proposal Deadline.

Rule 14a-8(e)(2) provides, in part, that for a regularly scheduled annual meeting, "[t]he 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." The deadline for receiving shareholder proposals for inclusion in the Proxy Materials was November 10, 2024, as calculated by the Company in accordance with Staff guidance set forth in Section C.3.b of *Staff Legal Bulletin No. 14* (July 13, 2001) ("SLB 14"). The Company disclosed this Proposal Deadline in its proxy statement for the 2024 Annual Meeting of Shareholders, as required by Item 1(c) of Schedule 14A and Rule 14a-5(e)(1) of the Exchange Act.

Consequently, for the Proponent's submission to be timely, the Company needed to receive the Proposal from the Proponent on or before the Proposal Deadline. As noted above and as shown in Exhibit B, the Proposal was not only received by the Company 27 days after the Proposal Deadline, but it was also dated by the Proponent as of November 28, 2024, 18 days after the Proposal Deadline.

The Company did not provide the Proponent with a notice of deficiency per Rule 14a-8(f), which provides that a notice is not required "if the deficiency cannot be remedied, such as if [a proponent] fail[s] to submit a proposal by the company's properly determined deadline." *See*

[1] This date of receipt, December 7, 2024, is based on when the Company received the letter in its mailroom. The tracking information provided by USPS for the tracking number associated with the envelope containing the Proposal states that the Proposal was received by USPS for shipping on November 29, 2024, and the Proposal itself is dated November 28, 2024. Each of these dates is past the Proposal Deadline.

also SLB 14 ("[A] company does not need to provide [a] shareholder with a notice of defect(s) if the defect(s) cannot be remedied [. . .] [which] would apply, for example, if [. . .] the shareholder failed to submit a proposal by the company's properly determined deadline").

The Staff made clear in SLB 14 and in subsequent no-action responses that it strictly construes the deadline for shareholder proposals under Rule 14a-8, permitting companies to exclude from their proxy materials those proposals received at a company's principal executive offices on any date after the deadline. *See, e.g., GameStop Corp.* (April 24, 2024) (proposal received 61 days after the company's deadline); *CTS Corp.* (March 22, 2024) (proposal received six days after the company's deadline); *The PNC Financial Services Group, Inc.* (February 20, 2024) (proposal received one day after the company's deadline); and *Hewlett Packard Enterprise Co.* (January 4, 2024) (proposal received five days after the company's deadline).

Additionally, within the last year, the Staff has concurred in the exclusion under Rule 14a-8(e) of six proposals submitted by the Proponent to various companies. *See AMC Entertainment Holdings, Inc.* (April 23, 2024) (proposal received 31 days after the company's deadline); *Big 5 Sporting Goods Corp.* (April 18, 2024) (proposal received 40 days after the company's deadline); *Ares Commercial Real Estate Corp.* (April 4, 2024) (proposal received 62 days after the company's deadline); *Conduent Inc.* (March 29, 2024) (proposal received 51 days after the company's deadline); *Braemar Hotels & Resorts Inc.* (March 26, 2024) (proposal received 71 days after the company's deadline); *and Anywhere Real Estate Inc.* (March 19, 2024) (proposal received 81 days after the company's deadline).

Consistent with the Staff's approach in the above letters, the Company believes it may exclude the Proposal in reliance on Rule 14a-8(e), as the Company did not receive the Proposal from the Proponent until December 7, 2024, 27 days after the Proposal Deadline.

Conclusion

For the foregoing reasons, we respectfully request that the Staff, consistent with its prior no-action letters, concur that it will take no action if the Company excludes the Proposal from its Proxy Materials pursuant to Rule 14a-8(e), on the basis that the Proposal was received after the deadline for receipt of proposals.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Proposal from its Proxy Materials, please do not hesitate to contact me at DMix@duanemorris.com or (215) 979-1206. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,

DUANE MORRIS LLP

/s/ Darrick M. Mix

Darrick M. Mix
Partner

DMM

cc: Russell Hochman, Senior Vice President and General Counsel, Chief Compliance Officer and Corporate Secretary, Enviri Corporation

Chris Mueller

Exhibit A

November 28, 2024

Enviri Corporation
Two Logan Square
100-120 North 18th Street - 17th Floor
Philadelphia, PA 19103

Members of the board.

My name is Chris Mueller, and I would like to submit a shareholder proposal for the 2025 annual shareholder meeting. I am an individual investor with a registered ownership position in our company. I intend to hold my position through the date of the 2025 annual shareholder meeting. I would be happy to meet with the board to discuss my proposal at any time.

I believe that our team has worked very hard over the last year to provide value for our shareholders. Unfortunately, it has been a tough year, and our stock price has been down while the overall markets have been up. When an issuer's stock price declines like ours has, I believe that makes our company a potential target for abusive short sellers. Although our team does not control the price of our stock, our leadership team does have the ability to help educate our investors how they can protect their own securities against short selling.

My proposal: Enviri Corporation should add a disclosure to the investor relations page on our website letting our shareholders know how they can protect their securities against short selling. This new disclosure should include 1) holding "shares" in a cash account at their brokerage firm instead of a margin account. 2) opting out of any securities lending programs, which should stop their broker from lending their "shares". 3) transferring their shares from their broker to their own name with our transfer agent (Computershare). This is known as "DRS".

In addition, once this new disclosure is published on our website, we should file an 8-K to inform the public that the new disclosure has been added.

This disclosure process has been done before. One other issuer (DJT) added language to their website and filed an 8-K on April 17, 2024. The FAQ page can be seen here: **https://ir.tmtgcorp.com/faq/**

The 8-K can be seen here: **https://s3.amazonaws.com/sec.irpass.cc/2660/0001140361-24-020211.htm**

I encourage our company to take my proposal seriously. **I believe that public companies that are allegedly targeted by abusive short sellers may have a fiduciary responsibility to educate their investors how they can protect their securities**. I have personally helped numerous issuers update their investor relations page(s), and I would be happy to provide help or feedback free of charge.

I would prefer correspondence through email to limit the resource expenditure necessary for responding to my proposal.

Chris Mueller
[redacted]

Exhibit B

Chris Mueller
[redacted]

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