



DIVISION OF
CORPORATION FINANCE

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

February 22, 2024

Dan Woodard
McDermott Will & Emery LLP

Re: Glatfelter Corporation (the "Company")
Incoming letter dated February 21, 2024

Dear Dan Woodard:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Chris Mueller (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its February 20, 2024 request for a no-action letter from the Division.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: Chris Mueller



February 20, 2024

VIA ELECTRONIC DELIVERY

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

Re: Securities Exchange Act of 1934, as amended -- Rule 14a-8;
Stockholder Proposal Submitted to Glatfelter Corporation

Ladies and Gentlemen:

This firm serves as counsel for Glatfelter Corporation (the “Company”). Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of the Company to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its definitive proxy materials (the “Proxy Materials”) relating to its 2024 annual meeting of shareholders a shareholder proposal and supporting statement (collectively, the “Proposal”) submitted to the Company by Chris Mueller (“Proponent”). We also request confirmation that the Staff of the Division of Corporation Finance (the “Staff”) will not recommend to the Commission that enforcement action be taken if the Company excludes the Proposal from the Proxy Materials for the reasons discussed below.

This letter and its attachments are being submitted via electronic mail in accordance with Staff Legal Bulletin 14D (Nov 7, 2008). In accordance with Rule 14a-8(j), we are simultaneously providing Proponent with a copy of this letter and notifying Proponent of the Company’s intention to exclude the Proposal from the Proxy Materials.

Pursuant to Rule 14a-8(j)(1), this letter must be filed with the Commission no later than 80 calendar days before the Company files the Proxy Materials with the Commission. In this case, the Company acknowledges that it could not satisfy this requirement. However, Rule 14a-8(j)(1) permits the Company to submit this letter later than 80 calendar days before filing the Proxy Materials if it can demonstrate “good cause” for failing to comply with the deadline. The Company hereby respectfully requests that the Staff exercise its discretion authorized under Rule 14a-8(j)(1) to permit this letter to be filed after the deadline by finding good cause based on the facts described in this letter relating to the timing of the Company’s receipt of the Proposal, the Company’s filing of this letter with the Commission as soon as reasonably practical after receipt

of the Proposal and the Company's intent to file with the Commission, and to commence distribution to its stockholders of, the Proxy Materials on or near March 26, 2024.

Rule 14a-8(k) requires proponents to send companies a copy of any correspondence that they submit to the Commission or the Staff. Accordingly, we request that if Proponent elects to submit correspondence to the Commission or the Staff with respect to the Proposal, that Proponent should concurrently furnish a copy of that correspondence to the Company with copy to my attention at McDermott Will & Emery, One Vanderbilt Avenue, New York, NY 10017-3852 or to the email address above.

THE PROPOSAL

The text of the Proposal is copied below:

Glatfelter Corporation should disclose registered shareholder share totals on 10-Q and 10-K reports. Registered share totals should include separate tallies of shares held by investors in DRS and DSPP form (and CEDE if possible). In addition, our company should upgrade its investment plan, and move away from Computershare's boilerplate DirectStock plan.

A copy of the Proposal and supporting statement is attached to this letter as Exhibit A.

GROUND FOR EXCLUSION

As discussed more fully below, the Company respectfully requests that the Staff concur in the Company's view that the Proposal may be excluded from the Proxy Materials in reliance on the following:

- A. Rule 14a-8(e)(2), on the grounds that the Company did not receive the Proposal from the Proponent before the deadline by which stockholder proposals were required to be submitted to the Company for inclusion in the Proxy Materials.¹

BACKGROUND

Rule 14a-8(e)(2) provides that stockholder proposals submitted with respect to a company's regularly scheduled annual meeting must be received at a company's principal executive office no less than 120 calendar days before the anniversary date of the company's proxy statement that was released to stockholders in connection with the previous year's annual meeting. On March 31, 2023, the Company filed with the Commission, and commenced distribution to its

¹ We note that the Proposal suffers from other procedural deficiencies not further described herein, including that Proponent did not claim or provide any proof that Proponent is the beneficial owner of a requisite amount of the Company's common stock and that he has continuously held a requisite amount of such stock for the duration of the requisite period as set forth under Rule 14a-8(b)(1). We further note that this letter does not address any substantive deficiencies that may justify exclusion of the Proposal from the Proxy Materials.

stockholders of, a proxy statement and form of proxy for its 2023 Annual Meeting of Stockholders (the “2023 Proxy Materials”). As required by Item 1(c) of Exchange Act Schedule 14A and Rule 14a-5(e), the Company included in the 2023 Proxy Materials the deadline for receiving stockholder proposals submitted for inclusion in the Company’s proxy statement and form of proxy for the Company’s next annual meeting, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on page 94 of the 2023 Proxy Statement:

How may a shareholder present a proposal for the 2024 Annual Meeting of Shareholders?

A shareholder wishing to include a proposal in the Company’s proxy statement for the 2024 Annual Meeting of Shareholders (“2024 Annual Meeting”) must submit it to the Company’s Secretary pursuant to the requirements of Rule 14a-8 under the Exchange Act (“Rule 14a-8”). Notice of such a proposal must be submitted in writing and received by the Company’s Secretary at the principal executive offices of the Company no later than December 2, 2023.

A copy of page 94 of the 2023 Proxy Statement is attached to this letter at Exhibit B. As described below, the Company calculated the December 2, 2023 deadline in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) (“SLB 14”).

The Proponent sent the Proposal to the Company via USPS with tracking number 7021 1970 0001 4794 0909. A copy of the envelope in which the letter was received, which includes the tracking number and tracking information, is attached to this letter as Exhibit C. A copy of the online tracking report from USPS is attached to this letter as Exhibit D. The tracking information provided on the envelope and the online tracking report confirms that the Proposal was sent by the Proponent on January 30, 2024 and the Company received the Proposal on February 3, 2024.

A. The Proposal is properly excluded under Rule 14a-8(e)(2) on the grounds that the Company did not receive the proposal until after the deadline for submitting stockholder proposals to the Company for inclusion in the 2024 Proxy Materials.

Rule 14a-8(f)(1) permits exclusion of a stockholder proposal should the proponent fail to follow one of the eligibility or procedural requirements contained in Rule 14a-8. The Proposal is properly excludable from the 2024 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal at its principal executive offices before the deadline for submitting stockholder proposals for inclusion in the 2024 Proxy Materials.

Rule 14a-8(e)(2) Background

Rule 14a-8(e)(2) provides that stockholder proposals must be received at a company’s principal executive offices no less than 120 calendar days before the anniversary date of the company’s proxy statement that was released to stockholders in connection with the previous year’s

regularly scheduled annual meeting. Under Rule 14a-8(e)(2), a meeting is “regularly scheduled” if it has not changed by more than 30 days from the date of the annual meeting held in the prior year.

Generally, Rule 14a-8(f)(1) provides that the company must notify the proponent in writing of any procedural or eligibility deficiency within 14 days of receiving the proposal and the proponent must fail to correct such deficiency within 14 days of receiving the notice before exclusion is warranted. However, Rule 14a-8(f)(1) states that, where the defect in a proposal cannot be remedied, such as if the proponent fails to submit a proposal by the company’s properly determined deadline, a company need not provide the proponent with notice of the deficiency. A proponent’s failure to submit a proposal by the submission deadline cannot be remedied and, thus, is not subject to Rule 14a-8(f)(1)’s notice requirement. See, e.g., Rule 14a-8(f)(1) (“[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.”); Staff Legal Bulletin No. 14 (July 13, 2001), Section C.6.c, (“The company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied. In the example provided in the question, because the shareholder cannot remedy this defect after the fact, no notice of the defect would be required. The same would apply, for example, if ... the shareholder failed to submit a proposal by the company’s properly determined deadline.”).

Based upon both Staff guidance and previous responses to no-action requests, the Staff has made it abundantly clear that the deadline for stockholder proposal submissions under Rule 14a-8 is strictly construed. See, e.g., *Hewlett Packard Enterprise Co.* (avail. January 3, 2024) (concurring with the exclusion of a proposal received five days after the submission deadline); *Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline); *AT&T Inc.* (avail. Jan. 26, 2022) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received six days after the submission deadline); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); *General Dynamics Corp.* (avail. Jan. 8, 2021, *recon. denied* Mar. 17, 2021) (concurring with exclusion of a proposal received four days after the submission deadline); *Verizon Communications, Inc.* (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); *Walmart Stores Inc.* (avail. Feb. 13, 2017) (concurring with proposal received six days after the submission deadline); *Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *Tootsie Roll Industries, Inc.* (avail. Jan. 14, 2008) (concurring with the exclusion of a proposal received two days after the submission deadline). The Staff has also emphasized this point in SLB 14 by advising, “[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline....”

Application of Commission and Staff Precedent to the Proposal

SLB 14, Section C.3.b indicates that, to calculate the deadline, a company should “[i] start with the release date disclosed in the previous year’s proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days.” Consistent with this guidance, to calculate the deadline for receiving stockholder proposals submitted for the Company’s 2024 Annual Meeting of Stockholders, the Company (i) started with the release date of its 2023 Proxy Statement (i.e., March 31, 2023), (ii) increased the year by one (i.e., March 31, 2024), and (iii) counted back 120 calendar days. As per SLB 14, Section C.3.b, “day one” for purposes of this calculation was March 31, 2024, resulting in a deadline for receiving stockholder proposals submitted for inclusion in the Company’s 2024 Proxy Statement of December 2, 2023. As mentioned above, this December 2, 2023 submission deadline was also disclosed explicitly on page 94 of the 2023 Proxy Statement as required by Item 1(c) of Exchange Act Schedule 14A and Rule 14a-5(e).

The Proponent sent the Proposal to the Company via USPS on January 30, 2024. The online tracking report confirms that the Company received the Proposal on February 3, 2024, 63 days after the submission deadline of December 2, 2023, specified in the Company’s 2023 Proxy Statement.

The Company’s 2023 Annual Meeting of Stockholders was held on May 5, 2023. The Company intends to hold its 2024 Annual Meeting of Stockholders on or about May 10, 2024. Because the anticipated date for the 2024 Annual Meeting is within 30 days of the date of the 2023 Annual Meeting the December 2, 2023 deadline set forth in the Company’s 2023 Proxy Statement properly applies to stockholder proposals submitted for the 2024 Annual Meeting.

Therefore, consistent with the no-action letters cited above, the Company’s exclusion of the Proposal from the 2024 Proxy Materials is proper under Rule 14a-8(e)(2) because the Proponent submitted the Proposal after the properly calculated deadline.

CONCLUSION

For the foregoing reasons, the Company respectfully requests your confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from the Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, the Company respectfully requests the opportunity to confer with representatives of the Staff prior to the determination of its final position. Furthermore, the Company reserves the right to submit to the Staff additional bases upon which the Proposal may be omitted if the Staff disagrees with the Company’s conclusion that the Proposal can be omitted based on the justifications provided herein. Please do not hesitate to contact the undersigned, by telephone at (212) 547-5553 or by email at Dwoodard@mwe.com, if you require any additional information in support or clarification of the Company’s position.

U.S. Securities and Exchange Commission
February 20, 2024
Page 6

Sincerely,

Dan Woodard

Cc: Jill Urey, Vice President, General Counsel and Compliance
Attachments

EXHIBIT A

PROPOSAL

RS/JU

January 28, 2024

Glatfelter Corporation
4350 Congress Street – Suite 600
Charlotte, NC 28209

Members of the board.

My name is Chris Mueller, and I would like to submit a shareholder proposal for the 2024 annual shareholder meeting. I am an individual investor with a directly registered ownership position in our company. I intend to hold my position through the date of the 2024 annual shareholder meeting. I would be happy to meet with the board to discuss my proposal at any time.

My proposal: Glatfelter Corporation should disclose registered shareholder share totals on 10-Q and 10-K reports. Registered share totals should include separate tallies of shares held by investors in DRS and DSPP form (and Cede if possible). In addition, our company should upgrade its investment plan, and move away from Computershare's boilerplate DirectStock plan.

Several issuers already disclose registered share totals with a couple sentences on each 10-Q or 10-K report. Registered holders are passionate and loyal investors who disclose their personal information to and desire a direct and close relationship with the company they invest with. Registered holder information is of material interest to investors who want to track distribution and commitment of an investor base, and can inspire more long term investors.

Regarding the investment plan, there are several reasons why we should upgrade. First - DirectStock plan does not allow hybrid holding methods in a single account. All accounts are either fully enrolled or fully not enrolled in the plan. Accounts NOT enrolled are "all DRS" (owned exclusively by the investor). By comparison, accounts that are fully enrolled are what Computershare calls DSPP consisting of "shares that underpin the plan".

Second, recurring buys through DirectStock plan are scheduled and predictable - making them prone to arbitrage and manipulation. The purchases tend to be processed through a single broker-dealer (often BofA Securities) and they tend to happen T+3 from the 1st and 15th (excluding weekends and bank holidays). The 2024 dates that these purchases will likely occur for our company are: Jan 5, Jan 19, Feb 6, Feb 21, Ma 6, Mar 20, April 4, April 18, May 6, May 20, June 6, June 21, July 5, July 18, Aug 6, Aug 20, Sept 6, Sept 19, Oct 4, Oct 18, Nov 6, Nov 21, Dec 5, and Dec 19.

Upgrading our investment plan would allow Glatfelter Corporation the ability to allow hybrid registered holding methods and meet the needs of materially interested long term retail investors. It would also allow for our company to either put an end to the predictable and vulnerable recurring purchases, or make sure they are less predictable and vulnerable. While it would represent an additional cost, sponsoring and administering a customized plan will be worth it.

Thank you for your time,



Chris Mueller

[REDACTED]
Tampa, FL 33606
[REDACTED]

EXHIBIT B

2023 PROXY STATEMENT
(PAGE 94)

	Proposal	Vote Required	Broker Discretionary Voting Allowed?	Effect of Abstention	Effect of Broker Non Votes ⁽¹⁾
2	Ratification of Appointment of Deloitte as Independent Registered Public Accounting Firm	Majority of Votes Cast	Yes	No effect	Not applicable, as this is a routine matter
3	Approval of Named Executive Officer 2022 Compensation ("Say on Pay" Vote)	Majority of Votes Cast	No	No effect	No effect
4	Approval of an Amendment and Restatement of the Company's 2022 Long Term Incentive Plan	Majority of Votes Cast	No	No effect	No effect

(1) Under NYSE rule, proposal 2 is considered a "routine" proposal on which broker-dealers are permitted to vote in their discretion, even if the beneficial owner does not provide voting instructions. However, proposals 3 and 4 are not considered to be routine matters and broker-dealers will not be entitled to vote on these proposals unless the beneficial owner provides voting instructions. Accordingly, broker non-votes will not be counted toward the tabulation of votes on proposals 3 and 4.

What are the Board of Directors' recommendations for voting on these proposals?

The Board recommends a vote

- **FOR** the election of the eight director nominees
- **FOR** the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2023
- **FOR** approval of the NEO 2022 compensation
- **FOR** approval of an amendment and restatement of the Company's 2022 Long Term Incentive Plan

What are my options for voting on these proposals?

A shareholder is entitled to one vote per share of stock owned on the Record Date, on each item of business presented at the Annual Meeting.

For the proposal to elect the eight director nominees, a shareholder may either vote "For" or "Against" each director nominee or "Abstain" from voting.

For the proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023, a shareholder may either vote "For" or "Against" the proposal or "Abstain" from voting.

For the non-binding advisory vote on NEO compensation, commonly known as a "Say-on-Pay" vote, a shareholder may either vote "For" or "Against" the proposal or "Abstain" from voting.

For the proposal to approve an Amendment and Restatement of the Company's 2022 Long-Term Incentive Plan, a shareholder may either vote "For" or "Against" the proposal or "Abstain" from voting.

Aside from these proposals, will any other business be acted upon at the Annual Meeting?

No. The Company's Bylaws required shareholders to submit to the Company, by December 1, 2022, notice of all director nominations and shareholder proposals to be considered at the Annual Meeting, regardless of whether shareholders sought inclusion of their nomination or proposal in this proxy statement or intended to solicit proxies on their own. Because the Company did not receive any such notice of nominations or proposals, no other director nominations, shareholder proposals, or other matters will be considered at the Annual Meeting.

How may a shareholder present a proposal for the 2024 Annual Meeting of Shareholders?

A shareholder wishing to include a proposal in the Company's proxy statement for the 2024 Annual Meeting of Shareholders ("2024 Annual Meeting") must submit it to the Company's Secretary pursuant to the requirements of Rule 14a-8 under the Exchange Act ("Rule 14a-8"). Notice of such a proposal must be submitted in writing and received by the Company's Secretary at the principal executive offices of the Company no later than December 2, 2023.

In addition to shareholder proposals included in the Company's proxy statement for the 2024 Annual Meeting, shareholders who comply with requirements under the Company's Bylaws may present proposals for consideration at the 2024 Annual Meeting. Notice of such proposals, including all of the information required by the Company's Bylaws, must

EXHIBIT C

ENVELOPE

Chris Mueller

Tampa, FL 33606

6060 4624 T000 026T T202



CERTIFIED MAIL

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

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TAMPA FL 335

30 JAN 2024 PM 5 L

FIRST-CLASS



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Corporate Secretary
Glatfelter Corporation
4350 Congress Street – Suite 600
Charlotte, NC 28209

28209-495350

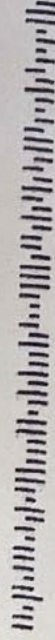


EXHIBIT D

USPS ONLINE TRACKING REPORT

ALERT: SEVERE WEATHER CONDITIONS ACROSS THE U.S. MAY DELAY FINAL DELIVERY OF Y...



FAQs >

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70211970000147940909

Copy

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Delivered to Agent for Final Delivery

CHARLOTTE, NC 28209

February 3, 2024, 10:36 am

In Transit to Next Facility

February 2, 2024

Arrived at USPS Regional Facility

CHARLOTTE NC DISTRIBUTION CENTER

February 1, 2024, 8:21 am

Arrived at USPS Origin Facility

TAMPA, FL 33630

January 30, 2024, 7:30 pm

USPS picked up item

TAMPA, FL 33606

January 30, 2024, 3:15 pm

Feedback

- **Hide Tracking History**

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FAQs



mwe.com

Dan Woodard
Attorney at Law
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+1 212 547 5553

February 21, 2024

VIA ELECTRONIC DELIVERY

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

Re: Securities Exchange Act of 1934, as amended -- Rule 14a-8;
Stockholder Proposal Submitted to Glatfelter Corporation

Ladies and Gentlemen:

On February 20, 2024, this firm, on behalf of Glatfelter Corporation (the “Company”), submitted a no-action request to the Staff of the Division of Corporation Finance (the “Staff”) requesting that the Staff concur with the Company’s view that a shareholder proposal (the “Proposal”) submitted to the Company by Chris Mueller (“Proponent”) may properly be excluded from the Company’s definitive proxy materials relating to the Company’s 2024 annual meeting of shareholders pursuant to Rule 14a-8 and in accordance with the Staff’s guidance regarding the procedural bases for the exclusion of shareholder proposals.

On February 20, 2024, the Company received notification from the Proponent that the Proponent withdraws the Proposal (the “Notice of Withdrawal”). The Notice of Withdrawal is attached as Exhibit A. In reliance on the Notice of Withdrawal, the Company is hereby withdrawing its no-action request. A copy of this letter is being provided to the Proponent.

Please do not hesitate to contact the undersigned, by telephone at (212) 547-5553 or by email at DWoodard@mwe.com, if you require any additional information.

Sincerely,

Dan Woodard

Cc: Jill Urey, Vice President, General Counsel and Compliance
Attachment

**McDermott
Will & Emery**

One Vanderbilt Avenue New York NY 10017-3852 Tel +1 212 547 5400 Fax +1 212 547 5444

US practice conducted through McDermott Will & Emery LLP.

EXHIBIT A

NOTICE OF WITHDRAWAL

From: PII
To: [Woodard, Dan](#)
Subject: Re: Glatfelter Corporation (GLT) - Shareholder Letter
Date: Tuesday, February 20, 2024 2:45:28 PM

You don't often get email from PII [Learn why this is important](#)

[External Email]

Hi Dan,

I will withdraw it. This is my official notice of withdrawal.

Chris

On Tue, Feb 20, 2024 at 2:38 PM Woodard, Dan <Dwoodard@mwe.com> wrote:

Dear Mr. Mueller,

This firm serves as counsel for Glatfelter Corporation. On February 3, 2024, Glatfelter received a letter from you which purported to be a shareholder proposal and supporting statement that was submitted to Glatfelter for the purpose of including such proposal in Glatfelter's definitive proxy materials relating to its 2024 annual meeting of shareholders.

Glatfelter does not believe the proposal was timely submitted and has submitted the attached letter to the staff of the Securities and Exchange Commission requesting that the staff allow Glatfelter to exclude the proposal from its proxy materials. Glatfelter further reserves its right to seek such additional relief from the Commission as appropriate.

In accordance with Rule 14a-8(j), this email and the attachment are being provided to you concurrently with the submission to the Commission staff of the attached request.

For the reasons stated in the attached letter, we request that you withdraw the proposal from consideration for the 2024 annual meeting of shareholders. Please provide your written agreement that the proposal has been withdrawn so that we may withdraw the attached request.

Regards,

DANIEL WOODARD

Partner

McDermott Will & Emery LLP One Vanderbilt Avenue, New York, NY 10017-3852

Tel +1 212 547 5553 **Email** Dwoodard@mwe.com

[Biography](#) | [Website](#) | [vCard](#) | [LinkedIn](#)

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