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

**VIA ONLINE SHAREHOLDER PROPOSAL PORTAL**

January 21, 2025

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

Re: ***UnitedHealth Group Incorporated – Proposal of Chris Mueller***

To the Staff of the Division of Corporation Finance:

We are submitting this letter on behalf of UnitedHealth Group Incorporated (the "***Company***"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to notify the Securities and Exchange Commission (the "***Commission***") of the Company's intention to exclude from its proxy materials (the "***2025 Proxy Materials***") for its 2025 annual meeting of shareholders ("***2025 Annual Meeting***") a shareholder proposal (the "***Proposal***") submitted by Chris Mueller (the "***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 omits the Proposal from its 2025 Proxy Materials for the reasons discussed below.

This submission is being delivered via the Commission's online shareholder proposal portal. In accordance with Rule 14a-8(j), a copy of this letter and its exhibits also are being sent to the Proponent. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that a shareholder proponent is required to send the company a copy of any correspondence that the proponent elects to submit to the Commission or the Staff. Accordingly, the undersigned hereby informs the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned by email.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to the undersigned via e-mail at the address noted in the last paragraph of this letter.

The Company currently intends to file its 2025 Proxy Materials with the Commission more than 80 days after the date of this letter.

## THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the 2025 Annual Meeting:

> UnitedHealth Group should incorporate a 3rd party auditing process for auditing previous customer denial claims, particularly where a death was involved, to determine if denial letters included factually incorrect and insensitive information. If it is determined that the claim(s) should not have been denied, our company should write apology letters to the family member(s) and those personally affected by the coverage denial. These letters should be hand signed by at least one executive board member and at least one member of the board of directors of UnitedHealth Group.

A copy of the Proponent's submission, including the Proposal, is attached hereto as Exhibit A.

## BASIS FOR EXCLUSION OF THE PROPOSAL

As discussed more fully below, the Company believes that it may omit the Proposal from its 2025 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proponent submitted the Proposal after the applicable deadline.

## BACKGROUND

The Company received the Proposal via email to its Investor Relations team on Tuesday, December 31, 2024. A copy of the email communication and the Proposal, which is also dated December 31, 2024, are attached hereto as Exhibit A. The Company has found no evidence that the Proposal was received at any time prior to Tuesday, December 31, 2024.

## ANALYSIS

### *The Proposal May Be Excluded Pursuant to Rule 14a-8(e)(2) because the Proponent Submitted the Proposal After the Applicable Deadline*

1. Background of Rule 14a-8(e)

Rule 14a-8(e) provides that in order to be eligible for inclusion in a company's proxy statement, a shareholder proposal must be submitted prior to the applicable deadline, which is typically set forth in a company's proxy statement for the prior year.

The Staff strictly construes the deadline for shareholder proposals under Rule 14a-8(e), permitting companies to exclude from proxy materials those proposals received at companies' principal executive offices after the deadline. *See, e.g., Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *DTE Energy Co. (Moore)* (avail. Dec. 18, 2018) (concurring with the exclusion of a proposal received two 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); *Dean Foods Co.* (avail. Jan. 27, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (same).

2. The Company Did Not Receive the Proposal Before the Properly Calculated and Disclosed Deadline for Submitting Shareholder Proposals for Inclusion in the Company's 2025 Proxy Materials

As required by Rule 14a-5(e), the Company included in its proxy statement for its 2024 Annual Meeting of Shareholders (the "***2024 Proxy Statement***") the deadline for submitting shareholder proposals, calculated in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) ("***SLB 14***"). Specifically, the following disclosure appeared on page 79 of the 2024 Proxy Statement under the heading, in bold, "What are the deadlines for submitting director nominees and other shareholder proposals for the 2025 Annual Meeting?":

> To be considered for inclusion in our proxy statement for our 2025 Annual Meeting, shareholder proposals submitted pursuant to SEC Rule 14a-8 must be **received no later than December 23, 2024** and be submitted in accordance with Rule 14a-8. These shareholder proposals must be in writing and received by the deadline described above at our principal executive offices at UnitedHealth Group, 9900 Bren Road East, Minnetonka, Minnesota 55343, Attention: Corporate Secretary. If we do not receive a shareholder proposal by the deadline described above, the proposal may be excluded from our proxy statement for our 2025 Annual Meeting. (emphasis added.)

Under Rule 14a-8(e)(2), the deadline for submitting a shareholder proposal for a company's regularly scheduled annual meeting is calculated in the following manner: "[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." Further, SLB 14 provides that a "company should calculate the deadline for submitting proposals" for the company's regularly scheduled annual meeting "as follows: [(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, and as described on page 79 of the 2024 Proxy Statement, to calculate the deadline for receiving shareholder proposals submitted for the 2025 Annual Meeting, the Company (i) started with the release date of the 2024 Proxy Statement (i.e., April 22, 2024), (ii) increased the year by one (i.e., April 22,

2025), and then (iii) counted back 120 calendar days, with the result of a Monday, December 23, 2024 deadline (the "***Submission Deadline***").

The Company properly disclosed in its 2024 Proxy Statement and properly calculated the Submission Deadline. However, as noted above and as shown in Exhibit A to this letter, the Company did not receive the Proposal until December 31, 2024, eight days after the Submission Deadline.

Accordingly, the Proposal is excludable because it was submitted after the Submission Deadline in contravention of Rule 14a-8(e)(2).

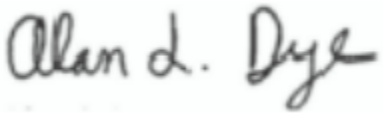
Finally, Rule 14a-8(f) states that a company need not provide a proponent with notice of a deficiency if the deficiency cannot be remedied, such as if the proponent fails to submit a proposal by the company's properly determined deadline. Because the failure to timely submit a shareholder proposal is a deficiency that cannot be remedied, the Company was not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the proposal under Rule 14a-8(e).

## CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded under Rule 14a-8(e)(2). The Company respectfully requests the Staff's concurrence in the Company's view or, alternatively, confirmation that the Staff will not recommend any enforcement action to the Commission if the Company so excludes the Proposal from its 2025 Proxy Materials.

We would be happy to provide the Staff with any additional requested information and answer any questions related to this subject. Please do not hesitate to contact the undersigned at (202) 637-5737 or alan.dye@hoganlovells.com.

Sincerely,



Alan L. Dye

Attachments

cc: Office of Corporate Secretary, UnitedHealth Group Incorporated
Chris Mueller

# Exhibit A

## Copy of December 31, 2024 Communication and the Proposal

**From:** Chris Mueller [redacted]
**Sent:** Tuesday, December 31, 2024 2:00 PM
**To:** Investor_Relations [redacted]
**Subject:** Fwd: UnitedHealth Shareholder Proposal Submission



Hi Team,

Please acknowledge receipt.

Thank you,
Chris

December 31, 2024

UnitedHealth Group, Inc.
9900 Bren Rd E
Hopkins, Minnesota, 55343

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 directly registered ownership position in our company. I intend to hold my position through the 2025 annual shareholder meeting. I can meet with the board to discuss my proposal at any time.

It has come to my attention that UnitedHealth Group denied coverage for an inpatient hospital visit in January of this year for a former customer of ours. This man was someone very close to me that passed away during the hospital stay in which he was denied coverage. The denial letter was dated 3 days after our former customer was pronounced deceased. The denial letter was opened by his widow 2 weeks after the death of our former customer.

The denial letter received and opened by his widow was insensitive and factually incorrect. The denial letter included the following statements: "[Customer] did not have to be admitted as an inpatient in the hospital for this care.", "[Customer] could have gotten the care [customer] needed without being admitted inpatient at the hospital.", "The hospital inpatient admission is not covered.", "[UnitedHealth Group] let the hospital know that it is not covered."

**My proposal: UnitedHealth Group should incorporate a 3rd party auditing process for auditing previous customer denial claims, particularly where a death was involved, to determine if denial letters included factually incorrect and insensitive information. If it is determined that the claim(s) should not have been denied, our company should write apology letters to the family member(s) and those personally affected by the coverage denial. These letters should be hand signed by at least one executive board member and at least one member of the board of directors of UnitedHealth Group.**

Embracing this proposal could be a great opportunity to pivot away from our alleged reputation of denying responsibilities and begin to right our corporate wrongs.

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

Thank you,

Chris Mueller

[redacted]