One Verizon Way
Mail Code VC54S
Basking Ridge, NJ 07920
908.559.2726
brandon.egren@verizon.com

Brandon N. Egren
Associate General Counsel &
Assistant Secretary

December 22, 2022

By email to 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: Verizon Communications Inc. 2023 Annual Meeting
Shareholder Proposal of the National Center for Public Policy Research

Ladies and Gentlemen:

I am writing on behalf of Verizon Communications Inc., a Delaware corporation ("Verizon"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to request that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") concur with our view that, for the reasons stated below, Verizon may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by the National Center for Public Policy Research (the "Proponent"), from the proxy materials to be distributed by Verizon in connection with its 2023 annual meeting of shareholders (the "2023 proxy materials"). A copy of the Proponent's submission, which includes the Proposal, is attached as Exhibit A hereto.

In accordance with Rule 14a-8(j), I am submitting this letter not less than 80 calendar days before Verizon intends to file its definitive 2023 proxy materials with the Commission and have concurrently sent a copy of this correspondence by email and overnight courier to the Proponent as notice of Verizon's intent to omit the Proposal from Verizon's 2023 proxy materials. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) provide that a shareholder proponent is required to send the company a copy of any correspondence relating to the Proposal which the proponent submits to the Commission or the Staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned.

The Proposal

The Proposal states:

> Shareholders of Verizon Communications Inc. (the "Company") request the Board of Directors to adopt a policy, and amend the bylaws as necessary, forbidding Company directors from simultaneously sitting on the boards of directors of other companies.
>
> This policy would be phased in for the next election of directors in 2024. All Company directors who are currently directors at other companies would have to resign from those positions in order to meet the requirements for being nominated to the Board.

Basis for Exclusion

In accordance with Rule 14a-8, Verizon respectfully requests that the Staff confirm that no enforcement action will be recommended against Verizon if the Proposal is omitted from Verizon's 2023 proxy materials pursuant to Rule 14a-8(f)(1) because the Proponent failed to supply, within 14 calendar days of Verizon's request, documentary support evidencing satisfaction of the continuous ownership requirements of Rule 14a-8(b).

Background

The Proponent submitted the Proposal to Verizon via hand delivery and email on November 28, 2022. Accompanying the Proposal was a cover letter also dated November 28, 2022. The submission did not include documentation establishing that the Proponent had met the eligibility requirements of Rule 14a-8(b). After determining that the Proponent was not a registered holder of Verizon common stock, in accordance with Rule 14a-8(f)(1) on November 29, 2022, Verizon sent a letter to the Proponent via FedEx and email (the "Deficiency Notice"). A copy of the Deficiency Notice is attached as Exhibit B hereto.

The Deficiency Notice:

- set forth the three ownership requirements (each an "Ownership Requirement," and collectively the "Ownership Requirements") that satisfy Rule 14a-8(b) for annual meetings to be held after January 1, 2023;
- clearly specified that the amount of Verizon common stock required to satisfy any of the Ownership Requirements had to be held continuously for the requisite amount of time "*prior to the submission date*" (emphasis added);
- stated that Verizon's records indicated that the Proponent was not a registered holder of Verizon common stock;
- requested that the Proponent "provide a written statement from the record holder of the Proponent's shares (usually a bank or broker) verifying that, *as of the date the*

proposal was submitted (November 28, 2022), the Proponent continuously held the requisite amount of Verizon common stock for a period of time sufficient to satisfy at least one of the Ownership Requirements" (emphasis added);

- advised the Proponent that the requested documentation had to be postmarked or transmitted electronically to Verizon within 14 days from the day the Proponent received the Deficiency Notice; and

- included a copy of Rule 14a-8, as suggested in Section G.3 of Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14") relating to eligibility and procedural issues.[1]

Later on November 29, 2022, Verizon received an email from the Proponent in response to the Deficiency Notice, a copy of which is attached as Exhibit C hereto. The response contained a letter from UBS Financial Services Inc., dated November 18, 2022 (the "Ownership Letter"), stating that "*[a]s of 11/18/2022*, The National Center for Public Policy Research holds, and has held continuously for at least three years, more than $2000 of Verizon Communications Inc common stock" (emphasis added). On November 30, 2022, Verizon confirmed via email, attached as Exhibit D, that it received the email containing the Ownership Letter, but did not comment on its content.

Analysis

The Proposal may be excluded pursuant to Rule 14a-8(f)(1) because the Proponent failed to supply, within 14 days of Verizon's request, documentary support evidencing satisfaction of the continuous ownership requirements of Rule 14a-8(b).

Rule 14a-8(b)(1) provides, in part, that to be eligible to submit a proposal for an annual meeting that is scheduled to be held on or after January 1, 2023, a proponent must have continuously held:

(A) At least $2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least $15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least $25,000 in market value of the company's securities entitled to vote on the proposal for at least one year.

Rule 14a-8(b)(2) further provides that, if a proponent is not a registered holder, the proponent must provide proof of beneficial ownership of the securities from the "record" holder of the securities "verifying that, *at the time you submitted your proposal,* you continuously held" (emphasis added) a requisite amount of company securities sufficient to satisfy at least one of the Ownership Requirements. Under Rule 14a-8(f)(1), a company may exclude a shareholder

[1] Consistent with Staff guidance, the copy of Rule 14a-8 that was attached to Deficiency Notice sent to the Proponent is omitted from Exhibit B.

proposal if the proponent fails to provide evidence that it meets the eligibility requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency and the proponent fails to correct the deficiency within the required time.

Although the Ownership Letter was timely sent to Verizon, it fails to satisfy the requirements of Rule 14a-8(b). Pursuant to such Rule, the Proponent was required to submit a written statement from the record holder of the Proponent's shares, verifying the Proponent's continuous ownership of the requisite amount of Verizon common stock for a period of time sufficient to satisfy at least one of the Ownership Requirements at the time the Proposal was submitted (i.e., as of November 28, 2022). The Ownership Letter contains no such statement. Instead, as noted above, the Ownership Letter speaks to the Proponent's ownership of Verizon common stock as of November 18, 2022; it does not cover the period from November 19, 2022 through the submission date of November 28, 2022, as required by Rule 14a-8(b). This statement does not verify continuous ownership by the Proponent of at least $2,000 in market value of Verizon common stock for at least three years at the time the Proponent submitted the Proposal.

In Section C.1.c (3) of SLB 14, the Staff illustrates the requirement for specific verification of continuous ownership with the following example:

> **(3) If a shareholder submits his or her proposal to the company on June 1, does a statement from the record holder verifying that the shareholder owned the securities continuously for one year as of May 30 of the same year demonstrate sufficiently continuous ownership of the securities as of the time he or she submitted the proposal?**
>
> No. A shareholder must submit proof from the record holder that the shareholder continuously owned the securities for a period of one year as of the time the shareholder submits the proposal.

The defect in the Ownership Letter is of an even greater magnitude than the defect described in the example above. The Ownership Letter confirms that the Proponent owned the requisite number of Verizon common stock as of a date (November 18, 2022) not merely two days prior to the date of the submission, as in the example, but rather ten days prior to the date of the submission. The Ownership Letter fails to demonstrate continuous ownership of the shares for a period of three years *at the time* the Proponent submitted the Proposal.

The Staff has consistently taken the position that if a proponent does not provide documentary support sufficiently evidencing that it has satisfied the continuous ownership requirement for the period specified by Rule 14a-8(b), the proposal may be excluded under Rule 14a-8(f). See, for example, *Amazon.com, Inc.* (April 2, 2021) (concurring with the exclusion of a proposal where the proponent's proof established continuous ownership of company securities for the 13 months preceding November 30, 2020, but the proponent submitted the proposal on December 17, 2020); *Exxon Mobil Corp.* (February 26, 2021) (concurring with the exclusion of a proposal where the proponent's proof established continuous ownership of company securities for the 12 months preceding November 30, 2020, but the proponent submitted the proposal on December 1, 2020); *United Parcel Service, Inc.* (January 28, 2016) (concurring with the

exclusion of a proposal where the proponent's proof did not establish ownership for the entire one year period preceding the submission date); *Starbucks Corp.* (December 11, 2014) (concurring with the exclusion of a proposal where the proponent's proof established continuous ownership of company securities for one year as of September 26, 2014, but the proponent submitted the proposal on September 24, 2014); *Mondelēz International, Inc.* (February 11, 2014) (concurring with the exclusion of a proposal where the proponent's proof established continuous ownership of company securities for one year as of November 27, 2013, but the proponent submitted the proposal on November 29, 2013); and *PepsiCo, Inc. (Albert)* (January 10, 2013) (concurring with the exclusion under Rule 14a-8(b) and Rule 14a-8(f) of a proposal where the proponent's purported proof of ownership covered the one-year period up to and including November 19, 2012, but the proposal was submitted on November 20, 2012).

While Rule 14a-8(f) requires a company receiving a proposal to notify the proponent of any procedural or eligibility deficiencies, it does not require a second notification if the response to the first notification was deficient. Moreover, while Staff Legal Bulletin No. 14L (November 3, 2021) ("SLB 14L") suggests that there may be situations where the Staff considers it appropriate for a company to provide a second deficiency notice, the language of SLB 14L indicates that this situation is limited to if and when a company "sen[ds] a deficiency notice prior to receiving the proponent's proof of ownership if such deficiency notice did not identify the specific defect(s)." Here, the Deficiency Notice did "identify the specific defect(s)"; it unambiguously stated that the amounts of Verizon common stock required to satisfy the Ownership Requirements had to be held for the requisite period of time "prior to the submission date" and clearly requested that the Proponent "provide a written statement from the record holder . . . verifying that, as of the date the proposal was submitted (November 28, 2022), the Proponent continuously held the requisite amount of Verizon common stock for a period of time sufficient to satisfy at least one of the Ownership Requirements." Despite this specificity regarding what was required of the Proponent to correct the deficiency, the Proponent failed adequately to do so. The above-referenced situation contemplated in SLB 14L does not apply, and no additional deficiency notice was warranted. See *Avinger, Inc.* (August 23, 2022) (concurring with the exclusion of a proposal under Rules 14a-8(b)(1)(i) and 14a-8(f) where the submission did not include documentation establishing that the proponent had met the eligibility requirements of Rule 14a-8(b), the company sent a single deficiency notice, and the proof of ownership the proponent sent in response to the deficiency notice was defective because it did not document continuous ownership over the required period of time); and *KeyCorp* (February 8, 2022) (concurring with the exclusion of a proposal where the company sent a single deficiency notice identifying a defect in a proof of ownership letter, which the proponent failed to correct in its response to the deficiency notice). Therefore, Verizon believes that the Proposal is excludable pursuant to Rule 14a-8(f)(1) because the Proponent failed to remedy the eligibility deficiency on a timely basis after notification by Verizon.

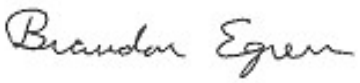
Conclusion

For the foregoing reasons, Verizon believes that the Proposal may be properly excluded from its 2023 proxy materials in reliance on Rule 14a-8(f)(1). Verizon respectfully requests that the Staff confirm that it will not recommend enforcement action to the Commission if Verizon omits the Proposal from its 2023 proxy materials.

Verizon requests that the Staff send a copy of its determination of this matter by email to the undersigned at brandon.egren@verizon.com and to the Proponent.

If you have any questions with respect to this matter, please telephone me at (908) 559-2726.

Very truly yours,



Brandon N. Egren
Associate General Counsel &
Assistant Secretary

Enclosures

Cc: Ethan Peck, National Center for Public Policy Research

Exhibit A

The Submission

From: **Ethan Peck** [redacted]
Date: Mon, Nov 28, 2022 at 4:40 PM
Subject: [E] 2023 Shareholder Proposal
To: [redacted], [redacted], [redacted], [redacted]

Dear Mr. Horton & Investor Relations,

My name is Ethan Peck. I am writing to you on behalf of the National Center for Public Policy Research (which is a shareholder in Verizon) to inform you that a shareholder proposal for inclusion in the 2023 proxy statement was delivered to Verizon offices in New York.

Attached please find a copy of the shareholder proposal and proof of delivery.

Please confirm receipt of this email and/or a receipt of the physical copy of the proposal.

Thank you,

Ethan Peck
National Center for Public Policy Research

November 28, 2022

William L. Horton Jr., Secretary
Assistant Corporate Secretary
Verizon Communications Inc.
1095 Avenue of the Americas
New York, New York 10036

Dear Mr. Horton & Assistant Secretary,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Verizon Communications Inc. (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as an Associate of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding $2,000 for at least 3 years prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2023 annual meeting of shareholders. Proof of ownership documents will be forthcoming.

Pursuant to interpretations of Rule 14(a)-8 by the Securities & Exchange Commission staff, I initially propose as a time for a telephone conference to discuss this proposal December 15 or 16, 2022 from 3-5 p.m. eastern. If that proves inconvenient, I hope you will suggest some other times to talk. Please feel free to contact me at [redacted] so that we can determine the mode and method of that discussion.

Copies of correspondence or a request for a "no-action" letter should be sent to me at the National Center for Public Policy Research, [redacted] and emailed to [redacted].

Sincerely,

Ethan Peck

cc: Scott Shepard, FEP Director
Enclosures: Shareholder Proposal

Verizon-Exclusive Board of Directors

Resolved:

Shareholders of Verizon Communications Inc. (the "Company") request the Board of Directors to adopt a policy, and amend the bylaws as necessary, forbidding Company directors from simultaneously sitting on the boards of directors of other companies.

This policy would be phased in for the next election of directors in 2024. All Company directors who are currently directors at other companies would have to resign from those positions in order to meet the requirements for being nominated to the Board.

Supporting Statement:

Verizon Chairman and CEO Hans Vestberg also currently sits on the board of BlackRock[1] while BlackRock is Verizon's second biggest shareholder[2] and thus has a decisive say in who heads the Company. Essentially, via his prominent position at BlackRock, Vestberg uses other people's $8 billion worth of shares in Verizon to vote himself into his $20.3 million[3] a year position at Verizon. And he makes it impossible for himself neutrally to evaluate pressure that BlackRock exerts on Verizon and other companies to follow BlackRock executives' personal policy preferences.

Vestberg isn't the only one. Here are the other Verizon directors who sit on the boards of other companies[4]:

- Lead Director Clarence Otis Jr. is also on the boards of Travelers, VF Corporation and MFS Mutual Funds
- Shellye Archambeau is also on the boards of Okta Inc. and Roper Technologies
- Roxanne Austin is also on the boards of AbbVie, CrowdStrike Holdings and Freshworks
- Mark Bertolini is the Co-CEO of Bridgewater Associates
- Melanie Healey is also on the boards of Target, Hilton and PPG Industries
- Laxman Narasimhan is the CEO-elect of Starbucks
- Daniel Schulman is the President and CEO of PayPal
- Rodney Slater is also on the boards of EVgo Inc. and Stagwell Inc.
- Carol Tomé is the CEO of UPS
- Gregory Weaver is also on the board of Goldman Sachs Trust

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[1] https://ir.blackrock.com/governance/board-of-directors/default.aspx

[2] https://money.cnn.com/quote/shareholders/shareholders.html?symb=VZ&subView=institutional

[3] https://www1.salary.com/VERIZON-COMMUNICATIONS-INC-Executive-Salaries.html

[4] https://www.verizon.com/about/investors/board-directors

That doesn't even scratch the surface of the corporate incest problem plaguing the management of American business. Verizon isn't alone in this regard – nearly all large corporations are guilty of it.

While this corporate practice may seem innocently cooperative to some, it creates a situation in which board members across corporations are interchangeable and thus have more allegiance to each other than they do to the companies they are supposed to serve. In other words, the sharing and swapping of board members between corporations has given rise to a managerial class that has sway over most large companies at the same time.

We believe that the role of directors is to provide oversight of management independent of the interests of other companies. There is a potential conflict of interest for directors to oversee management of more than one business at the same time.

Currently, Verizon is a contributor to this problem. By adopting this proposal, the Company can become a leader amongst other large corporations for prioritizing the interests of shareholders over the interests of the managerial class.

Exhibit B

Deficiency Notice

verizon

Egren, Brandon Norman [redacted]

Verizon Communications Inc. Shareholder Proposal

1 message

Egren, Brandon Norman [redacted] Tue, Nov 29, 2022 at 5:40 PM
To: [redacted]
Cc: Karen M Shipman [redacted]

Dear Mr. Peck:

Please see the attached letter regarding the shareholder proposal submitted to Verizon Communications Inc. on behalf of the National Center for Public Policy Research.

Kind regards,
Brandon Egren

verizon

Brandon N. Egren

Associate General Counsel &
Assistant Secretary

O [redacted]
M [redacted]

National Center for Public Policy Research.pdf
278K

verizon

One Verizon Way
Mail Code VC54S
Basking Ridge, NJ 07920
[redacted]

Brandon N. Egren
Associate General Counsel &
Assistant Secretary

November 29, 2022

By FedEx and Email

Mr. Ethan Peck
Associate, Free Enterprise Project
National Center for Public Policy Research
[redacted]

Dear Mr. Peck:

I am writing to acknowledge receipt on November 28, 2022 of an email from you submitting a shareholder proposal (the "Submission") on behalf of the National Center for Public Policy Research (the "Proponent") for inclusion in Verizon Communications Inc.'s proxy statement for the 2023 annual meeting of shareholders.

Under the Securities and Exchange Commission's (SEC) proxy rules, in order to be eligible to submit a proposal for the 2023 annual meeting, a proponent must have continuously held:

- at least $2,000 in market value of Verizon's common stock for at least three years prior to the submission date;
- at least $15,000 in market value of Verizon's common stock for at least two years prior to the submission date; or
- at least $25,000 in market value of Verizon's common stock for at least one year prior to the submission date (each an "Ownership Requirement," and collectively, the "Ownership Requirements").

Our records indicate that the Proponent is not a registered holder of Verizon common stock. Please provide a written statement from the record holder of the Proponent's shares (usually a bank or broker) verifying that, as of the date the proposal was submitted (November 28, 2022), the Proponent continuously held the requisite amount of Verizon common stock for a period of time sufficient to satisfy at least one of the Ownership Requirements above. Please note that some banks or brokers are not considered to be "record holders" under the SEC proxy rules because they do not hold custody of client funds and securities. Only DTC participants are viewed as "record

holders" of securities for purposes of providing this written statement. You can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/client-center/dtc-directories. If the Proponent's bank or broker is not a DTC participant, the bank or broker should be able to provide you with a contact at the DTC participant that has custody of its securities. For your reference, I have attached a copy of the SEC's proxy rules relating to shareholder proposals.

The SEC rules require that this documentation be postmarked or transmitted electronically to us no later than 14 days from the day you receive this letter. Please direct your response to my attention using the contact information above. If possible, we would appreciate receiving your response, or a copy of your response, by email. Once we receive this documentation, we will be in a position to determine whether the proposal is eligible for inclusion in the proxy statement for the Verizon 2023 annual meeting.

Please do not hesitate to contact me if you have any questions.

Very truly yours,

Brandon N. Egren
Associate General Counsel &
Assistant Secretary

Attachment

Cc: William L. Horton, Jr.

Exhibit C

Proponent’s Response to the Deficiency Notice, Including Ownership Letter

verizon

Egren, Brandon Norman [redacted]

[E] Re: Verizon Communications Inc. Shareholder Proposal

1 message

Ethan Peck [redacted] Tue, Nov 29, 2022 at 8:16 PM
To: "Egren, Brandon Norman" [redacted]
Cc: Karen M Shipman [redacted]

Thank you Brandon.

Attached please find a proof of ownership letter from UBS as requested in your deficiency letter.

Please confirm receipt of this email.

Thanks,

Ethan Peck
National Center for Public Policy Research

On Tue, Nov 29, 2022 at 5:40 PM Egren, Brandon Norman [redacted] wrote:

> Dear Mr. Peck:
>
> Please see the attached letter regarding the shareholder proposal submitted to Verizon Communications Inc. on behalf of the National Center for Public Policy Research.
>
> Kind regards,
> Brandon Egren
>
> verizon
>
> **Brandon N. Egren**
>
> Associate General Counsel &
> Assistant Secretary
>
> O [redacted]
> M [redacted]

Verizon Communications Inc proof of ownership letter.pdf
901K

UBS

UBS Financial Services Inc.
[redacted]

ubs.com/fs

Confirmation

Office of the Secretary
Verizon Communications Inc

November 18, 2022

Confirmation: Information regarding the account of The National Center for Public Policy Research

Dear Sir or Madam,

The following client has requested that UBS Financial Services Inc provide you with a letter of reference to confirm it's banking relationship with our firm.

As of 11/18/2022, The National Center for Public Policy Research holds, and has held continuously for at least three years, more than $2000 of Verizon Communications Inc common stock.

Disclosure
Please be aware this account is a securities account, not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation. The assets in the account, including cash balances, may also be subject to the risk of withdrawal and transfer.

Questions
If you have any questions about this information, please contact the UBS Wealth Advice Center at [redacted].

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

Sincerely,

Evan Yeaw
Head of Wealth Advice Center Operations
UBS Financial Services

Exhibit D

Verizon's Acknowledgment of Receipt of the Proponent's Response to the Deficiency Notice

verizon

Egren, Brandon Norman [redacted]

Re: [E] Re: Verizon Communications Inc. Shareholder Proposal

1 message

Egren, Brandon Norman [redacted] Wed, Nov 30, 2022 at 2:13 PM
To: Ethan Peck [redacted]
Cc: Karen M Shipman [redacted]

Dear Mr. Peck:

We acknowledge receipt of your email.

Kind regards,
Brandon Egren

verizon

Brandon N. Egren

Associate General Counsel &
Assistant Secretary

O [redacted]
M [redacted]

On Tue, Nov 29, 2022 at 8:16 PM Ethan Peck [redacted] wrote:

> Thank you Brandon.
>
> Attached please find a proof of ownership letter from UBS as requested in your deficiency letter.
>
> Please confirm receipt of this email.
>
> Thanks,
>
> Ethan Peck
> National Center for Public Policy Research
>
> On Tue, Nov 29, 2022 at 5:40 PM Egren, Brandon Norman [redacted] wrote:
>
> > Dear Mr. Peck:
> >
> > Please see the attached letter regarding the shareholder proposal submitted to Verizon Communications Inc. on behalf of the National Center for Public Policy Research.
> >
> > Kind regards,
> > Brandon Egren
> >
> > verizon
> >
> > **Brandon N. Egren**
> >
> > Associate General Counsel &
> > Assistant Secretary
> >
> > O [redacted]
> > M [redacted]