



DIVISION OF
CORPORATION FINANCE

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

February 20, 2024

Joshua R. Cammaker
Wachtell, Lipton, Rosen & Katz

Re: RTX Corporation (the "Company")
Incoming letter dated December 21, 2023

Dear Joshua R. Cammaker:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the New York City Carpenters Pension Fund (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

Copies of all of the correspondence on which this response is based 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: Michael Piccirillo
New York City District Council of Carpenters

WACHTELL, LIPTON, ROSEN & KATZ

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150

TELEPHONE: (212) 403-1000

FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
JAMES H. FOGELSON (1967-1991)
LEONARD M. ROSEN (1965-2014)

OF COUNSEL

MICHAEL H. BYOWITZ
KENNETH B. FORREST
SELWYN B. GOLDBERG
PETER C. HEIN
JB KELLY
MEYER G. KOPLOW
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WARREN R. STERN
LEO E. STRINE, JR.*
PAUL VIZCARRONDO, JR.
PATRICIA A. VLAHAKIS
AMY R. WOLF
MARC WOLINSKY

* ADMITTED IN DELAWARE

COUNSEL

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FRANCO CASTELLI
ANDREW J.H. CHEUNG
SWIFT S.O. EDGAR
PAMELA EHRENKRANZ
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NATHANIEL D. CULLERTON
ERIC M. FEINSTEIN
ADAM L. GOODMAN

December 21, 2023

VIA EMAIL (SHAREHOLDERPROPOSALS@SEC.GOV)

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

Re: *RTX Corporation*
Shareholder Proposal Submitted by the New York City Carpenters Pension Fund

Ladies and Gentlemen:

This letter is submitted on behalf of RTX Corporation (the "Company") to confirm to the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that the Company intends to exclude from its proxy statement and form of proxy for its 2024 annual meeting of shareholders (collectively, the "2024 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof received from the New York City Carpenters Pension Fund (the "Proponent").

For the reasons outlined below, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2024 Proxy Materials.

In accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934, this letter is being filed with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission. On behalf of the Company, we confirm that the Company will promptly forward to the Proponent any Staff response to this no-action request that the Staff transmits only to the Company.

In accordance with the Staff announcement published on November 7, 2023, the Company is submitting this letter electronically to the Staff through the online shareholder proposal form. In accordance with Rule 14a-8(i), the Company is simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the 2024 Proxy Materials. Likewise, the Company takes this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

SUMMARY OF THE PROPOSAL

The Proposal sets forth the following proposed resolution for the vote of the Company's shareholders at its 2024 Annual Meeting of Shareowners:

RESOLVED: That the shareholders of Raytheon Technologies Corporation ("Company") hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director's failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept a tendered resignation and the director remains as a "holdover" director, the resignation bylaw shall stipulate that should a "holdover" director fail to be re-elected at the next annual election of directors, that director's new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.

A full copy of the Proposal and statements in support thereof is attached to this letter as Exhibit A hereto.

BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur in its view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide the requisite proof of continuous share ownership in response to the Company's proper request for that information.

BACKGROUND

The Proposal, accompanied by a cover letter, was received by the Company on November 9, 2023 without any evidence of the Proponent's ownership of Company shares for the required period of time under 14a-8(b)(1)(i). (See Exhibit B). In the Proponent's cover letter, the Proponent stated that the Proponent "is the beneficial owner of shares of the Company's common stock, with a market value of at least \$25,000, which shares have been held continuously for more than a year prior to and including the date of the submission of the Proposal. Verification of this ownership by the record holder of the shares, BNY Mellon, will be sent under separate cover." Such verification of ownership was never received by the Company (the "Ownership Deficiency"). The Company reviewed its stock records, which did not indicate that the Proponent was a record owner of any shares of Company securities.

Accordingly, and within 14 calendar days of receiving the Proposal as required by Rule 14a-8(f)(1), the Company properly sought documentary evidence of the Proponent's ownership of Company shares, and in accordance with Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Company delivered to the Proponent via email a letter dated November 17, 2023 (the "Deficiency Notice", attached hereto as Exhibit C), identifying the Ownership Deficiency, notifying the Proponent of the requirements of Rule 14a-8(b), and explaining how the Proponent could cure the Ownership Deficiency identified in the Deficiency Notice. In accordance with SLB 14L, the Company requested acknowledgement of receipt of the email and accompanying Deficiency Notice. The email was sent to the email address listed in the Proponent's cover letter submitted on November 9, 2023.

As a courtesy, on November 21, 2023, having not received confirmation from Proponent of its receipt of the November 17, 2023 email and accompanying Deficiency Notice, the Company resent the same Deficiency Notice via email followed by a hard copy sent via Federal Express. (See Exhibit D). Federal Express records confirm the delivery of the Deficiency Notice at 9:19 a.m., local time on November 22, 2023. (See Exhibit E).

Based on the November 22, 2023 delivery date of the Deficiency Notice via Federal Express to the Proponent, under Rule 14a-8(f)(1), the Proponent did not respond to the Deficiency Notice or send any documentary proof of Proponent's holdings from the record owner within 14 calendar days of the Deficiency Notice. As of the date of this letter, the Company has not received further correspondence or any documentation from the Proponent relating to proof of its ownership of Company shares.

ANALYSIS

The Proposal May Be Excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proponent Failed to Establish the Requisite Eligibility to Submit the Proposal.

The Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to substantiate its eligibility to submit the Proposal in compliance with Rule 14a-8. Under Rule 14a-8(b), to be eligible to submit a proposal for a company's annual meeting, a proponent must have continuously held: (i) at least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; (ii) at least \$15,000 in market

value of the company's securities entitled to vote on the proposal for at least two years; or (iii) at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year, in each case, as of the submission date of the proposal.

Under Rule 14a-8(b)(2), if a proponent is not a registered shareholder of a company and has not made a filing with the Commission detailing the proponent's beneficial ownership of shares in the company (as described in Rule 14a-8(b)(2)(ii)(B)), the proponent has the burden of proving that it has met the beneficial ownership requirements of Rule 14a-8(b)(1) by submitting to the company a written statement from the "record" holder of the company securities held by the proponent verifying that, at the time the proponent submitted its proposal, the proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively, and including the proponent's own written statement that it intends to continue to hold the requisite amount of company securities through the date of the relevant shareholders' meeting. If the proponent fails to provide such proof of ownership, the company may exclude the proposal if the company notifies the proponent in writing of such deficiency within 14 calendar days of receiving the proposal and the proponent fails to adequately correct it. A proponent's response to such notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent receives the notice of deficiency.

The Company satisfied its obligation under Rule 14a-8(f)(1) to notify the Proponent of the Ownership Deficiency in the Proposal by providing the Deficiency Notice within the time frame required by Rule 14a-8(f)(1), identifying the Ownership Deficiency, notifying the Proponent of the requirements of Rule 14a-8(b) and explaining how the Proponent could cure the Ownership Deficiency identified in the Deficiency Notice. (See Exhibits C and E).

The Proponent, however, failed to provide documentary evidence of its ownership of Company securities necessary to cure the Ownership Deficiency. The Proponent did not respond to the Deficiency Notice. As of the date of this letter, the Company has not received proof of the Proponent's requisite share ownership.

The Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(f)(1) where a proponent has failed to provide proof of the requisite stock ownership for the applicable holding period preceding and as of the submission date of a shareholder proposal. See, e.g., *Yum! Brands, Inc.* (Mar. 31, 2023) (permitting the exclusion of a proposal where the proponent failed to provide evidence of stock ownership required to satisfy the eligibility requirements within the time period required under Rule 14a-8); *Hilton Worldwide Holdings Inc.* (Jan. 16, 2023) (same); *General Motors Company* (Apr. 4, 2023) (same); *Meta Platforms, Inc.* (Apr. 2, 2022) (same); *Colgate-Palmolive Company* (Jan. 26, 2022) (same); *Cisco Systems, Inc.* (June 11, 2021) (same); *Huntsman Corporation* (Jan. 16, 2020) (same).

Accordingly, we ask that the Staff concur that the Company may exclude the Proposal from its 2024 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based on the foregoing analyses, the Company respectfully requests the Staff's concurrence with the Company's view or, alternatively, that the Staff confirm that it will not recommend any enforcement action if the Company excludes the Proposal from the 2024 Proxy Materials.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 403-1331. If the Staff is unable to concur with the Company's conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. In accordance with Staff Legal Bulletin No. 14F, Part F (Oct. 18, 2011), please kindly send your response to this letter by email to JRCammaker@wlrk.com.

Very truly yours,



Joshua R. Cammaker

Enclosures

cc: Richard A. Calame, RTX Corporation
Michael Piccirillo, New York City District Council of Carpenters
Joseph A. Geiger, Fund Co-Chair –Trustee, New York City Carpenters Pension Fund

EXHIBIT A

Proponent's Proposal and Supporting Statement

Director Election Resignation Bylaw Proposal:

Resolved: That the shareholders of Raytheon Technologies Corporation (“Company”) hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director’s failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept a tendered resignation and the director remains as a “holdover” director, the resignation bylaw shall stipulate that should a “holdover” director fail to be re-elected at the next annual election of directors, that director’s new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.

Supporting Statement: The Proposal requests that the Board establish a director resignation bylaw to enhance director accountability. The Company has established in its bylaws a majority vote standard for use in an uncontested director election, an election in which the number of nominees equal the number of open board seats. Under applicable state corporate law, a director’s term extends until his or her successor is elected and qualified, or until he or she resigns or is removed from office. Therefore, an incumbent director who fails to receive the required vote for election under a majority vote standard continues to serve as a “holdover” director until the next meeting of shareholders. A Company governance policy currently addresses the continued status of an incumbent director who fails to be re-elected by requiring such director to tender his or her resignation for Board consideration.

The new director resignation bylaw will set a more demanding standard of review for addressing director resignations than that contained in the Company’s resignation governance policy. The resignation bylaw will require the reviewing directors to articulate a compelling reason or reasons for not accepting a tendered resignation and allowing an un-elected director to continue to serve as a “holdover” director. Importantly, if a director’s resignation is not accepted and he or she continues as a “holdover” director but again fails to be elected at the next annual meeting of shareholders, that director’s new tendered resignation will be automatically effective 30 days following the election vote certification. While providing the Board latitude to accept or not accept the initial resignation of an incumbent director that fails to receive majority vote support, the amended bylaw will establish the shareholder vote as the final word when a continuing “holdover” director is not re-elected. The Proposal’s enhancement of the director resignation process will establish shareholder voting in director elections as a more consequential governance right.

EXHIBIT B

Proposal Receipt

From: [Michael Piccirillo](#)
To: [GP RTXHQ Corp Secretary's Office](#)
Cc: [REDACTED]; [Joseph Geiger](#)
Subject: [External] Shareholder Proposal
Date: Thursday, November 9, 2023 11:39:23 AM
Attachments: [Raytheon NEW YORK FUND SUBMISSION LETTER \(002\).pdf](#)
[Raytheon RTX Director Election Resignation Bylaw Proposal.pdf](#)

Please see attached

Michael Piccirillo

NYC District Council Of Carpenters
Area Standards Manager

[REDACTED]
Mpiccirillo@nycdistrictcouncil.org

SENT VIA EMAIL (corpsec@rtx.com)

November 9, 2023

Dana Ng
Corporate Vice President and Secretary
Raytheon Technologies Corporation
1000 Wilson Blvd.
Arlington, VA 22209

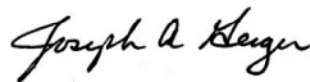
Dear Ms. Ng:

I hereby submit the enclosed shareholder proposal (“Proposal”) on behalf of the New York City Carpenters Pension Fund (“Fund”), for inclusion in the Raytheon Technologies Corporation (“Company”) proxy statement to be circulated in conjunction with the next annual meeting of shareholders. The Proposal relates to the issue of director resignations and is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission proxy regulations.

The Fund is the beneficial owner of shares of the Company’s common stock, with a market value of at least \$25,000, which shares have been held continuously for more than a year prior to and including the date of the submission of the Proposal. Verification of this ownership by the record holder of the shares, BNY Mellon, will be sent under separate cover. The Fund intends to hold the shares through the date of the Company’s next annual meeting of shareholders. Either the undersigned or a designated representative will present the Fund’s Proposal for consideration at the annual meeting of shareholders.

If you would like to discuss the Proposal, please contact Michael Piccirillo at Mpiccirillo@nycdistrictcouncil.org. Mr. Piccirillo will be available to discuss the proposal on Tuesday, November 21, or Tuesday, November 28 from 1:00PM to 5:00PM (ET) either day or other mutually agreeable date and time. Please forward any correspondence related to the proposal to Mr. Piccirillo, New York City District Council of Carpenters, 395 Hudson Street, 9th Floor, New York, NY 10014 or at the email address above.

Sincerely,



Joseph A. Geiger
Fund Co-Chair - Trustee

cc. Michael Piccirillo
Edward J. Durkin

Enclosure

EXHIBIT C

Company's Deficiency Notice



Richard A. Calame
Senior Director and Associate General
Counsel

RTX
Legal, Contracts and Compliance
1000 Wilson Blvd.
Arlington, VA 22209
USA

November 17, 2023

Via Email (Mpiccirillo@nycdistrictcouncil.org)

Michael Piccirillo
New York City District Council of Carpenters
395 Hudson Street, 9th Floor
New York, NY 10014

Dear Mr. Piccirillo:

We are writing to you in connection with the shareholder proposal submitted by the New York City Carpenters Pension Fund (the "Fund") for inclusion in the RTX Corporation proxy statement for our 2024 annual meeting of shareholders, which RTX Corporation received on November 9, 2023. In the November 9, 2023 submission letter enclosed with the proposal, Joseph A. Geiger, Fund Co-Chair – Trustee, requested that we send any correspondence related to the proposal to you.

In his letter, Mr. Geiger stated that you would be available to discuss the proposal on either Tuesday, November 21 or Tuesday, November 28 from 1:00 to 5:00pm (ET). We would propose to meet via teleconference on Tuesday, November 28 from 4:00 to 4:30 pm (ET). If this time works, please let us know and we will send a meeting invitation with dial-in details.

The Fund has not yet provided written evidence of the requisite share ownership, as required by Rule 14a-8(b) of the Securities Exchange Act of 1934. Mr. Geiger's letter stated that verification of requisite ownership by the record holder of the shares, BNY Mellon, would be sent under separate cover, but as of the date of this letter, that has not been received. The Fund needs to provide a written statement from the record holder of its securities verifying that it continuously held as of the date of submission of its proposal (A) at least \$2,000 in market value of RTX Corporation's shares for at least three (3) years, (B) at least \$15,000 in market value of RTX Corporation's shares for at least two (2) years, or (C) at least \$25,000 in market value of RTX Corporation's shares for at least one (1) year.

Accordingly, please transmit the required proof of ownership no later than fourteen (14) calendar days from the date you receive this notice in order for us to consider the Fund's shareholder proposal for inclusion in the 2024 proxy statement. If not, Rule 14a-8(f) permits RTX Corporation to exclude the Fund's proposal from the 2024 proxy statement.

A prompt response would be greatly appreciated. In the meantime, please do not hesitate to contact us with questions.

Sincerely,

A handwritten signature in blue ink that reads "Richard A. Calame".

Richard A. Calame

cc: Edward G. Perrault, Corporate Vice President and Secretary

EXHIBIT D

Company's Courtesy Follow-Up to Deficiency Notice

From: [Calame, Rich RTX](#)
To: [Mpiccirillo@nycdistrictcouncil.org](mailto:mpiccirillo@nycdistrictcouncil.org)
Cc: [Perrault, Edward G. \(RTX\)](#)
Subject: RTX Corporation - Shareowner proposal of New York City Carpenters Pension Fund
Date: Tuesday, November 21, 2023 10:46:40 AM
Attachments: [RTX Letter to M Piccirillo \(11.17.23\).pdf](#)

Dear Mr. Piccirillo,

I am following up on the below email, as I had not received confirmation of receipt from you. I will also send a copy by FedEx, just to be sure you receive it.

Sincerely,

Rich Calame

Richard A Calame
Senior Director and Associate General Counsel

RTX
Legal, Contracts and Compliance

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From: Calame, Rich RTX
Sent: Friday, November 17, 2023 11:43 AM
To: [Mpiccirillo@nycdistrictcouncil.org](mailto:mpiccirillo@nycdistrictcouncil.org)
Cc: Perrault, Ted G RTX [REDACTED]
Subject: RTC Corporation - Shareowner proposal of New York City Carpenters Pension Fund

Dear Mr. Piccirillo,

In connection with the subject shareowner proposal submission, please see the attached letter regarding a teleconference on Tuesday, November 28 at 4:00pm (ET) and requesting evidence of share ownership.

We request that you confirm receipt of this email and attachment.

Sincerely,

Rich Calame

Richard A Calame
Senior Director and Associate General Counsel



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EXHIBIT E

FedEx Receipt of Company's Deficiency Notice

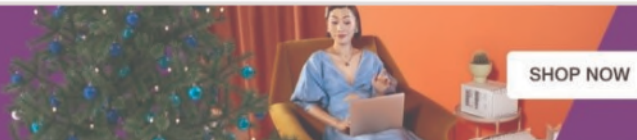


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RANDOLPH, MA

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NEW YORK, NY

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Shipment overview

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SERVICE FedEx Standard Overnight

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WEIGHT 0.5 lbs / 0.23 kgs

TOTAL PIECES 1

TOTAL SHIPMENT WEIGHT 0.5 lbs / 0.23 kgs

PACKAGING FedEx Envelope

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Shipment arriving On-Time
RANDOLPH, MA
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RANDOLPH, MA
- 7:02 PM
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RANDOLPH, MA
- 11:46 PM
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Status:	Delivered	Delivered To:	Mailroom
Signed for by:	M.PICCOROLO	Delivery Location:	395 HUDSON ST 9
Service type:	FedEx Standard Overnight		
Special Handling:	Deliver Weekday		NEW YORK, NY, 10014
		Delivery date:	Nov 22, 2023 09:19

Shipping Information:

Tracking number:	774184522255	Ship Date:	Nov 21, 2023
		Weight:	0.5 LB/0.23 KG

Recipient:
Michael Piccirillo, NYC District Council of Carpenters
395 Hudson Street
9th Floor
NEW YORK, NY, US, 10014

Shipper:
Rich Calame, RTX Corporation
870 WINTER ST
WALTHAM, MA, US, 02451



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