GIBSON DUNN

Ronald O. Mueller
Partner
T: +1 202.955.8671
rmueller@gibsondunn.com

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VIA ONLINE PORTAL SUBMISSION

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

Re: *Amazon.com, Inc.*
Shareholder Proposal of the Oklahoma Tobacco Settlement Endowment Trust
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the "Company"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the "2025 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") submitted by Bowyer Research on behalf of the Oklahoma Tobacco Settlement Endowment Trust (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

> **Resolved**: Shareholders request the Board of Directors of Amazon.com, Inc. conduct an evaluation and issue a report within the next year, at reasonable cost and excluding proprietary information and confidential information, evaluating how it oversees risks related to discrimination against ad buyers and sellers based on their political or religious status or views.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations.

ANALYSIS

I. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Relates To The Company's Ordinary Business Operations.

A. Background On The Ordinary Business Standard.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. *Id.* As relevant here, one of these considerations is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* The Commission stated that examples of tasks that implicate the ordinary business standard include "the management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." *Id.*

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal is within the ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) ("the staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)"). Moreover, in Staff Legal Bulletin 14E (Oct. 27, 2009) ("SLB 14E"), the Staff noted that if a proposal relates to management of risks or liabilities that a company faces as a result of its operations, the Staff will focus on the "subject matter to which the risk pertains or that gives rise to the risk" in making a decision regarding whether a proposal can be properly excluded pursuant to Rule 14a-8(i)(7). Pursuant to SLB 14E, the Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) requesting an assessment of risks when the underlying subject matter concerns the ordinary business of the company, including with respect to advertising and marketing strategies. *See, e.g.*, *Netflix, Inc.* (Mar. 14, 2016) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal that requested a report "describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making," noting that the proposal related to the ordinary business matter of the "nature, presentation and content of programming and film production"). When assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) ("SLB 14C") ("[i]n determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole").

B. The Proposal Is Excludable Because It Relates To The Company's Advertising Strategies And Practices.

The Proposal focuses on the Company's advertising strategies and practices. Following a brief commentary on the Company's ad-buying power and advertising strategy, the bulk of the Supporting Statement that precedes the Proposal's resolved clause consists of six paragraphs asserting that the Company directly or through third parties participates in practices that discriminate against certain viewpoints. The Supporting Statement then asserts that the Company's advertising policies and actions create legal liability, and that the Company "needs to rebuild trust by providing transparency around these policies and practices." Thus, while the Proposal is phrased in terms of a report on the Board's oversight of risks related to discrimination against ad buyers and sellers, the Proposal is not focused on the Board's role in the oversight of a company's management of risk. For example, in *Amazon.com, Inc. (International Brotherhood of Teamsters General Fund and the CtW Investment Group)* (avail. Apr. 8, 2020, *recon. denied* Apr. 9, 2020) and *ExxonMobil Corp.* (avail. Mar. 3, 2011, *recon. denied* Mar. 21, 2011), the Staff concurred in the exclusion of proposals that requested a board report that addressed, among other things, the board's oversight of a particular issue. Thus, consistent with SLB 14E, in evaluating excludability under Rule 14a-8(i)(7), one must assess

"whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company."

As noted above, the underlying subject matter of the Proposal is the Company's advertising strategies and practices. The Company devotes significant time, energy, and resources to its advertising strategy across the broad spectrum of its operations (*e.g.*, retail and entertainment offerings to consumers around the world), as well as hosting advertising content on its websites and through its streaming services. These activities require numerous detailed and dynamic decisions, including which products and services are advertised and which advertising channels are used (which can include TV, radio, print, online websites managed by the Company or by others, direct marketing, product placement, interactive games, outdoor marketing, event sponsorships, mobile marketing, commissioned influencers, and other channels). Many aspects of the Company's advertising activities with respect to certain products or industries are heavily regulated, and the advertising industry is highly competitive. Managing these aspects of the Company's operations also involves complex financial decisions. For example, in its decisions about advertising the Company's products and services on various advertising channels, the Company must weigh factors such as the amount spent on advertising and expectations about increase in sales associated with that advertising, the effectiveness of the advertising strategy, and advertising priorities among the many products and services the Company offers.

Reflecting the considerations described above, the Staff consistently has concurred that decisions regarding advertising strategies and practices are core management functions that relate to a company's ordinary business operations within the standards of Rule 14a-8(i)(7). Most recently, in *Tesla, Inc. (McCreary)* (avail. Mar. 25, 2024), the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company "authorize and implement an educational, data driven, comprehensive advertising strategy for the [c]ompany's vehicles, and report on the progress and results of such strategy." In *Home Depot, Inc.* (avail. Mar. 17, 2021), the proposal requested a report "assessing how and whether [the company] ensures its advertising policies are not contributing to violations of civil or human rights," noting that the report should also address "whether the policies contribute to the spread of hate speech, disinformation, white supremacist activity, or voter suppression efforts, and whether policies undermine efforts to defend civil and human rights, such as through the demonetization of content that seeks to advance and promote such rights." The company argued that, although the proposal alleged a potential connection between the company's advertising policies and practices and violations of civil or human rights, the proposal was excludable under Rule 14a-8(i)(7) because it sought to "intervene in how the [c]ompany manages its advertising strategy and standards" and that it sought "to override the [c]ompany's determinations on the processes and standards it employs when implementing its advertising decisions and strategies." In a chart decision, the Staff concurred that the proposal was excludable as ordinary business. *See also The Walt Disney Co.* (avail. Jan. 8, 2021) (same); *Amazon.com, Inc.* (avail. Mar. 23, 2018) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company not "place promotional or other marketing material on online sites or platforms that produce and disseminate content that expresses hatred or intolerance for people on the basis of actual or perceived race, ethnicity, national origin, religious affiliation, sex, gender,

gender identity, sexual orientation, age or disability," with the Staff noting that the proposal "relates to the manner in which the [c]ompany advertises its products and services"); *Ford Motor Co.* (avail. Feb. 2, 2017) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company assess the political activity from its advertising and its resulting exposure to risk); *FedEx Corp.* (avail. July 11, 2014) (concurring with the exclusion of a proposal requesting a report on reputational damage from the company's sponsorship of the Washington, D.C. NFL franchise team due to controversy over the team's name because it related to "the manner in which [the company] advertises its products and services").

The Staff has recognized that content decisions, whether regarding information hosted by a company or sponsored by a company, likewise involve core managerial determinations implicating complex decisions that are not appropriate for shareholder votes. Most recently, in *Fox Corp.* (avail. Sept. 19, 2024), the Staff concurred with exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company's board prepare and publish a report assessing the potential negative social impact and risks to the Company from continuing to inadequately distinguish between the Company's on-air news content and its opinion content, and the viability and benefits of providing public differentiation between its news and the entertainment-based nature of its non-news shows. The company cited a long line of precedents in which the Staff had concurred that the content and format of programming sponsored by a company related to the companies' ordinary business operations. *See, e.g.*, *General Electric Co.* (avail. Feb. 1, 1999) (concurring with the exclusion of a proposal requesting that the company's board prohibit all unbiblical programming by NBC and reprimand a particular employee on the basis that the proposal related to the content of programming). Similarly, in *PepsiCo Inc.* (avail. Jan 10, 2014), the Staff concurred in exclusion of a proposal requesting that the company issue a public statement that one of its advertisements was presented in poor taste and that management regretted making a misguided decision.

Equally relevant when assessing proposals relating to advertising operations, the Staff has concurred with exclusion under Rule 14a-8(i)(7) of proposals relating to a company's customer relationships, even when the proposals assert that a company's conduct implicates unlawful discrimination or censorship. For instance, the Staff recently concurred with the exclusion under Rule 14a-8(i)(7) of two proposals requesting each company's "policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government," including "an itemized listing of such requests . . . and a reason or rationale for the [c]ompany's response, or lack thereof." In each case, the supporting statements raised concerns about "unconstitutional law enforcement activities and censorship." Consistent with well-established precedents, the Staff concurred with exclusion under Rule 14a-8(i)(7). *See JPMorgan Chase & Co. (National Legal and Policy Center)* (avail. Mar. 21, 2023); *Wells Fargo & Co.* (avail. Mar. 2, 2023). In *PayPal Holdings, Inc. (Laurent Ritter)* (avail. Apr. 10, 2023), the proposal requested that the board of directors revise its reporting to "provide clear explanations of the number and categories of account suspensions and closures that may reasonably be expected to limit freedom of expression or access to information or financial services," and the supporting statement requested that the report include the "external legal or policy basis and internal

company criteria for removals," as well as "[a]ny efforts by the company to mitigate the harmful effects" of such account closures. The Staff concurred with the proposal's exclusion under Rule 14a-8(i)(7).

Here, like in *Tesla, Home Depot, Walt Disney*, and the other precedents cited above, the focus of the Proposal is on the Company's advertising strategies and practices, specifically regarding how the Company interacts with ad buyers and sellers. To the extent the Proposal involves advertising content that the Company produces or hosts, the Proposal is comparable to those involved in *Fox*, *General Electric*, *JPMorgan Chase*, *PayPal*, and the numerous precedents those letters cite. The Company's management of its advertising operations and decisions regarding whether, where, and how to work with different ad buyers and sellers—including assessments for the most appropriate advertising channels and policy decisions regarding sales of advertising services—relate to the marketing, promotion, and sale of products and services, which clearly constitute the Company's ordinary business operations. The Proposal seeks to intrude upon the ordinary business operations of the Company in implementing its advertising strategies and practices and when interacting with its customers. As such, the Proposal would inappropriately impede management's ability to run the Company on a day-to-day basis and is properly excludable under Rule 14a-8(i)(7).

C. The Proposal Does Not Focus On A Significant Policy Issue That Transcends The Company's Ordinary Business Operations.

The 1998 Release distinguishes proposals pertaining to ordinary business matters from those involving "significant social policy issues." *Id*. (citing Exchange Act Release No. 12999 (Nov. 22, 1976)). While "proposals . . . focusing on sufficiently significant social policy issues (*e.g.*, significant discrimination matters) generally would not be considered to be excludable," the Staff has indicated that proposals relating to both ordinary business matters and significant social policy issues may be excludable in their entirety in reliance on Rule 14a-8(i)(7) if they do not "transcend the day-to-day business matters" discussed in the proposals. 1998 Release. In this regard, when assessing proposals under Rule 14a-8(i)(7), the Staff considers "both the proposal and the supporting statement as a whole." SLB 14C. Moreover, as Staff precedent has established, the fact that a proposal may touch upon topics that implicate significant policy issues, or that take such issues as their starting point, does not transform an otherwise ordinary business proposal into one that transcends ordinary business when the proposal does not otherwise focus on those topics.

The Staff most recently discussed how it evaluates whether a proposal "transcends the day-to-day business matters" of a company in Staff Legal Bulletin No. 14L (Nov. 3, 2021), noting that it is "realign[ing]" its approach to determining whether a proposal relates to ordinary business with the standards the Commission initially articulated in 1976 and reaffirmed in the 1998 Release. In addition, the Staff stated that it will "no longer tak[e] a company-specific approach to evaluating the significance of a policy issue under Rule 14a-8(i)(7)" but rather will consider only "whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company."

Here, although the Proposal addresses "discrimination against ad buyers and sellers based on their political or religious status or views," the Proposal and Supporting Statement are focused primarily on the Company's advertising strategies and practices. For example, the Supporting Statement emphasizes the Company's "ad-buying power" and asserts that the Company "should be advertising in ways that support its competitive interests." The vast majority of the Supporting Statement relates to alleged influences on the Company's decision-making with respect to its advertising, further demonstrating that the Proposal is primarily concerned with the means by which the Company conducts its advertising.

In this respect, the Proposal is comparable to the precedents discussed above. For example, in *Home Depot*, while the proposal requested a report as to whether the company's advertising policies contributed to violations of civil or human rights (both of which are significant social policy issues), the company asserted that the proposal was "fundamentally focused on the manner in which the company advertises" and "does not raise a significant policy issue that transcends the [c]ompany's ordinary business operations." The Staff concurred with exclusion under Rule 14a-8(i)(7). Similarly, in *Fox Corp.* (avail. Sept. 19, 2024), the proposal requested a report on the potential negative social impact and risks to the company from inadequately distinguishing between on-air news content and opinion content. The company argued that "citing potential social policy implications in a proposal does not qualify as 'focusing' on such issues, even if the social policies happen to be the subject of substantial public focus," and the Staff concurred with exclusion under Rule 14a-8(i)(7). In *Time Warner Inc. (Ridenour)* (avail. Mar. 13, 2018), the proposal requested a policy that required "the [c]ompany's news operations tell the truth, and issue an annual report to shareholders explaining instances where the [c]ompany failed to meet this basic journalistic obligation." The company asserted that the proposal was focused on matters related to the ordinary day-to-day operations of its media networks and the Staff concurred with exclusion under Rule 14-8a(i)(7), "not[ing] that the [p]roposal relate[d] to the content of news programming." *See also Amazon.com, Inc. (AFL-CIO Reserve Fund)* (avail. Apr. 8, 2022) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting a report addressing "workforce turnover on the Company's diversity, equity and inclusion," with the Staff noting that "the [p]roposal relates to ordinary business matters and does not focus on significant social policy issues"). As in these precedents, although the Proposal references potential discrimination, the focus of the Proposal addresses "core matters involving the [C]ompany's business and operations," as referenced in the 1998 Release, for which management must retain sufficient flexibility to conduct the Company's day-to-day business. Accordingly, the Proposal may be excluded under Rule 14a-8(i)(7) because it is focused on the Company's ordinary business operations and does not focus on a significant policy issue that transcends the Company's ordinary business operations.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company's Vice President, Associate General Counsel, and Corporate Secretary, at (206) 266-2132.

Sincerely,

Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Jerry Bowyer, Bowyer Research
Susan Bowyer, Bowyer Research
Todd Russ, Oklahoma Tobacco Settlement Endowment Trust

EXHIBIT A

Respect Civil Liberties in Advertising Services

Supporting Statement

Amazon is a global brand with immense influence and ad-buying power. It should be advertising in ways that support its competitive interests and build its reputation for serving its diverse customers.

But recent reports have shown that Amazon colluded[1] with the world's largest advertising buyers, agencies, industry associations, and social media platforms through the Global Alliance for Responsible Media[1] to demonetize platforms, podcasts, news outlets, and others for expressing disfavored political and religious viewpoints.

A product of the World Federation of Advertisers, GARM was formed in 2019 and quickly amassed tremendous market power. WFA members represent about 90% of global advertising, spending nearly a trillion dollars annually.[2]

GARM's express mission was to "do more to address harmful and misleading media environments," specifically "hate speech, bullying and disinformation," all under the guise of "brand safety."[3] GARM leader Rob Rakowitz explained that the "whole issue bubbling beneath the surface" of the advertising industry and digital platforms is the "extreme global interpretation of the US Constitution."[4]

GARM graded platforms on how much they censored using the above terms as well as terms like "insensitive" or "irresponsible" treatment of "debated sensitive social issues."[5] The 2024 Viewpoint Diversity Business Index[6] found that 76% of the largest tech and finance companies have similarly vague and subjective terms. These terms encourage companies—and activists like GARM—to restrict service

[1] https://1792exchange.com/spotlight-reports/corporate-bias-ratings/
[2]https://dw-wp-production.imgix.net/2024/07/2024-07-10-GARMs-Harm-How-the-Worlds-Biggest-Brands-Seek-to-Control-Online-Speech.pdf
[3]https://wfanet.org/knowledge/item/2019/06/18/Global-Alliance-for-Responsible-Media-launches-to-address-digital-safety
[4]https://dw-wp-production.imgix.net/2024/07/2024-07-10-GARMs-Harm-How-the-Worlds-Biggest-Brands-Seek-to-Control-Online-Speech.pdf
[5]https://wfanet.org/knowledge/item/2023/08/23/New-insights-on-platform-safety-trends-through-GARMs-latest-measurement-report
[6] https://viewpointdiversityscore.org/business-index

for arbitrary and discriminatory reasons and let them avoid accountability by hiding censorship behind vague and shifting standards.

For its part, GARM promoted hyper-partisan and censorial groups like the Global Disinformation Index and NewsGuard, which smear many mainstream outlets as "disinformation."[7] GARM threatened Spotify because Joe Rogan promoted views it disagreed with on COVID-19. And it infamously boycotted X because Elon Musk loosened some of the platform's censorship restrictions.[8]

GARM disbanded shortly after public pressure and a lawsuit from X in 2024,[9] which ironically evinces how brand-damaging these practices are. But these censorious practices are still prevalent. Many of the "Big Six" advertising agencies that were all a part of GARM, for example, maintain similar policies.[10]

These policies and Amazon's actions create legal exposure under antitrust and anti-discrimination laws.

Amazon needs to rebuild trust by providing transparency around these policies and practices. This will assure customers, shareholders, and others that it is protecting, not targeting, free speech and religious freedom.

Resolved: Shareholders request the Board of Directors of Amazon.com, Inc. conduct an evaluation and issue a report within the next year, at reasonable cost and excluding proprietary information and confidential information, evaluating how it oversees risks related to discrimination against ad buyers and sellers based on their political or religious status or views.

[7]https://dw-wp-production.imgix.net/2024/07/2024-07-10-GARMs-Harm-How-the-Worlds-Biggest-Brands-Seek-to-Control-Online-Speech.pdf
[8]https://foundationforfreedomonline.com/censorship-industry-garm-members-receive-billions-in-federal-contracts/
[9] https://www.nytimes.com/2024/08/08/technology/elon-musk-x-advertisers-boycott.html
[10]https://foundationforfreedomonline.com/censorship-industry-garm-members-receive-billions-in-federal-contracts/