



DIVISION OF
CORPORATION FINANCE

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

April 4, 2025

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP

Re: Amazon.com, Inc. (the "Company")
Incoming letter dated January 20, 2025

Dear Ronald O. Mueller:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the Oklahoma Tobacco Settlement Endowment Trust for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the board of directors conduct an evaluation and issue a report evaluating how it oversees risks related to discrimination against ad buyers and sellers based on their political or religious status or views.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). Under the approach described in Staff Legal Bulletin No. 14M (Feb. 12, 2025), the Company has not explained whether the policy issue raised by the Proposal is significant to the Company. Therefore, in our view, the Company has not demonstrated that the Proposal relates to its ordinary business operations.

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/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Jerry Bowyer
Bowyer Research, Inc.

January 20, 2025

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,

A handwritten signature in blue ink, appearing to read "Ronald O. Mueller".

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 colluded¹ with the world's largest advertising buyers, agencies, industry associations, and social media platforms through the Global Alliance for Responsible Media¹ 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 Index⁶ 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/>



February 28, 2025

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

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

Ladies and Gentlemen:

I am writing for the Oklahoma Tobacco Settlement Endowment Trust (“Proponent”) to defend its shareholder proposal (“Proposal”) to Amazon.com, Inc. (“Amazon” or the “Company”). Ronald Mueller, counsel for Amazon, wrote to you on January 20th, 2025, to ask you to concur with Amazon’s view that it can exclude Proponent’s shareholder proposal from its 2025 Annual Meeting of Shareholders under 17 CFR § 240.14a-8 (“Rule 14a-8”). Amazon has the burden of demonstrating it is entitled to exclude the Proposal under Rule 14a-8(g). But it cannot bear this burden.

The Proposal asks Amazon to evaluate and report on the risks related to discriminating against ad buyers and sellers based on political or religious status or views. Amazon argues that it may exclude the Proposal under Rule 14a-8(i)(7) because it relates to ordinary business matters and does not focus on a significant social policy issue.

But Staff recently approved of a virtually identical proposal in *The Walt Disney Co. (Tuggle)* (Jan. 22, 2025) (“*Disney 2025*”) and rightly recognized that the proposal there transcends ordinary business matters. Staff and the Commission have long understood that religious and political discrimination are significant social policy issues. This is no exception. Amazon-owned Twitch was sued over GARM; Amazon has received significant negative media on it; and its commitment to GARM is inconsistent with its commitment to uphold free speech. Amazon cannot say it is ordinary business to participate in an anti-competitive cartel that coerced social media platforms into suppressing disfavored political and religious viewpoints under the guise of “misinformation” and “hate speech.”

The Proposal

The Proposal provides:

Resolved: Shareholders request that 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.

The Supporting Statement explains that Amazon was part of a collusive trade association, the Global Alliance for Responsible Media (“GARM”), which gathered the world’s largest buyers, agencies, industry associations, and social media platforms to censor disfavored political and religious content and viewpoints. GARM weaponized its members’ massive market share of ad buying to pressure digital platforms to censor “hate speech, bullying and disinformation,” as well as “insensitive” or “irresponsible” treatment of “debated sensitive social issues,” even though these terms are hopelessly subjective and vague. It included several high-profile examples, including threatening Spotify because Joe Rogan promoted certain views on COVID-19 and boycotting X because Elon Musk loosened the platform’s censorship restrictions.

The Statement also explains how GARM exhibited a censorious intent. Its co-founder and president 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.” The Statement also notes that GARM relied on “hyper-partisan and censorial groups like the Global Disinformation Index and NewsGuard, which smear many mainstream outlets as ‘disinformation.’”

Finally, the Statement observes that although GARM disbanded, many of these discriminatory practices are still prevalent. Thus, Amazon needs to “assure customers, shareholders, and others that it is protecting, not targeting, free speech and religious freedom.”

Discussion

To exclude the Proposal, Amazon must show that the Proposal both relates to the Company’s ordinary business operations and that it fails to focus on a significant policy issue. It cannot do either one. First, as Staff recently decided in *Disney 2025*, a proposal focused on discrimination against political and religious views and status in advertising transcends ordinary business operations and cannot be excluded. The objective importance of GARM, Amazon’s own controversy around GARM, and its commitments related to human rights also show it is significant to Amazon.

Second, GARM’s behavior is collusive and anti-competitive by design, so Amazon’s policies and practices around this do not relate to ordinary business. Amazon’s

arguments to the contrary do not acknowledge the Proposal's clear focus on discrimination and instead rely on no-action decisions that did not address discrimination or, in many cases, any social policy issue at all.

A. Proposals that focus on a significant social policy issue transcend a company's ordinary business operations.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with a matter relating to the company's ordinary business operations." This includes "management of the workforce . . . decisions on production quality and quantity, and the retention of suppliers," which are "tasks 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." Exchange Act Release No. 40018, 63 Fed. Reg. 29106, 29108 (May 21, 1998) (the "1998 Release"). When assessing a proposal, the Commission looks at the underlying "subject matter" of the proposal, not whether it prescribes a particular policy, board action, or disclosures. Exchange Act Release No. 20091, 48 Fed. Reg. 38218-01, 38221 (Aug. 16, 1983).

Notwithstanding the above, proposals that "focus[] on sufficiently significant social policy issues" are not excludable under Rule 14a-8(i)(7) even if they relate to ordinary business operations. 1998 Release at 29108. This is because they "transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." *Id.* When determining whether a proposal focuses on a matter of significant social policy, Staff focus on "the significance in relation to the company," Division of Corporate Finance, Staff Legal Bulletin No. 14M (Feb. 12, 2025) ("SLB 14M"), and the "presence of widespread public debate," Division of Corporation Finance, Staff Legal Bulletin No. 14A (July 12, 2002) ("SLB14A"). Staff clarified this approach in Bulletin 14H to correct the misunderstanding that a proposal must both focus on a "significant social policy" and be "divorced from how a company approaches the nitty-gritty of its core business." Division of Corporate Finance, Staff Legal Bulletin No. 14H (Oct. 22, 2015) ("SLB 14H").

Based on this, Staff have approved a variety of proposals that touch on discrete and varying aspects of a company's operations. *See, e.g., Johnson & Johnson* (Mar. 3, 2022) (recommending that company "discontinue global sales of its talc-based Baby Powder" in light of public health risks to customers); *Alphabet, Inc. (Mims Trust)* (Apr. 12, 2022) (report on how company is "address[ing] the human rights impacts of its content management policies to address misinformation and disinformation across its platforms"); *Meta Platforms, Inc. (Cortese)* (Apr. 2, 2022) (report on "potential psychological and civil and human rights harms" from "the use and abuse" of company's "metaverse project"); *Caesars Entertainment, Inc.* (Apr. 19, 2024) (report on "adoption of a smokefree policy for Company properties").

Were the rule otherwise, shareholders would never be able to address virtually any discrete parts of a company's operations, from advertising to supply chain issues to workforce management. But that is not the case, which is why Staff have consistently and repeatedly approved of proposals focusing on different parts, policies, or practices of the company, including in advertising.

B. The Commission and Staff have consistently recognized that proposals focusing on discrimination in civil rights transcend ordinary business operations.

The Commission's and Staff's interpretations of the "significant social policy exception" repeatedly cite discrimination in civil rights matters as prototypical examples of significant social policy issues that transcend ordinary business matters. For example, the Commission's 1998 Release explained that proposals "focusing on sufficiently significant social policy issues (e.g., *significant discrimination matters*) generally would not be considered to be excludable." 1998 Release at 29108 (emphasis added).

Staff have consistently approved proposals that relate to discrimination in civil rights matters on a wide range of protected characteristics and in many contexts across a company. *See, e.g., JPMorgan Chase & Co. (Bahnsen)* (Mar. 21, 2023) (report on how customer-facing policies "related to discrimination against individuals based on their . . . religion . . . and whether such discrimination may impact individuals' exercise of their constitutionally protected civil rights"); *PayPal Holdings, Inc.* (Apr. 10, 2023) (same); *CVS Health Corp.* (Mar. 17, 2022) (audit on "Company's impacts on civil rights and non-discrimination" arising from employment practices); *McDonald's Corp.* (Apr. 5, 2022) (audit analyzing the "adverse impact" of the company's "policies and practices on the civil rights of company stakeholders"); *CorVel Corp.* (Apr. 10, 2019) (report on "risks associated with omitting 'sexual orientation' and 'gender identity' from its written equal employment opportunity policy").

Staff have also consistently approved of proposals focused on the impacts of a company's advertising practices, including recently a proposal that is materially identical to the Proposal here. In *Disney 2025*, Staff rejected an ordinary business argument to a proposal that, like here, asked for a risk report "evaluating how it oversees risks related to discrimination against ad buyers and sellers based on their political or religious status or views." The Supporting Statement is also very similar and points to the same precipitating incident, GARM, and other supporting points, including GARM's promotion of news blacklisting agencies, its express policies to address "hate speech, bullying, and disinformation," Rob Rakowitz's contempt for the First Amendment, and data from the 2024 Viewpoint Diversity Business Index. It is, in fact, nearly word-for-word the same as the Proposal here.

Staff have also approved of other proposals focused on these issues in advertising. This includes ones addressing "hate speech" and "misinformation" specifically. *See,*

e.g., *Alphabet, Inc. (Trillium)* (Apr. 15, 2022) (report on how algorithmic systems, including “systems to target and deliver ads,” impact “user speech and experiences”); *Alphabet, Inc. (Mims Trust)* (Apr. 12, 2022) (report on how company is “address[ing] the human rights impacts of its content management policies to address misinformation and disinformation across its platforms”); *Meta Platforms* (Mar. 30, 2022) (report “examining the actual and potential human rights impacts of Facebook’s targeted advertising policies and practices,” including impacts on “systemic discrimination” and “political polarization”). It also includes older decisions dealing with other issues that are well-recognized as significant policy issues. *RE/MAX Holdings, Inc.* (Mar. 14, 2016) (report on “Company’s practice of advertising and leasing properties in the Israeli settlements” to protect “human rights” and U.S. international affairs interests); *Lorillard, Inc.* (Mar. 3, 2014) (adopt educational campaign “informing poor and less formally educated tobacco users of the health consequences of smoking our products”).

In a similar case, also from Amazon, Staff approved of a proposal asking for a report “on its efforts to address hate speech and the sale of offensive products throughout its business.” *Amazon.com, Inc.* at 2¹ (Apr. 3, 2019). The same issue of discrimination is here, only this time dealing with advertising services.

Amazon whistles past the above decisions, bulletins, and Commission guidance, notwithstanding *Disney 2025* which postdated Verizon’s request. It instead observes that proposals relating to advertising are sometimes excludable. But none of its proposals focused on significant policy issues that transcended any relation to advertising.

It relies primarily on *Tesla, Inc. (McCreary)* (Mar. 25, 2024). But the proposal there did not identify any ostensible significant policy issue. It instead asked for a “comprehensive advertising strategy’ for the Company’s [electric] vehicles” in order to “expand[] the addressable market,” i.e. so the company could make more money. *Id.* at 6–7. A quick review of the supporting statement shows concern over “underinvesting in advertising relative to [Tesla’s] peers and industry norms,” scaling advertising to be commensurate with “Tesla’s production capacity,” and “educational advertising [that] can help the Company increase demand by enlightening potential car buyers.” *Id.* at 6. Although the *Tesla* proposal may implicate environmental concerns over electric vehicles, the proposal did not mention those concerns, much less focus on them.

Other citations dealt with proposals that did not raise significant social policy issues. See *Ford Motor Co.* (Feb. 2, 2017) (“indirect political spending” disguised as ad buying); *FedEx Corp.* (July 11, 2014) (“reputational damage from its association with the Washington D.C. NFL franchise team name controversy”); *Fox Corp.* (Sept.

¹ Page numbers refer to the pdf page number of the collected no-action documents available on the SEC’s website at <https://www.sec.gov/corpfin/shareholder-proposals-no-action?>.

19, 2024) (distinguishing on-air news content from opinion content); *PepsiCo Inc.* at 18 (Jan. 10, 2014) (addressing Pepsi’s “poor taste” in advertising a commercial about a dog bribing a young man). By contrast, the Proposal here focuses consistently on religious and political discrimination throughout and fits much more closely with the more recent precedent above.

Amazon also relies on several proposals asking about the civil rights impacts of companies spending their advertising dollars: *Home Depot, Inc. (Young)* (Mar. 17, 2021), *Walt Disney Co.* (Jan. 8, 2021), and *Amazon.com, Inc.* (Mar. 23, 2018). But the proposals there predated public controversy on and subsequent disbandment of GARM, which have propelled this issue to new heights in terms of “widespread public debate.” It is notable that the House report uncovered, for the first time, the collusive behavior of advertisers like Verizon in this coalition. Not only that, the World Economic Forum also stated in a 2024 report that digital “misinformation and disinformation” on political and other social issues is “[e]merging as the most severe global risk anticipated over the next two years.”² Any efforts to address this alleged “misinformation” and “hate speech” would correlate directly with a risk of increased censorship. Nor did the above proposals raise issues of political or religious discrimination like the Proposal here. For that reason, Staff’s more recent precedent in *Alphabet* and *Meta* above are much more on point.

Amazon then says that “equally relevant” are “proposals relating to a company’s customer relationships, even when the proposals assert that a company’s conduct implicates unlawful discrimination or censorship.” NAR at 5. Off the bat, proposals like *Disney 2025*, *JPMorgan Chase & Co. (Bahnsen)* (Mar. 21, 2023), and the above precedent on *Alphabet* and *Meta* are much more on-point because they deal with advertising policies, not customer account closures. Further, Amazon’s cites here all deal with financial institutions in particular. But even the proposals Amazon relies on are inapposite.

The Company cites *JPMorgan Chase & Co. (NLPC)* (Mar. 21, 2023). NAR at 5. But that proposal was concerned with government coercion in closing accounts for firearms and precious metal businesses, among other business types, not with discrimination based on protected classes. On the same day, Staff decided the much more relevant *JPMorgan Chase & Co. (Bahnsen)* (Mar. 21, 2023), which dealt with similar account closing concerns but focused on religious and political viewpoint discrimination. *Wells Fargo & Co. (Mar. 2, 2023)* is materially the same as the NLCP proposal and is inapposite for the same reasons.

PayPal Holdings, Inc. (Ritter) (Apr. 10, 2023) is even less relevant. There, the proponent ostensibly asked about “free speech” but was focused on fringe topics like “banning legal sex workers access to services” and “enabling anonymous

² World Economic Forum, *Global Risks Report 2024*, (Jan. 10, 2024) <https://www.weforum.org/publications/global-risks-report-2024/digest/>.

communication.” *Id.* at 13. Contrast this with the concerns of this Proposal, which focus on mainstream conservative and religious views on contentious issues like COVID-19, and alleged “misinformation” and “hate speech,” which is often code for disfavored political or religious views and a consistent hot political topic.

C. The Proposal focuses on a significant social policy issue and not ordinary business operations.

Consistent with *Disney 2025* and the other precedent, bulletins, and Commission guidance above, the Proposal here cannot be excluded for relating to ordinary business operations. Verizon disagrees and says that the Proposal lacks a sufficient focus and instead relates to ordinary advertising matters. This misconstrues the Proposal, its subject matter, and the ordinary business rule.

The above shows that Staff and the Commission consider civil rights discrimination, and particularly religious discrimination, to be significant policy issues. And by any measure, they are issues that generate “widespread public debate.” SLB 14A. Political and religious discrimination are prohibited by numerous laws.³ They are becoming increasingly relevant in corporate America through issues like de-banking and deplatforming, which have taken center stage at the Supreme Court and the biggest news outlets in the last year alone.⁴

GARM in particular has generated intense public controversy. In July 2024, the Daily Wire reported on a House Judiciary Committee report and hearing exposing GARM’s collusion with many of the world’s biggest ad buyers to boycott X and pressure social media platforms to more aggressively censor “hate” and “offensive” speech.⁵ The report noted that “colluding to suppress voices and views disfavored by the leading marketers at the world’s largest companies and advertising agencies is

³ See, e.g., U.S. Const. amend. I; 42 U.S.C. §§ 2000a, 2000e-2, 3604; 15 U.S.C. § 1691; Justia, *Public Accommodations Laws: 50-State Survey*. Political discrimination is also an emerging field in nondiscrimination law. See, e.g., D.C. Code § 2-1402.11; N.Y. Lab. Law § 201-d; Wash. Rev. Code Ann. § 42.17A.495(2).

⁴ Justin Jouvenal, *Supreme Court rules official likely violated NRA’s free speech rights*, The Washington Post (May 30, 2024), <https://www.washingtonpost.com/politics/2024/05/30/nra-first-amendment-rights-supreme-court-vullo/>; Abbie VanSickle, David McCabe, and Adam Liptak, *Supreme Court Declines to Rule on Tech Platforms’ Free Speech Rights*, The New York Times (July 1, 2024), <https://www.nytimes.com/2024/07/01/us/supreme-court-free-speech-social-media.html>; Thomas Catenacci, *State financial officers put Bank of America on notice for allegedly ‘de-banking’ conservatives*, Fox News (Apr. 18, 2024), <https://www.foxnews.com/politics/state-financial-officers-put-bank-of-america-on-notice-for-allegedly-de-banking-conservatives>; see also Jathon Sapsford, *JPMorgan Targeted by Republican States Over Accusations of Religious Bias*, The Wall Street Journal (May 13, 2023), <https://www.wsj.com/articles/jpmorgan-targeted-by-republican-states-over-accusations-of-religious-bias-903c8b26>.

⁵ Brent Scher, *GARM Exposed: House Judiciary Report Says Ad Coalition Likely Broke Law To Silence Conservatives*, Daily Wire (July 10, 2024), <https://www.dailywire.com/news/garm-exposed-house-judiciary-report-says-ad-coalition-broke-law-to-silence-conservatives>.

core to GARM’s founding principles” and that it had specifically targeted conservative news outlets and the social media platform X by weaponizing its ad spending power.⁶ After the House report and a lawsuit from X, GARM quickly disbanded.⁷

Despite GARM’s dissolution, ad buyers and agencies are still participating in censorship schemes. For example, Forbes recently wrote that many marketers are seeking new ways to avoid associating with alleged hate speech on social media even though GARM disbanded.⁸ Another group, Dentsu, is allegedly trying to start a new coalition “to encourage advertisers to invest their media budgets in credible news outlets.”⁹ And the Viewpoint Diversity Score’s 2024 Business Index found that an alarming 57% of top digital service providers, from Adobe to Zoom, restrict ad placements and services based on political or religious views.¹⁰

The Proposal focuses on these harmful advertising practices and the risks of religious and political discrimination from them, just like the proposal in *Disney 2025*. It is also significant to Amazon. As explained above, GARM generated intense public controversy which implicated Amazon. Amazon-owned Twitch was also named in the lawsuit filed by X. These issues generated significant public controversy specifically aimed at Amazon.¹¹ This also undoubtedly generated a substantial expenditure of legal resources to defend the lawsuit and assess related risks. Further, Amazon has stated that it is committed to “embedding respect for human rights throughout our business activities” consistent “with the United Nations Guiding Principles on Business and Human Rights.”¹² These human rights of course include “freedom of expression” and “freedom of religion and belief.”¹³ The Proposal is therefore

⁶ *Id.*

⁷ Kate Conger and Tiffany Hsu, *Advertising Coalition Shuts Down After X, Owned by Elon Musk, Sues*, The New York Times (Aug. 8, 2024), <https://www.nytimes.com/2024/08/08/technology/elon-musk-x-advertisers-boycott.html>.

⁸ Brad Adgate, *Marketers Are Seeking New Ways To Ensure Brand Safety On Digital Media* (Oct. 22, 2024), <https://www.forbes.com/sites/bradadgate/2024/10/21/marketers-are-seeking-new-ways-to-ensure-brand-safety-on-digital-media/>.

⁹ Joe Mandese, *Dentsu Unveils Post-GARM Ad Coalition, Backs Credible News Media*, Media Post (Sep. 5, 2024), <https://www.mediapost.com/publications/article/399036/dentsu-unveils-post-garm-ad-coalition-backs-credi.html>.

¹⁰ Viewpoint Diversity Score, *2024 Business Index* at 18.

¹¹ See, e.g., Mike Scarcella, *Musk’s X adds Twitch as defendant in lawsuit over advertising ‘boycott’*, Reuters (Nov. 19, 2024), <https://www.reuters.com/legal/transactional/musks-x-adds-twitch-defendant-lawsuit-over-advertising-boycott-2024-11-19/>; *Amazon boosts ad spending on X after previous cuts*, Storyboard18 (Feb. 1, 2025), <https://www.storyboard18.com/advertising/amazon-boosts-ad-spending-on-x-after-previous-cuts-55139.htm>.

¹² Amazon, *Global Human Rights Principles*, https://sustainability.aboutamazon.com/human-rights/principles?utm_source=chatgpt.com.

¹³ *International Bill of Human Rights: A brief history, and the two International Covenants*, United Nations, <https://www.ohchr.org/en/what-are-human-rights/international-bill-human-rights>; *Guiding*

significant to Amazon, whether measured by external impact, its own characterization of GARM, or its commitment to free speech and religious freedom.

Amazon does not contest that religious or political discrimination are significant social policy issues. Instead, it argues that the Proposal does not focus on a significant policy issue because it instead is “focused primarily on the Company’s advertising strategies and practices.” NAR at 7. This is wrong three ways.

First, describing GARM as “ordinary business” is semantics. The Proposal focuses on collusive and anti-competitive business behavior where the express aim was to censor speech. Amazon cannot filter this behavior through ordinary business under the guise of “brand management.” Indeed, GARM’s own leader, Rob Rakowitz, stated that “the “extreme global interpretation of the US Constitution,” i.e. free speech, was the “whole issue bubbling beneath the surface” of the advertising industry which GARM sought to solve.¹⁴ GARM’s entire operations were built around getting social media platforms to do more to censor “hate speech” and “misinformation” on their platforms. GARM itself stated that it sought to “do more to address harmful and misleading media environments.”¹⁵ It did this through “measurement report[s] for digital brand safety,” which graded social media platforms based on how well they censored “hate speech” and similar types of speech GARM deemed problematic.¹⁶ It also touted its “Brand Safety and Accountability Framework,” which were content moderation definitions and policies that it pressured social media platforms to adopt.¹⁷

Principles of Business and Human Rights, United Nations Human Rights Office of the High Commissioner at 18 (2011) (“The responsibility of business enterprises to respect human rights refers to internationally recognized human rights – understood, at a minimum, as those expressed in the International Bill of Human Rights.”), https://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinessshr_en.pdf.

¹⁴ U.S. House Judiciary Committee Report, *GARM’s Harm: How the World’s Biggest Brands Seek to Control Online Speech* at 7 (July 10, 2024), <https://judiciary.house.gov/sites/evo-subsites/republicans-judiciary.house.gov/files/evo-media-document/2024-07-10%20GARMS%20Harm%20-%20How%20the%20Worlds%20Biggest%20Brands%20Seek%20to%20Control%20Online%20Speech.pdf>.

¹⁵ World Federation of Advertisers, *Global Alliance for Responsible Media launches to address digital safety* (June 18, 2019), <https://wfanet.org/knowledge/item/2019/06/18/Global-Alliance-for-Responsible-Media-launches-to-address-digital-safety>.

¹⁶ World Federation of Advertisers, *GARM launches its first-ever measurement report for digital brand safety* (Apr. 20, 2021), via Wayback Machine <https://web.archive.org/web/20240518163944/https://wfanet.org/knowledge/item/2021/04/20/GARM-launches-its-first-ever-measurement-report-for-digital-brand-safety>.

¹⁷ U.S. House Judiciary Committee Report, *GARM’s Harm: How the World’s Biggest Brands Seek to Control Online Speech*, *supra* at 10.

GARM also said that it wanted its members to “rise above individual commercial interest.”¹⁸ Rob Rakowitz also repeatedly emphasized the need for “uncommon collaboration,” which he defined as “the industry coming together and putting aside competitive concerns.”¹⁹ These statements and the fact that GARM dissolved under public scrutiny raise serious questions about whether Amazon was serving *any* commercial interest by participating in it.

Amazon contends that the Proposal’s statement that Amazon “should be advertising in ways that support its competitive interests” somehow runs against this point. NAR at 7. This only supports the above contention and does not detract from the clear focus on religious and political discrimination, issues which no doubt can have a detrimental impact on Amazon’s competitive interests, as GARM’s dissolution itself demonstrated.

Second, the Proposal is laser-focused on religious and political discrimination and is virtually identical to the Proposal in *Disney 2025*. This includes its supporting statement. *See id.* at 17–18. Both proposals cite “the US Constitution,” “censorship” based on alleged “hate speech” and similar terms, three examples of GARM pressuring major platforms to censor religious and political speech, anti-discrimination laws, and ultimately ask for a report on “risks related to discrimination” against “political or religious status or views” so that the company can “assure customers, shareholders, and others that it is protecting, not targeting, free speech and religious freedom.” These freedoms, and the discrimination against them, are the clear “subject matter” and focus of both proposals. Exchange Act Release No. 20091 (Aug. 16, 1983). Amazon cannot filter anti-competitive and censorious behavior through ordinary business under the guise of brand management.

Third, even assuming this could be characterized as ordinary business, a proposal can both relate to a company’s “nitty-gritty of its core business” and still focus on a significant policy issue. SLB 14H. Were the rule otherwise, Bulletin 14H would have no effect and the “significant policy issue” would not be an exception from the ordinary business operations ground for exclusion. In other words, a proposal cannot be excluded if it focuses on a significant policy issue, full stop. And the Proposal here does.

Amazon compares the Proposal to many of its earlier citations as a way to show a lack of sufficient focus on a significant social policy issue. But again, precedent like *Fox Corp.* (Sept. 19, 2024) and *Home Depot, Inc. (Young)* (Mar. 17, 2021) are inapposite because they lacked a focus on invidious discrimination or any other significant social policy issue.

¹⁸ *Id.*

¹⁹ *Id.*

Amazon also cites to *Time Warner Inc. (Ridenour)* (Mar. 13, 2018). But “tell[ing] the truth” in news operations is not a policy issue, just like distinguishing opinion content from editorial content was not a policy issue in *Fox Corp.*

And in *Amazon.com, Inc. (AFL-CIO)* (Apr. 8, 2022), the proposal did not focus on DEI, but “workforce turnover rates and the effects of labor market changes that have resulted from the coronavirus disease (“COVID-19”) pandemic,” as Staff characterized it. *Id.* at 1. Staff have long viewed discrimination, including workforce discrimination, as a quintessential significant social policy issue. See *CorVel Corp.* (June 5, 2019) (report on “risks associated with omitting ‘sexual orientation’ and ‘gender identity’ from its written equal employment opportunity policy”); *General Electric Co.* (Feb. 10, 2015) (adopt “Holy Land” principles, including religious non-discrimination, for workforce); *Toys “R” Us* (Apr. 8, 1999) (adopt resolution providing for religious non-discrimination in Northern Ireland); *JPMorgan Chase & Co. (Bahnsen)* (Mar. 21, 2023), *supra*.

Like the proposals immediately above, the Proposal here focuses on the risks related to discrimination based on political or religious status or views. *Disney 2025* is directly on point because it deals with a virtually identical proposal at a company similarly situated to Amazon. This decision is also in line with Staff’s consistent understanding that “hate speech” and other types of discrimination in advertising and risk reports about various types of civil rights discrimination focus on a significant social policy issue.

Conclusion

For these reasons, we request that the Staff reject Amazon’s request for relief from the Oklahoma Tobacco Settlement Endowment Trust’s Proposal. A copy of this correspondence has been timely provided to Verizon. Correspondence regarding this letter should be sent to my attention at mross@adflegal.org. If we can provide additional materials to address any queries the Commission may have on this letter, please feel free to contact me via email or at 571-707-4655.

Sincerely,



Michael Ross

Cc: Ronald O. Mueller