

VIA ELECTRONIC DELIVERY

December 22, 2017

The Honorable Walter J. Clayton, III, Chairman
Mr. Brent J. Fields, Secretary
U.S. Securities and Exchange Commission 100 F Street, N.E.
Washington, D.C. 20549

Re: Petition regarding resubmission of shareholder proposals under Rule 14a-8(i)(12) - [File No. 4-675]

Dear Mr. Clayton and Mr. Fields:

Below are hyperlinks to two white papers submitted as comments on the petition to increase resubmission thresholds under Securities and Exchange Commission (SEC) Rule 14a-8(i)(12) [File No. 4-675].

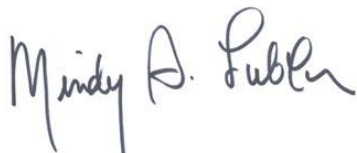
We urge the Commission to reject the Petition for numerous reasons described in the papers.

Both papers were jointly authored by Ceres, the Interfaith Center on Corporate Responsibility (ICCR), and US SIF: The Forum for Sustainable and Responsible Investment.

The first paper is titled: [*The Business Case for the Current SEC Shareholder Proposal Process.*](#)
(Link included.)

The second is titled: [*An Investor Response to the U.S. Chamber's Proposal to Revise SEC Rule 14a-8.*](#) (Link included.)

Respectfully submitted,



Mindy Lubber, CEO & President, Ceres



Lisa Woll, CEO, US SIF: The Forum for Sustainable and Responsible Investment



Josh Zinner, CEO, Interfaith Center on Corporate Responsibility

cc: The Honorable Michael Piwowar
The Honorable Kara Stein
William Hinman, Director, Division of Corporate Finance