



September 9, 2022

Rule-comments@sec.gov

Ms. Vanessa A. Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: File Number S7-20-22

Dear Ms. Countryman:

Harrington Investments, Inc. (HII) is a 40-year old family-owned Socially Responsible Registered Investment Advisor managing assets for institutional and individual investors utilizing a comprehensive SRI/ESG inclusionary and exclusionary criteria, in addition to an analytical financial review. We also include a disciplined program of shareholder advocacy filing and re-filing proposals annually, in an attempt to support positive social and environmental performance. We are writing in support of the proposed rulemaking on Substantial Implementation, Duplication and Resubmission of Shareholder Proposals pursuant to Exchange Act Rule 14a-8.

The proposed amendments to Rule 14a-8, the Shareholder Proposal Rule, would clarify when a proposal can be excluded as substantially implemented by the issuer, because its subject matter duplicates another proposal submitted for the current year, or because it is a resubmission of a subject matter voted on in a prior year.

These proposed technical changes will, hopefully, reduce SEC staff's uncomfortable position of having to make difficult highly subjective judgments, which inevitably lead to costly increases in the number and length of no action requests from corporate management and their legal staff which eventually leads to shareholders being deprived of opportunities to weigh in on many important corporate policy issues as owners.

Substantial Implementation

The proposal to revise criteria for substantial implementation, Rule 14a-8(i)(12), states that a proposal will be considered substantially implemented if "the company has already implemented the essential elements of the proposal." Management usually mischaracterizes the "essential" purpose of our proposals and then asserts corporate actions meet such purposes, which means proponents are unable to forecast the issuer and staff's subjective assessment of "essential" purpose, ultimately leading the SEC staff to adopt the corporation's more "liberal" interpretation.

The new SEC Rule change asks whether the company has addressed the **essential** elements of the proposal which is a much more logical and reasonable approach. This encourages proponents to clearly articulate essential elements using this guidance eliminating SEC staff subjectively in the process. This will also allow proponents to focus more on drafting expertise.

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Duplication

HII believes it is important to change Rule 14a-8(i)(11) to state that a proposal previously submitted will only block another resolution on the current year's priority if it "addresses the same subject matter and seeks the same objective by the same means." This allows shareholders to vote on a variety of reasonable approaches to multiple corporate policies and issues.

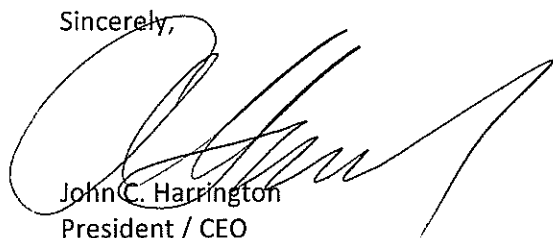
HII believes it is important for the SEC to inform shareholder proponents that there are multiple resolutions that issuers believe are duplicative, to allow owners to withdraw unnecessary proposals that might not add to appropriate dialogue and reasonable deliberations, as it provides an incentive to avoid forcing a proponent to file "first in line."

Resubmission

The 2020 amendments raising thresholds for submission and resubmission of shareholder resolutions severely limits ownership input to an already seriously limited audience of diverse, dispersed, and diffused owners. Such raised thresholds make it extremely difficult especially for small investors to communicate and deliberate with fellow shareholders. The proposed SEC rule allows owners to at least have the opportunity to revisit an issue differently, because it would exclude only those resolutions "addressing the same subject matter, seeking the same objective by the same means."

We recognize that there is no such thing as "corporate democracy." Shareholder resolutions are advisory and can be ignored, as is often the case with owner correspondence to management. Control is separate from ownership and owners have little influence over corporate board members who are self-nominated directors of large corporate oligopolies that control our economy and the U.S. political system primarily through lobbying and expending millions of dollars in political contributions. Small investors, however, recognize the SEC's current efforts to open the door to some limited participation. We appreciate your work on our behalf.

Sincerely,

A handwritten signature in black ink, appearing to read "John C. Harrington", written over a white background.

John C. Harrington
President / CEO