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January 24, 2020

The Honorable Jay Clayton
Chairman
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Vanessa A. Countryman
Secretary, Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Re: Comments on Proposed Amendments to Procedural Requirements and Resubmission Thresholds Under Exchange Act Rule 14a-8 (File No: S7-23-19)

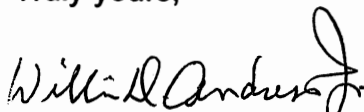
Dear Chairman Clayton and Secretary Countryman:


I am writing to **oppose proposed amendments to procedural requirements and resubmission thresholds under Exchange Act Rule.**

This proposed rule will severely limit the rights of shareholders to engage with corporations. This rule change is unnecessary as Rule 14a-8 of the Securities and Exchange Act already guides the shareholder proposal process and keeps frivolous proposals at bay. Rule 14a-8 has worked for decades. There is no need to revise it. **Amending the procedural requirements and resubmission thresholds** will only undermine a corporate engagement process that has been of great value to both companies and investors.

This proposed change will only diminish the voice of small investors like us and hinder their ability to hold corporations accountable. I urge you to withdraw this rule immediately.

Truly yours,


William D. Andress, Jr


Sylvia R. Andress