

MEMORANDUM

To: File No. S7-24-16

From: Christina Thomas
Counsel to Commissioner Elad L. Roisman
U.S. Securities and Exchange Commission

Date: February 12, 2019

Re: Discussion with Council of Institutional Investors (“CII”)

On February 12, 2019, Commissioner Elad L. Roisman and his counsels, Elizabeth Blase, Matthew Estabrook, and Christina Thomas, met with the following representatives of CII:

- Ken Bertsch
- Jeff Mahoney
- Brandon Whitehill

The parties discussed the Commission’s proposed Universal Proxy rulemaking.