



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

DIVISION OF  
CORPORATION FINANCE

March 20, 2014

Peter W. Lindner

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Re: International Business Machines Corporation  
Incoming letter dated February 7, 2014

Dear Mr. Lindner:

This is in response to your letter dated February 7, 2014 concerning the shareholder proposal you submitted to IBM. On February 6, 2014, we issued our response expressing our informal view that IBM could exclude the proposal from its proxy materials for its upcoming annual meeting. You have asked us to reconsider our position. After reviewing the information contained in our letter, we find no basis to reconsider our position.

Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Jonathan A. Ingram  
Deputy Chief Counsel

cc: William P. Rogers, Jr.  
Cravath, Swaine & Moore LLP  
wrogers@cravath.com

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**From:** Peter Lindner\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
**Sent:** Friday, February 07, 2014 6:48 PM  
**To:** shareholderproposals; wrogers@cravath.com  
**Cc:** Peter Barbur  
**Subject:** IBM: Proof of Notice to IBM of shares of its stock. Rule 14a-8 no-action response: IBM Corp / Peter W. Lindner  
**Attachments:** Lindner to IBM 9Nov2013 10-03pm proof of shares.pdf; Fidelity NetBenefits proof of \$4k in IBM 401k 9Nov2013.pdf

Sirs:

Please find proof that I wrote I wrote IBM on Nov 9, 2013 at 10:03pm that I had \$4,000 in shares and requested that IBM "Please confirm that this shows I own \$4,000 of IBM shares continuously from 11/8/2011 to 11/7/2013 and please copy Stuart Moskowitz."

However, IBM in its typical imperious fashion neither acknowledged my letter, nor noted any objection to it.

I met the 14 day limit.

Regards,

Peter Lindner

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**From:** [shareholderproposals](#)  
**Sent:** Friday, February 07, 2014 12:10 PM  
**To:** [wrogers@cravath.com](mailto:wrogers@cravath.com)\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
**Subject:** Rule 14a-8 no-action response: IBM Corp / Peter W. Lindner

Please see the attached Rule 14a-8 no-action response. If you have any questions or are unable to open the attachment, please call the Office of Chief Counsel in the SEC's Division of Corporation Finance at (202) 551-3520.



**Peter Lindner**

**From:** "Peter Lindner" FISMA & OMB Memorandum M-07-16 \*\*\*  
**Date:** Saturday, November 09, 2013 10:03 PM  
**To:** "Peter Barbur" <pbarbur@cravath.com>  
**Cc:** <cfletters@sec.gov>  
**Attach:** Fidelity NetBenefits proof of \$4k in IBM 401k 9Nov2013.pdf  
**Subject:** IBM - Lindner Apr 2014 Shareholder Proposal on Searchable ESI for Discrimination cases

Peter Barbur:

I received a letter from Stuart Moskowitz via USPS mail, that said I have not proven I own \$2,000 of IBM stock for 2 years. I bought the stock when I worked at IBM and it was in my 401k, some 10+ years ago. Please confirm that I thus meet all the requirements for my shareholder proposal.

Please confirm that this shows I own \$4,000 of IBM shares continuously from 11/8/2011 to 11/7/2013 and please copy Stuart Moskowitz:

<b>11/9/13</b>	<b>Fidelity NetBenefits</b>
 <b>IBM 401(k) Plus Plan</b>  <b>PETER LINDNER</b>	<b>Retirement Savings Statement</b>   <b>Customer Service: (800) 796-9876</b> <b>Fidelity Investments Institutional Operations Company, Inc.</b> <b>82 Devonshire Street</b> <b>Boston, MA 02109</b>
*** FISMA & OMB Memorandum M-07-16 ***	
<b>Your Account Summary</b>	<b>Statement Period: 11/08/2011 to 11/07/2013</b>
<b>Beginning Balance</b>	<b>\$21,446.93</b>
<b>Withdrawals</b>	<b>-\$19,507.67</b>
<b>Change in Market Value</b>	<b>\$2,150.85</b>
<b>Ending Balance</b>	<b>\$4,090.11</b>
<b>Additional Information</b>	
<b>Vested Balance</b>	<b>\$4,090.11</b>
<b>Dividends &amp; Interest</b>	<b>\$298.92</b>

Regards,

Peter Lindner

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

2/7/2014

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**From:** [Peter Lindner](#)  
**Sent:** Sunday, October 27, 2013 9:27 PM  
**To:** [Peter Barbur](#)  
**Cc:** [cfletters@sec.gov](mailto:cfletters@sec.gov)  
**Subject:** IBM - Lindner Apr 2014 Shareholder Proposal on Searchable ESI for Discrimination cases

(Sorry: I sent this from my old email address. The correct email is:\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Regards,

Peter Lindner

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**From:** [Peter Lindner for resume](#)  
**Sent:** Sunday, October 27, 2013 9:26 PM  
**To:** [Peter Barbur](#)  
**Cc:** [cfletters@sec.gov](mailto:cfletters@sec.gov)  
**Subject:** IBM - Lindner Apr 2014 Shareholder Proposal on Searchable ESI for Discrimination cases

Regards,

Peter Lindner

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