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

DIVISION OF
CORPORATION FINANCE

January 22, 2018

Lisa A. Atkins
Bristol-Myers Squibb Company
lisa.atkins@bms.com

Re: Bristol-Myers Squibb Company
Incoming letter dated December 19, 2017

Dear Ms. Atkins:

This letter is in response to your correspondence dated December 19, 2017 concerning a shareholder proposal submitted to Bristol-Myers Squibb Company (the "Company") by John Chevedden (the "First Proposal") and a shareholder proposal submitted to the Company by Kenneth Steiner (the "Second Proposal") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. 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,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: John Chevedden
***

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

January 22, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Bristol-Myers Squibb Company
Incoming letter dated December 19, 2017

The First Proposal and Second Proposal relate to written consent by shareholders.

There appears to be some basis for your view that the Company may exclude the First Proposal under rule 14a-8(f). We note that the First Proposal's proponent appears to have failed to supply, within 14 days of receipt of the Company's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if the Company omits the First Proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

There appears to be some basis for your view that the Company may exclude the Second Proposal under rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Second Proposal from its proxy materials in reliance on rule 14a-8(e)(2).

Sincerely,

Evan S. Jacobson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

Lisa A. Atkins
Senior Counsel

Bristol-Myers Squibb

345 Park Avenue New York, NY 10154-0037
Tel 212-546-5727 Fax 212-546-9966
lisa.atkins@bms.com

December 19, 2017

VIA EMAIL
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
E-mail: shareholderproposals@sec.gov

Re: *Stockholder Proposal of Mr. John Chevedden*
Securities Exchange Act of 1934 – Rule 14a-8

Dear Ladies and Gentlemen:

This letter and the enclosed materials are submitted by Bristol-Myers Squibb Company (the "Company") to inform you that the Company intends to omit from its proxy statement and form of proxy for its 2018 Annual Meeting of Stockholders (collectively, the "2018 Proxy Materials") a stockholder proposal (the "Proposal") and a statement in support thereof (the "Supporting Statement") received from Mr. John Chevedden (the "Proponent"). We have concurrently sent copies of this correspondence to the Proponent.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter and its attachments to the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the 2018 Proxy Materials. Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal states in relevant part:

> RESOLVED, Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a

meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

A copy of the Proposal and Supporting Statement, as well as related correspondence from the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectively request that the Staff concur in our view that the Proposal may be excluded from the 2018 Proxy Materials pursuant to Rules 14a-8(b) and 14a-8(f) because the Proponent failed to establish that, at the time the Proposal was submitted, the Proponent held at least $2,000 in market value, or 1%, of the Company's securities entitled to be voted on the Proposal for at least one year by the date the Proponent submitted the Proposal.

ANALYSIS

The Proposal may be excluded pursuant to Rules 14a-8(b) and 14a-8(f) because the Proponent failed to provide proof of his eligibility to submit the Proposal.

Under Rule 14a-8(b)(1), to be eligible to submit a shareholder proposal, a shareholder, among other things, must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date the shareholder submits the proposal and must continue to hold those securities through the date of the shareholder meeting. Pursuant to Rule 14a-8(b)(2), the shareholder must prove eligibility by either (i) submitting to the company a written statement from the "record" holder of the securities verifying that, at the time of submission of the proposal, the shareholder continuously held the securities for at least one year; or (ii) if the shareholder has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting its ownership of the requisite number of company shares as of or before the date on which the one-year eligibility period begins, submitting a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the shareholder continuously held the requisite number of the company's shares for the one-year period. The shareholder must also provide a written statement that it intends to continue to hold the securities through the date of the shareholder meeting.

Pursuant to Rule 14a-8(f)(l), if a shareholder fails to follow one of the eligibility or procedural requirements as set forth in Rules 14a-8(a) through 14a-8(d), a company may exclude the proposal, but only after the company has notified the shareholder of the deficiency and the shareholder has failed to correct such deficiency. Rule 14a-8(f)(l) provides that (i) within 14 days of receiving the proposal, the company must notify the shareholder in writing of any procedural or eligibility deficiencies and also provide the shareholder with the time frame for the shareholder's response and (ii) the shareholder must respond to the company and correct such deficiency within 14 days from the date the shareholder received the company's notification.

According to the Company's records, the Proponent is not a registered holder of the Company's voting securities. Further, the Proponent had not made a filing with the Commission

detailing the Proponent's beneficial ownership of the Company's securities. Additionally, the Proponent did not provide proof of his eligibility under Rule 14a-8(b) with his letter to the Company, received on November 20, 2017. Pursuant to Rule 14a-8(f)(1), within 14 days of its receipt of the Proposal, the Company sent a letter dated November 22, 2017 to the Proponent, by Federal Express overnight delivery, requesting that proof of the Proponent's ownership of Bristol-Myers Squibb voting securities in excess of $2,000 be provided within 14 days of receipt of the letter (the "Notification Letter"). See Exhibit B. The Company has confirmed that Mr. Chevedden received the Notification Letter on November 24, 2017 via Federal Express overnight delivery. See Exhibit C. On December 6, 2017, 12 calendar days after receiving the Notification Letter, Mr. Chevedden emailed the Company another identical proposal, noting Kenneth Steiner as the proponent and Mr. Chevedden as his proxy, well after our original shareholder proposal deadline had passed. To date, the Company has not received any correspondence from Mr. Chevedden regarding his proof of ownership for the original Proposal he timely submitted as sponsor, since it sent the Notification Letter.

Under Rule 14a-8(f)(1), a company may exclude a stockholder proposal if it notifies a shareholder of the problem and the shareholder fails to adequately correct the problem. The Staff has previously found that proposals may be excluded from a company's proxy statement where a proponent fails to comply with Rule 14a-8(b). *See, e.g., Cisco Systems, Inc.* (July 11, 2011) (granting relief under Rule 14a-8(f) where it appeared that the proponent did not respond to the request for documentary support of minimum ownership for one year); *The Home Depot, Inc.* (February 16, 2011) (same); *Hawaiian Electric Industries, Inc.* (January 12, 2011) (same); *Verizon Communications Inc.* (January 6, 2011); *Amazon.com Inc.* (Mar. 29, 2011) (concurring with the exclusion of a proposal where the proponent failed to provide any response to a deficiency letter sent by the company); *General Motors Corp.* (Feb. 19, 2008) (same). Here, we believe that the Company may exclude the Proposal because it timely notified Mr. Chevedden, the Proponent that he should provide proof of eligibility and he failed to provide proof of his eligibility. As noted in the above precedents, the Proponent has failed to provide any documentary evidence of ownership of the Company's shares, either with the Proposal as originally submitted or in response to the Company's timely Notification Letter.

In addition, the subsequent proposal Mr. Chevedden submitted by email on December 6, 2017 as proxy for Mr. Kenneth Steiner was submitted long after the Company's deadline for shareholder proposals passed on November 23, 2017. Rule 14a-8(e)(2) provides, in part, that for a regularly scheduled annual meeting, "[t]he proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." For a proposal to be timely, the Company needed to receive the Proposal on or before November 23, 2017. The Staff has strictly construed the Rule 14a-8(e)(2) deadline and consistently concurred with the exclusion of stockholder proposals pursuant to Rule 14a-8(e)(2) on the basis that such proposals were not timely submitted, even if those proposals were received only a few days, or even one day, after the deadline. The following companies were granted no action relief for proposals received one day after the deadline: *Alpha Natural Resources, Inc.* (March 5, 2012); *Verizon Communications Inc.* (January 7, 2011); *Johnson & Johnson* (January 13, 2010); *Smithfield Foods, Inc.* (June 4, 2007); *City National Corp.* (January 17, 2008); *Int'l Business Machines Corp.* (December 5,

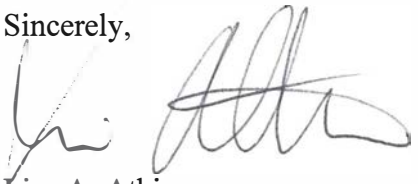
2006); *Thomas Industries Inc.* (January 15, 2003); *General Electric Co.* (December 22, 1997); *Bindley Western Industries, Inc.* (February 21, 1997). Here, we believe the Company may exclude the subsequent proposal that was submitted by Mr. Chevedden on behalf of Mr. Steiner because it was received long after the deadline had passed for shareholder proposals.

CONCLUSION

Based on the foregoing, we respectfully request the Staff's concurrence that it will take no action if the Company omits the Proposal from its 2018 Proxy Materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (212) 546-5727.

Sincerely,



Lisa A. Atkins
Senior Counsel

Enclosures

cc: Sandra Leung, Bristol-Myers Squibb Company
Kate Kelly, Bristol-Myers Squib Company
Jung Choi, Bristol-Myers Squibb Company

Mr. John Chevedden, (via e-mail & Federal Express overnight delivery)

EXHIBIT A

Atkins, Lisa

From:	***
Sent:	Monday, November 20, 2017 8:31 PM
To:	Kelly, Katherine
Cc:	Atkins, Lisa; Torres, Jennifer; Robert J. Wollin; Sarah C. Griffiths
Subject:	Rule 14a-8 Proposal (BMY)``
Attachments:	CCE20112017_13.pdf

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.
Sincerely,
John Chevedden

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

JOHN CHEVEDDEN

*** ***
***

Ms. Katherine R. Kelly
Corporate Secretary
Bristol-Myers Squibb Company (BMY)
345 Park Ave
New York, NY 10154
PH: 212 546-4000
FX: 212-546-9966

Dear Ms. Kelly,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial captializtion of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***

Sincerely,

John Chevedden

November 20, 2017
Date

ecc: Lisa Atkins <Lisa.Atkins@bms.com>e
Jennifer Torres <Jennifer.Torres@bms.com>e
PH: 609-897-3538e
FX: 609-897-6217e

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

[BMY: Rule 14a-8 Proposal, November 20, 2017]11-23
[This line and any line above it – *Not* for publication.]

Proposal [4] – Shareholder Right to Act by Written Consent

Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

This proposal topic won majority shareholder support at 13 major companies in a single year. This included 67%-support at both Allstate and Sprint. Hundreds of major companies enable shareholder action by written consent.

This proposal topic won impressive 49%-support at a previous Bristol-Myers Squibb annual meeting. Plus this 49%-vote would have been still higher (above 51%) if small shareholders had the same access to corporate governance information as large shareholders.

Taking action by written consent in lieu of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle. A shareholder right to act by written consent and to call a special meeting are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

This proposal is more important at Bristol-Myers because Bristol-Myers shareholders do not have the full right to call a special meeting that is available under state law. Written consent would give shareholders greater standing to have input in improving the makeup of our Board of Directors after the 2018 annual meeting.

For instance, an independent Chairman did not oversee our CEO. Plus we did not have the best-qualified Lead Director (a position with limited special oversight of our CEO). Lead Director Vicki Sato had 11-years long-tenure – the longest tenure on our board. Long-tenure can impair the independence of a director. The Lead Director should have the greatest independence of any director or should give up that role.

Gerald Storch received the highest negative votes of any director – up to 10-times higher than other directors. Mr. Storch was also on our audit committee.

Please vote to improve director accountability to shareholders:
Shareholder Right to Act by Written Consent – Proposal [4]
[The above line – *Is* for publication.]

John Chevedden, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email ***

Atkins, Lisa

From: ***
Sent: Wednesday, December 6, 2017 4:49 PM
To: Atkins, Lisa
Subject: Rule 14a-8 Proposal (BMY)``
Attachments: CCE06122017_9.pdf

Dear Ms. Atkins,
Attached is the correct cover letter for the November 20, 2017 proposal.
Sincerely,
John Chevedden

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

Kenneth Steiner
***

Ms. Katherine R. Kelly
Corporate Secretary
Bristol-Myers Squibb Company (BMY)
345 Park Ave
New York, NY 10154
PH: 212 546-4000

Dear Ms. Kelly,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve compnay performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
***

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to
***

Sincerely,

Kenneth Steiner

10-6-17
Date

cc: Lisa Atkins <Lisa.Atkins@bms.com>
Jennifer Torres <Jennifer.Torres@bms.com>
PH: 609-897-3538
FX: 609-897-6217
Robert J. Wollin <Robert.Wollin@bms.com>
Senior Counsel
FX: 212-546-9966
Sarah C. Griffiths <Sarah.Griffiths@bms.com>

Proposal [4] – Shareholder Right to Act by Written Consents

12-6-17

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

[BMY: Rule 14a-8 Proposal, November 20, 2017]11-23
[This line and any line above it – *Not* for publication.]

Proposal [4] – Shareholder Right to Act by Written Consent

Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

This proposal topic won majority shareholder support at 13 major companies in a single year. This included 67%-support at both Allstate and Sprint. Hundreds of major companies enable shareholder action by written consent.

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Taking action by written consent in lieu of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle. A shareholder right to act by written consent and to call a special meeting are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

This proposal is more important at Bristol-Myers because Bristol-Myers shareholders do not have the full right to call a special meeting that is available under state law. Written consent would give shareholders greater standing to have input in improving the makeup of our Board of Directors after the 2018 annual meeting.

For instance, an independent Chairman did not oversee our CEO. Plus we did not have the best-qualified Lead Director (a position with limited special oversight of our CEO). Lead Director Vicki Sato had 11-years long-tenure – the longest tenure on our board. Long-tenure can impair the independence of a director. The Lead Director should have the greatest independence of any director or should give up that role.

Gerald Storch received the highest negative votes of any director – up to 10-times higher than other directors. Mr. Storch was also on our audit committee.

Please vote to improve director accountability to shareholders:
Shareholder Right to Act by Written Consent – Proposal [4]
[The above line – *Is* for publication.]

EXHIBIT B

Lisa A. Atkins
Senior Counsel

Bristol-Myers Squibb

345 Park Avenue New York, NY 10154-0037
Tel 212-546-5727 Fax 212-546-9966
lisa.atkins@bms.com

November 22, 2017

VIA EMAIL & FEDERAL EXPRESS

Mr. John Chevedden
***

Re: Shareholder Proposal on Written Consent

Dear Mr. Chevedden:

I am writing on behalf of Bristol-Myers Squibb Company (the "Company"), which received on November 20, 2017, a stockholder proposal from John Chevedden (the "Proponent") entitled "Shareholder Right to Act by Written Consent" for consideration at the Company's 2018 Annual Meeting of Shareholders (the "Proposal").

The Proposal contains certain procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to the Proponent's attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. The Company's stock records do not indicate that the Proponent is the record or registered owner of sufficient shares to satisfy this requirement. To date, we have not received proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, the Proponent must submit sufficient proof of its ownership of the requisite number of Company shares. As explained in Rule 14a-8(b), sufficient proof may be in the form of:

- a written statement from the "record" holder of the Proponent's shares (usually a

bank or a broker) verifying that, as of the date the Proposal was submitted, the Proponent continuously held the requisite number of Company shares for at least one year; or

- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting its ownership of the requisite number of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of Company shares for the one-year period .

To the extent that the Proponent holds its securities in book-entry form through a securities intermediary, such as a broker or a bank, and the securities intermediary deposits the securities with the Depository Trust Company ("DTC"), then the securities intermediary would be referred to as a "participant" of DTC. Pursuant to Section B of the SEC's Staff Legal Bulletin No. 14F dated October 18, 2011 ("SLB 14F"), only securities intermediaries who are participants in DTC may be viewed as "record" holders of securities that have been deposited with DTC for purposes of verifying whether the Proponent is eligible to submit a proposal under Rule 14a-8.

In accordance with the SEC guidance provided in SLB 14F, if the Proponent holds its securities in book-entry form through a securities intermediary, the Proponent must submit a statement of proof of ownership from the DTC participant through which the securities are held. To determine whether the Proponent's securities intermediary is a DTC participant, the Proponent may check DTC's participant list which is currently available on the Internet at http://www.dtcc.com/-media/Files/Downloads/client-center/DTC/alpha.pdf?la=en.
If the Proponent's securities intermediary is not on DTC's participant list, then the Proponent should obtain proof of ownership from the DTC participant through which the securities are held. The Proponent should be able to determine its DTC participant by asking its broker or bank or by checking its account statement. If the DTC participant knows the Proponent's broker or bank's holdings, but does not know the Proponent's holdings, then the Proponent must obtain and submit two proof of ownership statements – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership. Any proof of ownership submitted to the Company in the manner set forth in this paragraph must verify that, as of the date the Proposal was submitted to the Company, the Proponent (and the broker or bank, to the extent applicable) continuously held the requisite number of Company shares for at least one year. For your reference, I enclose a copy of SLB 14F.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date this letter is received. Please address any response to me at the address listed above. Alternatively, you may transmit any response by facsimile to me at 212-546-9966 or via e-mail at lisa.atkins@bms.com. In order to avoid controversy, we suggest that any response be submitted by means, including electronic means, which permits the sender to prove the date of delivery.

If you have any questions with respect to the foregoing, please contact me at (212) 546-5727. For your reference, I also enclose a copy of Rule 14a-8.

Sincerely,

Lisa A. Atkins

Enclosures

U.S. Securities and Exchange Commission

Division of Corporation Finance
Securities and Exchange Commission

Shareholder Proposals

Staff Legal Bulletin No. 14F (CF)

Action: Publication of CF Staff Legal Bulletin

Date: October 18, 2011

Summary: This staff legal bulletin provides information for companies and shareholders regarding Rule 14a-8 under the Securities Exchange Act of 1934.

Supplementary Information: The statements in this bulletin represent the views of the Division of Corporation Finance (the "Division"). This bulletin is not a rule, regulation or statement of the Securities and Exchange Commission (the "Commission"). Further, the Commission has neither approved nor disapproved its content.

Contacts: For further information, please contact the Division's Office of Chief Counsel by calling (202) 551-3500 or by submitting a web-based request form at https://tts.sec.gov/cgi-bin/corp_fin_interpretive.

A. The purpose of this bulletin

This bulletin is part of a continuing effort by the Division to provide guidance on important issues arising under Exchange Act Rule 14a-8. Specifically, this bulletin contains information regarding:

- eBrokers and banks that constitute "record" holders under Rule 14a-8e (b)(2)(i) for purposes of verifying whether a beneficial owner ise eligible to submit a proposal under Rule 14a-8;e
- eCommon errors shareholders can avoid when submitting proof ofe ownership to companies;e
- eThe submission of revised proposals;e
- eProcedures for withdrawing no-action requests regarding proposalse submitted by multiple proponents; ande
- eThe Division's new process for transmitting Rule 14a-8 no-actione responses by email.e

You can find additional guidance regarding Rule 14a-8 in the following bulletins that are available on the Commission's website: SLB No. 14, SLB

No. 14A, SLB No. 14B, SLB No. 14C, SLB No. 14D and SLB No. 14E.

B.eThe types of brokers and banks that constitute "record" holderse under Rule 14a-8(b)(2)(i) for purposes of verifying whether ae beneficial owner is eligible to submit a proposal under Rule 14a-8e

1.eEligibility to submit a proposal under Rule 14a-8e

To be eligible to submit a shareholder proposal, a shareholder must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the shareholder meeting for at least one year as of the date the shareholder submits the proposal. The shareholder must also continue to hold the required amount of securities through the date of the meeting and must provide the company with a written statement of intent to do so.[1]

The steps that a shareholder must take to verify his or her eligibility to submit a proposal depend on how the shareholder owns the securities. There are two types of security holders in the U.S.: registered owners and beneficial owners.[2] Registered owners have a direct relationship with the issuer because their ownership of shares is listed on the records maintained by the issuer or its transfer agent. If a shareholder is a registered owner, the company can independently confirm that the shareholder's holdings satisfy Rule 14a-8(b)'s eligibility requirement.

The vast majority of investors in shares issued by U.S. companies, however, are beneficial owners, which means that they hold their securities in book-entry form through a securities intermediary, such as a broker or a bank. Beneficial owners are sometimes referred to as "street name" holders. Rule 14a-8(b)(2)(i) provides that a beneficial owner can provide proof of ownership to support his or her eligibility to submit a proposal by submitting a written statement "from the 'record' holder of [the] securities (usually a broker or bank)," verifying that, at the time the proposal was submitted, the shareholder held the required amount of securities continuously for at least one year.[3]

2.eThe role of the Depository Trust Companye

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency acting as a securities depository. Such brokers and banks are often referred to as "participants" in DTC.[4] The names of these DTC participants, however, do not appear as the registered owners of the securities deposited with DTC on the list of shareholders maintained by the company or, more typically, by its transfer agent. Rather, DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants. A company can request from DTC a "securities position listing" as of a specified date, which identifies the DTC participants having a position in the company's securities and the number of securities held by each DTC participant on that date.[5]

3.eBrokers and banks that constitute "record" holders under Rulee 14a-8(b)(2)(i) for purposes of verifying whether a beneficiale owner is eligible to submit a proposal under Rule 14a-8e

In *The Hain Celestial Group, Inc.* (Oct. 1, 2008), we took the position that an introducing broker could be considered a "record" holder for purposes of Rule 14a-8(b)(2)(i). An introducing broker is a broker that engages in sales and other activities involving customer contact, such as opening customer accounts and accepting customer orders, but is not permitted to maintain custody of customer funds and securities.[6] Instead, an introducing broker engages another broker, known as a "clearing broker," to hold custody of client funds and securities, to clear and execute customer trades, and to handle other functions such as issuing confirmations of customer trades and customer account statements. Clearing brokers generally are DTC participants; introducing brokers generally are not. As introducing brokers generally are not DTC participants, and therefore typically do not appear on DTC's securities position listing, *Hain Celestial* has required companies to accept proof of ownership letters from brokers in cases where, unlike the positions of registered owners and brokers and banks that are DTC participants, the company is unable to verify the positions against its own or its transfer agent's records or against DTC's securities position listing.

In light of questions we have received following two recent court cases relating to proof of ownership under Rule 14a-8[7] and in light of the Commission's discussion of registered and beneficial owners in the Proxy Mechanics Concept Release, we have reconsidered our views as to what types of brokers and banks should be considered "record" holders under Rule 14a-8(b)(2)(i). Because of the transparency of DTC participants' positions in a company's securities, we will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. As a result, we will no longer follow *Hain Celestial*.

We believe that taking this approach as to who constitutes a "record" holder for purposes of Rule 14a-8(b)(2)(i) will provide greater certainty to beneficial owners and companies. We also note that this approach is consistent with Exchange Act Rule 12g5-1 and a 1988 staff no-action letter addressing that rule,[8] under which brokers and banks that are DTC participants are considered to be the record holders of securities on deposit with DTC when calculating the number of record holders for purposes of Sections 12(g) and 15(d) of the Exchange Act.

Companies have occasionally expressed the view that, because DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants, only DTC or Cede & Co. should be viewed as the "record" holder of the securities held on deposit at DTC for purposes of Rule 14a-8(b)(2)(i). We have never interpreted the rule to require a shareholder to obtain a proof of ownership letter from DTC or Cede & Co., and nothing in this guidance should be construed as changing that view.

How can a shareholder determine whether his or her broker or bank is a DTC participant?

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf.

What if a shareholder's broker or bank is not on DTC's participant list?

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.[9]

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the shareholder's broker or bank confirming the shareholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

How will the staff process no-action requests that argue for exclusion on the basis that the shareholder's proof of ownership is not from a DTC participant?

The staff will grant no-action relief to a company on the basis that the shareholder's proof of ownership is not from a DTC participant only if the company's notice of defect describes the required proof of ownership in a manner that is consistent with the guidance contained in this bulletin. Under Rule 14a-8(f)(1), the shareholder will have an opportunity to obtain the requisite proof of ownership after receiving the notice of defect.

C. Common errors shareholders can avoid when submitting proof of ownership to companies

In this section, we describe two common errors shareholders make when submitting proof of ownership for purposes of Rule 14a-8(b)(2), and we provide guidance on how to avoid these errors.

First, Rule 14a-8(b) requires a shareholder to provide proof of ownership that he or she has "continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal" (emphasis added).[10] We note that many proof of ownership letters do not satisfy this requirement because they do not verify the shareholder's beneficial ownership for the entire one-year period preceding and including the date the proposal is submitted. In some cases, the letter speaks as of a date *before* the date the proposal is submitted, thereby leaving a gap between the date of the verification and the date the proposal is submitted. In other cases, the letter speaks as of a date *after* the date the proposal was submitted but covers a period of only one year, thus failing to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Second, many letters fail to confirm continuous ownership of the securities. This can occur when a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but omits any

reference to continuous ownership for a one-year period.

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals. Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

> "As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]."[11]

As discussed above, a shareholder may also need to provide a separate written statement from the DTC participant through which the shareholder's securities are held if the shareholder's broker or bank is not a DTC participant.

D.eThe submission of revised proposalse

On occasion, a shareholder will revise a proposal after submitting it to a company. This section addresses questions we have received regarding revisions to a proposal or supporting statement.

1.eA shareholder submits a timely proposal. The shareholder thene submits a revised proposal before the company's deadline fore receiving proposals. Must the company accept the revisions?e

Yes. In this situation, we believe the revised proposal serves as a replacement of the initial proposal. By submitting a revised proposal, the shareholder has effectively withdrawn the initial proposal. Therefore, the shareholder is not in violation of the one-proposal limitation in Rule 14a-8 (c).[12] If the company intends to submit a no-action request, it must do soe with respect to the revised proposal.e

We recognize that in Question and Answer E.2 of SLB No. 14, we indicated that if a shareholder makes revisions to a proposal before the company submits its no-action request, the company can choose whether to accept the revisions. However, this guidance has led some companies to believe that, in cases where shareholders attempt to make changes to an initial proposal, the company is free to ignore such revisions even if the revised proposal is submitted before the company's deadline for receiving shareholder proposals. We are revising our guidance on this issue to make clear that a company may not ignore a revised proposal in this situation.[13]e

2.eA shareholder submits a timely proposal. After the deadline fore receiving proposals, the shareholder submits a revised proposal.e Must the company accept the revisions?e

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and

submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company's notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

3. If a shareholder submits a revised proposal, as of which date must the shareholder prove his or her share ownership?

A shareholder must prove ownership as of the date the original proposal is submitted. When the Commission has discussed revisions to proposals,[14] it has not suggested that a revision triggers a requirement to provide proof of ownership a second time. As outlined in Rule 14a-8(b), proving ownership includes providing a written statement that the shareholder intends to continue to hold the securities through the date of the shareholder meeting. Rule 14a-8(f)(2) provides that if the shareholder "fails in [his or her] promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of [the same shareholder's] proposals from its proxy materials for any meeting held in the following two calendar years." With these provisions in mind, we do not interpret Rule 14a-8 as requiring additional proof of ownership when a shareholder submits a revised proposal.[15]

E. Procedures for withdrawing no-action requests for proposals submitted by multiple proponents

We have previously addressed the requirements for withdrawing a Rule 14a-8 no-action request in SLB Nos. 14 and 14C. SLB No. 14 notes that a company should include with a withdrawal letter documentation demonstrating that a shareholder has withdrawn the proposal. In caseso where a proposal submitted by multiple shareholders is withdrawn, SLB No.o 14C states that, if each shareholder has designated a lead individual to acto on its behalf and the company is able to demonstrate that the individual iso authorized to act on behalf of all of the proponents, the company need onlyo provide a letter from that lead individual indicating that the lead individualo is withdrawing the proposal on behalf of all of the proponents.o

Because there is no relief granted by the staff in cases where a no-actiono request is withdrawn following the withdrawal of the related proposal, weo recognize that the threshold for withdrawing a no-action request need noto be overly burdensome. Going forward, we will process a withdrawal requesto if the company provides a letter from the lead filer that includes ao representation that the lead filer is authorized to withdraw the proposal ono behalf of each proponent identified in the company's no-action request.[16]

F. Use of email to transmit our Rule 14a-8 no-action responses to companies and proponents

To date, the Division has transmitted copies of our Rule 14a-8 no-action responses, including copies of the correspondence we have received in connection with such requests, by U.S. mail to companies and proponents. We also post our response and the related correspondence to the Commission's website shortly after issuance of our response.

In order to accelerate delivery of staff responses to companies and

proponents, and to reduce our copying and postage costs, going forward, we intend to transmit our Rule 14a-8 no-action responses by email to companies and proponents. We therefore encourage both companies and proponents to include email contact information in any correspondence to each other and to us. We will use U.S. mail to transmit our no-action response to any company or proponent for which we do not have email contact information.

Given the availability of our responses and the related correspondence on the Commission's website and the requirement under Rule 14a-8 for companies and proponents to copy each other on correspondence submitted to the Commission, we believe it is unnecessary to transmit copies of the related correspondence along with our no-action response. Therefore, we intend to transmit only our staff response and not the correspondence we receive from the parties. We will continue to post to the Commission's website copies of this correspondence at the same time that we post our staff no-action response.

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[1] *See* Rule 14a-8(b).

[2] For an explanation of the types of share ownership in the U.S., see Concept Release on U.S. Proxy System, Release No. 34-62495 (July 14, 2010) [75 FR 42982] ("Proxy Mechanics Concept Release"), at Section II.A. The term "beneficial owner" does not have a uniform meaning under the federal securities laws. It has a different meaning in this bulletin as compared to "beneficial owner" and "beneficial ownership" in Sections 13 and 16 of the Exchange Act. Our use of the term in this bulletin is not intended to suggest that registered owners are not beneficial owners for purposes of those Exchange Act provisions. *See* Proposed Amendments to Rule 14a-8 under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Release No. 34-12598 (July 7, 1976) [41 FR 29982], at n.2 ("The term 'beneficial owner' when used in the context of the proxy rules, and in light of the purposes of those rules, may be interpreted to have a broader meaning than it would for certain other purpose[s] under the federal securities laws, such as reporting pursuant to the Williams Act.").

[3] If a shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reflecting ownership of the required amount of shares, the shareholder may instead prove ownership by submitting a copy of such filings and providing the additional information that is described in Rule 14a-8(b)(2)(ii).

[4] DTC holds the deposited securities in "fungible bulk," meaning that there are no specifically identifiable shares directly owned by the DTC participants. Rather, each DTC participant holds a pro rata interest or position in the aggregate number of shares of a particular issuer held at DTC. Correspondingly, each customer of a DTC participant – such as an individual investor – owns a pro rata interest in the shares in which the DTC participant has a pro rata interest. *See* Proxy Mechanics Concept Release, at Section II.B.2.a.

[5] *See* Exchange Act Rule 17Ad-8.

[6] *See* Net Capital Rule, Release No. 34-31511 (Nov. 24, 1992) [57 FR 56973] ("Net Capital Rule Release"), at Section II.C.

[7] *See KBR Inc. v. Chevedden*, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); *Apache Corp. v. Chevedden*, 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a record holder for purposes of Rule 14a-8(b) because it did not appear on a list of the company's non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

[8] *Techne Corp.* (Sept. 20, 1988).

[9] In addition, if the shareholder's broker is an introducing broker, the shareholder's account statements should include the clearing broker's identity and telephone number. *See* Net Capital Rule Release, at Section II.C.(iii). The clearing broker will generally be a DTC participant.e

[10] For purposes of Rule 14a-8(b), the submission date of a proposal wille generally precede the company's receipt date of the proposal, absent the use of electronic or other means of same-day delivery.

[11] This format is acceptable for purposes of Rule 14a-8(b), but it is not mandatory or exclusive.

[12] As such, it is not appropriate for a company to send a notice of defect for multiple proposals under Rule 14a-8(c) upon receiving a revised proposal.

[13] This position will apply to all proposals submitted after an initial proposal but before the company's deadline for receiving proposals, regardless of whether they are explicitly labeled as "revisions" to an initial proposal, unless the shareholder affirmatively indicates an intent to submit a second, *additional* proposal for inclusion in the company's proxy materials. In that case, the company must send the shareholder a notice of defect pursuant to Rule 14a-8(f)(1) if it intends to exclude either proposal from its proxy materials in reliance on Rule 14a-8(c). In light of this guidance, with respect to proposals or revisions received before a company's deadline for submission, we will no longer follow *Layne Christensen Co.* (Mar. 21, 2011) and other prior staff no-action letters in which we took the view that a proposal would violate the Rule 14a-8(c) one-proposal limitation if such proposal is submitted to a company after the company has either submitted a Rule 14a-8 no-action request to exclude an earlier proposal submitted by the same proponent or notified the proponent that the earlier proposal was excludable under the rule.

[14] *See, e.g.*, Adoption of Amendments Relating to Proposals by Security Holders, Release No. 34-12999 (Nov. 22, 1976) [41 FR 52994].

[15] Because the relevant date for proving ownership under Rule 14a-8(b) ise the date the proposal is submitted, a proponent who does not adequately prove ownership in connection with a proposal is not permitted to submit another proposal for the same meeting on a later date.

[16] Nothing in this staff position has any effect on the status of any

shareholder proposal that is not withdrawn by the proponent or its authorized representative.

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§ 240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1:* What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2:* Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§ 240.13d-101), Schedule 13G (§ 240.13d-102), Form 3 (§ 249.103 of this chapter), Form 4 (§ 249.104 of this chapter) and/or Form 5 (§ 249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) *Question 3:* How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any

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▲ Date/Time	Activity	Location
11/24/2017 - Friday		
9:07 am	Delivered Left at front door. Package delivered to recipient address - release authorized	REDONDO BEACH, CA
8:38 am	On FedEx vehicle for delivery	HAWTHORNE, CA
7:22 am	At local FedEx facility	HAWTHORNE, CA
3:50 am	At destination sort facility	LOS ANGELES, CA
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8:46 pm	Arrived at FedEx location	NEWARK, NJ
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Weight	0.5 lbs / 0.23 kgs	**Delivered To**	Residence
Total pieces	1	**Total shipment weight**	0.5 lbs / 0.23 kgs
Terms	Shipper	**Shipper reference**	Stockholder Proposal Corresp.
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*** FISMA & OMB Memorandum M-07-16

Atkins, Lisa

From: Atkins, Lisa
Sent: Monday, December 11, 2017 1:59 PM
To: ***
Cc: Kelly, Katherine; Torres, Jennifer
Subject: RE: Rule 14a-8 Proposal (BMY) blb
Attachments: CCE06122017_10.pdf

Dear Mr. Chevedden,

Thank you for your email. I note that we did not receive your proof of ownership for the original proposal you provided within the required 14-calendar period noted in our deficiency letter to you. Unfortunately, we are not able to accept the attached revised cover letter you provided, as this was provided after our deadline for shareholder proposals passed. As such, unless you voluntarily withdraw the original proposal, we will seek no-action relief from the SEC to exclude the proposal for lack of proof of ownership.

Please feel free to reach out with any questions.

Thanks,
Lisa

Lisa A. Atkins
Senior Counsel, Corporate Governance & Securities Bristol-Myers Squibb Company
345 Park Avenue
New York, NY 10154
Tel: 212-546-5727
Fax: 212-546-9966
lisa.atkins@bms.com

-----Original Message-----
From: ***
Sent: Wednesday, December 6, 2017 6:10 PM
To: Atkins, Lisa <Lisa.Atkins@bms.com>
Subject: Rule 14a-8 Proposal (BMY) blb

Dear Ms. Atkins,
Please see the attached broker letter.
Sincerely,
John Chevedden

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