



DIVISION OF
CORPORATION FINANCE

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

January 2, 2018

Brian J. Bohl
Ford Motor Company
bbohl@ford.com

Re: Ford Motor Company
Incoming letter dated December 12, 2017

Dear Mr. Bohl:

This letter is in response to your correspondence dated December 12, 2017 concerning the shareholder proposal (the "Proposal") submitted to Ford Motor Company (the "Company") by Martin Harangozo (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also received correspondence from the Proponent on December 28, 2017. 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: Martin Harangozo

January 2, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Ford Motor Company
Incoming letter dated December 12, 2017

The Proposal recommends that the Company prepare a report “outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability.”

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(7), as relating to the Company’s ordinary business operations. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

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.

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
Re: *Shareowner Proposal of Martin Harangozo*

Ladies and Gentlemen:

This letter is to respectfully request that the staff of the Division of Corporation Finance (the "Staff"), concur with Martin Harangozo (the "Proponent") that the Ford Motor Company (the "Company") must include in its proxy statement a shareowner proposal (the "Proposal") submitted by the Proponent.

THE PROPOSAL

This proposal recommends that Ford prepare a report, following all applicable laws, at reasonable expense, outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability.

The preparation of a report would not constitute a matter relating to the ordinary business operations. The Company devotes substantial text to this topic in its no action request.

In addition, the Company mentions that the subject matter of the proposal is not a significant policy issue. Not true. The Harvard Business Review provides substantial data as: "One-third of Americans are overweight, another third are obese, and 20% smoke" ...**"Our employers** should provide wellness programs like Safeway's, which encourages staff to utilize smoking-cessation, weight-reduction, stress-management, and nutrition counseling at no charge."<https://hbr.org/2010/05/cut-health-care-costs-with-prevention>. This article highlights the critical importance and "enormous" cost benefits of prevention. The novel opportunity of shareowners, who pay for employee health care costs, to contribute by proxy voting, a knowledge base of wise food/health cost balance; is a tremendous issue of social policy. Who better than Shareowners of public companies to initiate the novel and Nobel effort to practically address financial solutions to overweight, obese; and the quality of life improvements resulting from such solutions.

CONCLUSION

Based upon the foregoing, the Proponent respectfully requests that the Staff concur with the Proponent and that the Staff will take action if the Company excludes the Proposal from its 2018 Proxy Materials. For further questions please do not hesitate to contact the Proponent at:
Martin Harangozo *** or ***

cc. Ford Motor Company



Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

December 12, 2017

VIA EMAIL

Securities and Exchange Commission
Division of Corporation Finance
Office of the Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Omission of Shareholder Proposal Submitted by Martin Harangozo

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), Ford Motor Company ("Ford" or the "Company") respectfully requests the concurrence of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that it will not recommend any enforcement action to the Commission if the shareholder proposal described below is omitted from Ford's proxy statement and form of proxy for the Company's 2018 Annual Meeting of Shareholders (the "Proxy Materials"). The Company's Annual Meeting of Shareholders is scheduled for May 10, 2018.

Martin Harangozo (the "Proponent") has submitted for inclusion in the 2018 Proxy Materials a proposal recommending that Ford prepare a report outlining the costs and benefits of feeding its employees, with the goal of promoting health, productivity, and profitability (the "Proposal"; see Exhibit 1). The Company proposes to omit the Proposal from its 2018 Proxy Materials under Rule 14a-8(i)(7), because it deals with matters relating to the Company's ordinary business operations.

Should the Commission not concur that the Proposal can be omitted from Ford's Proxy Materials, the Company respectfully requests the concurrence of the Staff that it will not recommend any enforcement action to the Commission if the irrelevant image contained in the Proposal is not included in the Company's Proxy Materials.

The Proposal

The Proposal requests the Board to “prepare a report, following all applicable laws, at reasonable expense, outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability” (see Exhibit 1).

The Proposal Deals with Matters Relating to the Company’s Ordinary Business

The Proposal may be omitted pursuant to Rule 14a-8(i)(7), because it encompasses matters relating to the Company’s ordinary business operations. Specifically, the proposal attempts to require the Company to prepare a report outlining the costs and benefits of feeding its employees in order to promote health, productivity, and profitability. In a winding maze that includes specific meal suggestions, a link to a coleslaw recipe, and reference to a white paper on maximizing milk yields, the Proponent theorizes that Ford should “feed[] the five thousand” in order to become “the worlds [*sic*] ‘angel of life.’” Ultimately, the Proposal attempts to inject shareholders into whether and how Ford chooses to feeds its employees, a clear ordinary business decision.

Rule 14a-8(i)(7) permits a company to omit a proposal if it deals with a matter relating to the company’s ordinary business operations. In Exchange Act Release No. 34-40018 (May 21, 1998), the Commission stated:

The policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.

However, proposals relating to such matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder to vote.

The second consideration relates to the degree to which the proposal seeks to “micro-manage” the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

The Proposal is excludable under Rule 14a-8(i)(7) because attempts to inject shareholders into whether and how Ford chooses to feeds its employees, a clear ordinary business decision.

The decision of whether to provide free food to employees is part of complex decision-making around employee compensation, an area with numerous components, including base salary, annual incentive grants, retirement benefits, perquisites, broad-based benefits, and deferred compensation. Ford's Human Resources function and management oversee these decisions and their impact on the Company's ability to hire and retain talented employees. Meanwhile, in terms of the provision of food to employees, Ford Land, a subsidiary of Ford, has oversight over the Company's facility operations. As part of this function, Ford Land contracts with third-party vendors for the provision of cafeteria services. Given these dedicated internal functions, the provision of food to employees falls well within the scope of normal business operations.

The Staff has consistently treated the administration of employee compensation and benefits as ordinary business. *See, e.g., S. Cal. Edison Co.* (Dec. 16, 1983) (granting no-action relief on proposal calling for board to appoint a committee to review the company employee benefits program). This is true across a number of forms of benefits, including medical insurance, retirement benefits, and employee stock ownership plans. *See Gen. Elec. Co.* (Jan. 10, 2003) (granting no-action relief on proposal requesting that company make certain changes to the administration of its medical insurance plan); *Gen. Motors Corp.* (Mar. 18, 1998) (same for proposal mandating that company increase retirement benefits); *Boeing Co.* (Dec. 2, 1992) (same for proposal calling for the adoption of an employee stock ownership plan for all employees). Given that the Commission has regularly treated administration of these elements of employees' total compensation and benefits packages as ordinary business, it follows that the benefit of free food, and whether to offer cafeteria services at all, would be treated similarly. This is especially true given that the ends that Proponent points to as served by feeding all employees—"promot[ing] health, productivity, and profitability"—are identical to ends identified by proponents of similar (ultimately excluded) proposals regarding compensation and benefits. *See, e.g., 3M Co.* (Feb. 20, 2007) (granting no-action relief on proposal requesting board to prepare a report examining the implications of rising health care expenses and how the company was addressing the issue "without compromising the health and productivity of its workforce"); *Int'l Bus. Machs. Corp.* (Jan. 17, 1990) (same for proposal requesting that company examine the competitive impact of rising health insurance costs and expenditures and their potential impact on profitability); *McDonnell Douglas Corp.* (Jan. 17, 1984) (same for proposal requesting company to join a committee to reduce the cyclical nature of the aerospace industry in order to minimize adverse impact on employee efficiency and morale).

Exclusion of the proposal would also be consistent with the Staff's treatment of proposals related to benefits for all employees as compared with proposals relating to senior executive perquisites. Generally speaking, the Staff has not excluded proposals relating to senior executive perquisites, but has excluded proposals relating to benefits for all employees. *See Bank of Am. Corp.* (Mar. 4, 2011) (denying no-action relief for company seeking to exclude proposal asking board's compensation and benefits committee to adopt a policy that the company would not provide any senior executive with a perquisite or benefit that was designed to prevent him or her from

realizing a loss on the sale of a home); *Int'l Bus. Machs. Corp.* (Dec. 15, 1992) (recognizing a policy shift with respect to resolutions on questions of executive and director compensation); *cf. Gen. Motors Corp.* (Mar. 18, 1998) (granting no-action relief on proposal mandating that company increase retirement benefits); *Boeing Co.* (Dec. 2, 1992) (same for proposal calling for the adoption of an employee stock ownership plan for all employees).

To the extent that Proponent might argue that a request for a report to shareholders regarding the costs and benefits of feeding employees is not the same as dictating how to feed employees, the Staff has rejected similar attempts to put form over substance. In *Sprint Corp.* (Jan. 28, 2004), a proposal requested Sprint's board to prepare a report on the potential impact on recruitment and retention of employees due to changes in retiree health care and life insurance. Despite the shareholder's attempt to frame the subject matter as a report on potential impact rather than a request to change operations, the staff granted no-action relief because the proposal "relat[ed] to ordinary business operations (i.e., general employee benefits)." *Id.* Similarly, the United States Court of Appeals for the Third Circuit recently noted that "so long as the subject matter of the proposal *relates*—that is, bears on—a company's ordinary business operations, the proposal is excludable unless some other exception to the exclusion applies." *Trinity Wall Street v. Wal-Mart Stores*, 792 F.2d 323, 344–45 (3d Cir. 2015). *See also The Home Depot, Inc.* (Jan. 25, 2008) (granting no-action relief where proposal asked board to publish a report outlining safety policies and describing management action to address safety concerns because the proposal related to normal business operations in the form of product sales); *Walgreen Co.* (Oct. 13, 2006) (same for proposal requesting a report characterizing the extent to which certain private label products contained carcinogens and chemicals); Exchange Act Release No. 34-20091 (Aug. 16, 1983) ("Henceforth, the staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)."). Accordingly, even though the Proponent veils his Proposal under the cloak of a request for a report on the costs and benefits of feeding employees, it is excludable because the meat of the matter pertains to the ordinary business of feeding employees.¹

¹ Albeit arising in the context of a 14a-8(c)(5) challenge, it is worth noting the instant Proposal is extremely similar to a hypothetical proposal crafted by IBM in a 1990 no-action letter in order to illustrate the absurdity of a rule interpretation at issue there. That hypothetical provided:

For example, a proponent could state that increased productivity of workers was an important issue for both the company and the country in general (which few would dispute). The proponent could then state their belief that increased productivity could be achieved through a greater consumption of vegetarian meals during working hours and request a special report from the company on the amount of vegetarian meals available at company cafeterias and the percentage of employees consuming such meals and a measurement system to check productivity of such employees versus those consuming non-vegetarian meals.

Int'l Bus. Machs. Corp. (Jan. 17, 1990). The Proposal is no more appetizing now than it was 27 years ago.

In line with the guidance of Exchange Act Release No. 34-40018, the Proposal also lacks any significant policy, economic, or other implications that transcend the day-to-day nature of operations. In determining whether a stockholder proposal raises significant policy issues, the Staff has noted that it is not sufficient that the topic may have “recently attracted increasing levels of public attention,” but it must instead have “emerged as a consistent topic of widespread public debate.” *Comcast Corp.* (Feb. 15, 2011). As much it would likely satiate Proponent’s appetite, feeding employees in order to promote health, productivity, and profitability simply has not been subject to widespread public debate. That issue has barely grazed the public radar, much less emerged as a “consistent topic of widespread public debate.” *See FedEx Corp.* (July 11, 2014) (rejecting shareholder’s argument that controversy surrounding the Redskins’ name was a “significant policy issue” facing FedEx); *cf. Tyson Foods, Inc.* (Dec. 15, 2009) (reversing original decision excluding proposal because use of antibiotics in raising livestock related to a significant social policy based on (1) widespread public debate, (2) increasing recognition of the issue among the public, and (3) proposed legislation on topic at Congress and the European Union).

Finally, even if Proponent’s issue was deemed to be a significant social policy issue, that issue does not “transcend” the day-to-day nature of business operations. Ford’s decision-making around feeding employees simply does not “transcend” the Company’s day-to-day business of designing, manufacturing, marketing, financing, and servicing a full line of vehicles. *See Federated Dep’t Stores* (Mar. 27, 2002) (granting no-action relief for proposal asking for report on its “efforts to identify and disassociate from any offensive imagery to the American Indian community in products, advert[ing] [*sic*], endorsements, sponsorships, and promotions”); *cf. Wal-Mart Stores* (Feb. 17, 2004) (denying no-action relief for proposal raising the impropriety of a supermarket’s discriminatory hiring and compensation practices, which constituted transcendent issues).

The Proposal here attempts to probe into a complex matter on which shareholders, as a group, are not well positioned to make an informed judgment. In a textbook example of micromanagement, Proponent even goes so far as to request that the Company specifically consider “serving at convenient times three meals consisting of: hot oatmeal and bananas, raw spinach salad with grapes, red cabbage carrot cole slaw, . . . and green tea.” Although those meals may in fact be the greatest thing since sliced bread, the Staff has never agreed that companies should have to stomach such micromanagement, which would clearly result in too many cooks in the kitchen.

Without a significant social policy issue, much less one that transcends day-to-day business operations, the Proponent’s micro-managing Proposal does not meet the “significant social policy issue” exemption to Rule 14a-8(i)(7). Accordingly, because the Proposal deals with an ordinary business function and does not involve a significant social policy issue, it can be excluded under Rule 14a-8(i)(7).

The Proposal Contains an Image Irrelevant to the Content of the Proposal

Should the Commission not concur that the Proposal can be omitted from Ford's Proxy Materials, the Company respectfully requests the concurrence of the Staff that it will not recommend any enforcement action to the Commission if the irrelevant image contained in the Proposal is not included in the Company's Proxy Materials. Under Rule 14a-8(d), a proposal, including any accompanying supporting statement, may not exceed 500 words. In light of questions around the application of Rule 14a-8(d) to graphs and images, the Staff recently published Staff Legal Bulletin No. 14I (CF) (Nov. 1, 2017), covering, among other topics, the potential for abuse in allowing proponents to include graphs and images in their proposals. Specifically, the Division indicated that "exclusion of graphs and/or images would be appropriate under Rule 14a-8(i)(3) where they . . . are irrelevant to a consideration of the subject matter of the proposal, such that there is a strong likelihood that a reasonable shareholder would be uncertain as to the matter on which he or she is being asked to vote." For this proposition, the Staff cited *Gen. Elec. Co.* (Feb. 23, 2017), in which the Staff concurred that a handful of charts, graphs, equations, and emojis could be excluded from a proposal because they were irrelevant to the consideration of the subject matter of the proposal.²

The blurry image of a man on the final page of the Proponent's proposal here is similarly irrelevant. The image is presented without context, leaving the reader with more questions than answers. Is this an image of the Proponent? Is this an image of a man raised on three meals a day consisting of hot oatmeal and bananas, raw spinach salad with grapes, red cabbage coleslaw, and green tea? Is that one in the same? The reader simply cannot know.

In any case, the image is completely irrelevant to the subject matter of the Proposal. Its inclusion adds no value to the request that the Company prepare a report outlining the costs and benefits of feeding employees. Accordingly, should the Commission not concur that the Proposal can be omitted from Ford's Proxy Materials, the Company requests the concurrence of the Staff that it will not recommend any enforcement action if the irrelevant image is not included in the Company's Proxy Materials.

Conclusion

For the foregoing reasons, it is respectfully submitted that the Proposal may be excluded from Ford's 2018 Proxy Materials. Your confirmation that the Staff will not recommend

² In fact, the Proponent is keenly aware of *General Electric Co.* and the rule that irrelevant images can be excluded from proposals, considering that he was the proponent of the proposal at issue in *General Electric Co.*

enforcement action if the Proposal is omitted from the 2018 Proxy Materials is respectfully requested.

Should the Commission not concur that the Proposal can be omitted from Ford's Proxy Materials, the Company respectfully requests the concurrence of the Staff that it will not recommend any enforcement action to the Commission if the irrelevant image contained in the Proposal is not included in the Company's Proxy Materials.

In accordance with Rule 14a-8(j), the Proponent is being informed of the Company's intention to omit the Proposal from its 2018 Proxy Materials by sending it a copy of this letter and its exhibits.

If you have any questions, require further information, or wish to discuss this matter, please feel free to call me (313-322-5821).

Very truly yours,

/s/ Brian J. Bohl
Brian J. Bohl
Attorney

Enclosure
Exhibits

cc: Martin Harangozo
Via Federal Express

Exhibit 1



Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

December 5, 2017

Martin Harangozo

Re: Proposal for 2018 Annual Meeting

Dear Mr. Harangozo:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges receipt of evidence of your share ownership of Ford common stock contained in your correspondence dated December 1, 2017. Thank you for your attention to this matter.

Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of the Proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your continued interest in the Company.

Very truly yours,

A handwritten signature in cursive script that reads "Brian J. Bohl".

Brian J. Bohl
Attorney

cc: Jonathan E. Osgood

Martin Harangozo

December 1, 2017

**Ford Motor Company Proxy facsimile number:
313-248-8713**

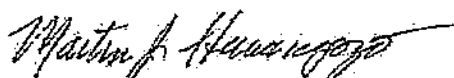
Ladies and Gentlemen,

This letter is to respond to two letters from Ford dated November 27 "Letter 1", and 28 "Letter 2", received respectively November 28, and 29. "Letter 1" contains errors of fact and process under Federal law as provided by the Securities and Exchange Commission (SEC). Letter 1 stated a copy of rule 14a-8 is enclosed, but was not, as implied by Letter 2 which contains a blurred copy of the rule.

Letter 1 requests withdrawal of one of two proposals with different times of receipt. SEC Staff Bulletin no. 14F (GF) D (below, not blurred) provides that prior proposals are officially withdrawn with the submission of a later proposal. In the spirit of advisement, this letter redundantly withdraws the proposal found before the proposal for the "...Ford 2018 proxy...".

Below, please find the required verification of ownership.

Kindest regards



12-1-2017

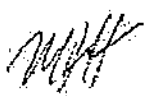
Martin Harangozo

D. The submission of revised proposals

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. A shareholder submits a timely proposal. The shareholder then submits a revised proposal before the company's deadline for receiving proposals. Must the company accept the revisions?

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 so with respect to the revised proposal.



Scottrade

December 1, 2017

Martin Harangozo

Re: Scottrade Account

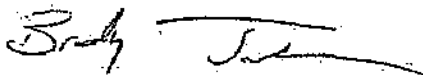
To Whom It May Concern:

This letter is to verify the following information for the account listed above:

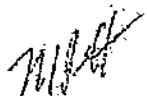
- As of November 20, 2017, Mr. Harangozo held 658 shares of Ford common stock (F) and has held them continuously for at least one year.

Please contact us with any further questions.

Sincerely,



Brady Jackson
Investment Consultant
Scottrade, Inc.





Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

November 28, 2017

Martin Harangozo

Re: Proposal for 2018 Annual Meeting

Dear Mr. Harangozo:

As referenced in my letter dated November 27, 2017, enclosed please find a copy of Rule 14a-8 of the rules of the United States Securities and Exchange Commission.

Very truly yours,

A handwritten signature in cursive script that reads "Brian J. Bohl".

Brian J. Bohl
Attorney

cc: Jonathan E. Osgood

chosen, the costs of that method should be considered where necessary (such as the costs of printing).

Note 2 to § 240.14a-7. When providing the information required by § 240.14a-7(a)(1)(ii), if the registrant has received affirmative written or implied consent to delivery of a single copy of proxy materials to a shareholder in accordance with § 240.14a-3(e)(1), it shall exclude from the number of record holders those to whom it does not have to deliver a separate proxy statement.

Rule 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 the 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 of the proposal. 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 1% of the company's securities entitled to be voted on the proposal 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 the 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.

(a) 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.

(b) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5, 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 recommending supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases file the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting, the deadline is one year more than 30 days from last year's meeting. You can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§ 249.308 of this chapter) or in shareholder reports of investment companies under § 270.506-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner: If the proposal is submitted for a regularly scheduled annual meeting, the 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. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this Rule 14a-8?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies as well as of the timeframe for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline, if the company intends to

exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(f).

(2) If you fail in your 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 your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, or what other bases may a company rely to exclude my proposal?

(1) *Impoverished Under State Law*: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization.

Note to Paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of Law*: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject.

Note to Paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of Proxy Rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials.

(4) *Personal Governance, Special Interest*: If the proposal relates to the reversal of a personal claim or grievance against the company or any other person, or if it is designed

to reverse a claim or grievance against you, or to further a personal interest, which is not shared by the other shareholders at large.

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business.

(6) *Absence of Power/Authority*: If the company would lack the power or authority to implement the proposal.

(7) *Management Functions*: If the proposal deals with a matter relating to the company's ordinary business operations.

(8) *Director Elections*: If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with Company's Proposals*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.

Note to Paragraph (9): A company's submission to the Commission under this Rule 14a-8 should specify the points of conflict with the company's proposal.

(10) *Substantially Implemented*: If the company has already substantially implemented the proposal.

Note to Paragraph (10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the \$229,402 of this chapter, or any successor to Item 402 of Regulation S-K (hereinafter, "the chapter"), or any successor to Item 402 of Regulation S-K (hereinafter, "the frequency of say-on-pay votes"), provided that in the most recent two, or three years), received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(d) of this chapter.

(11) *Duplicate*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting.

(12) *Re submissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

- (2) Less than 3% of the vote if proposed once within the preceding 5 calendar years;
- (3) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
- (4) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and
- (5) Specific Amount of Dividends: If the proposal relates to specific amounts of cash or stock dividends.
- (6) Question 10: What procedures must the company follow if it intends to exclude my proposal?

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

- (1) The proposal;
- (2) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and
- (3) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(4) Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(5) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(3) Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make

arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include in its proxy materials more than 5 calendar days after the company receives a copy of your revised proposal, or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

Rule 14a-9: False or Misleading Statements

(a) No solicitation subject to this regulation shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact on which one might reasonably be expected to act in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

(b) The fact that a proxy statement, form of proxy or other soliciting material has been filed with or examined by the Commission shall not be deemed a finding by the Commission that such material is accurate or complete or not false or misleading, or that the Commission has passed upon the merits of or approved any statement contained therein, or any matter to be acted upon by security holders. No representation contrary to the foregoing shall be made.

(c) No notices, nonbinding shareholder or nonbinding shareholder group, or any number thereof, shall cause to be included in a registrant's proxy materials, either pursuant to the Federal proxy rules, or applicable state or foreign law provision, or a registrant's governing documents, any matter relating to including shareholder nominees for director in a registrant's proxy materials, unless, in a notice or Schedule 14N (3240.14a-10(b)), or include in any other related communication, any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to a solicitation for the same meeting or subject matter which has become false or misleading.

Note: The following are some examples of what, depending upon particular facts and circumstances, may be misleading within the meaning of this section:



Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

November 27, 2017

Martin Harangozo

Re: Proposal for 2018 Annual Meeting.

Dear Mr. Harangozo:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposals received via faxes dated November 20, 2017. The proposals recommend that Ford prepare a report outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability. I am writing regarding the two proposals we received from you and your eligibility to file either proposal.

With respect to the two proposals that we received from you, eligibility requirements regarding stockholder proposals are set forth in Rule 14a-8 of the rules of the United States Securities and Exchange Commission (the "SEC"). A copy of Rule 14a-8 is enclosed for your reference. Under Rule 14a-8(c), a shareholder may submit no more than one proposal to a company for a particular shareholders' meeting. Your first proposal ("Proposal 1") was timestamped at 7:54 P.M. on November 20, 2017, and contained a cover letter requesting that the proposal be included "in the GE 2018 Proxy." Your second proposal ("Proposal 2") was timestamped at 8:07 P.M. on November 20, 2017, and contained a cover letter requesting that the proposal be included "in the Ford 2018 Proxy." We request that, pursuant to Rule 14a-8, you withdraw either Proposal 1 or Proposal 2, because you may only submit one proposal for our 2018 shareholders' meeting.

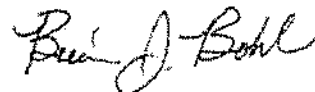
With respect to your eligibility to file either proposal, under Rule 14a-8(b)(1), in order to be eligible to submit a proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted at the annual meeting for at least one year by the date the shareholder submitted the proposal. In the event the shareholder is not a registered holder, Rule 14a-8(b)(2) provides that proof of eligibility should be submitted at the time the proposal is submitted. Neither the Company nor its transfer agent was able to confirm that you satisfy the eligibility requirements based on the information that was furnished to the Company.

We request that, pursuant to Rule 14a-8, you furnish to the Company proper documentation demonstrating (i) that you are the beneficial owner of at least \$2,000 in market value, or 1%, of Ford common stock, and (ii) that you have been the beneficial owner of such securities for one or more years. We request that such documentation be furnished to the Company within 14 calendar days of your receipt of this letter. Under Rule 14a-8(b)(2), a shareholder may satisfy this requirement by either (i) submitting to the Company a written statement from the "record" holder of the shareholder's securities (usually a broker or bank) verifying that, at the time of submission, the shareholder continuously held the securities at least one year, or (ii) if the shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting the shareholder's ownership of the shares as of or before the date on which the one-year period begins. If the shareholder has filed one of these documents, he may demonstrate his eligibility by submitting to the Company a copy of the schedule or form, and any subsequent amendments, and a written statement that the shareholder continuously held the required number of shares for the one-year period as of the date of the statement.

Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of the either proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your continued interest in the Company.

Very truly yours,



Brian J. Bohl
Attorney

cc: Jonathan E. Osgood

Martin Harangozo

November 20, 2017

Ford Motor Company Proxy facsimile number:

313-248-8713

Ladies and Gentlemen,

**Please include the below proposal and image in the Ford 2018 Proxy,
pursuant to Rule 14a-8 of the Securities Exchange Act of 1934.**

**I intend to continue holding the required number or amount of
Company shares through the date of the Company's 2018 Annual
Meeting of Shareowners.**

Kindest regards


Martin Harangozo

This proposal recommends that Ford prepare a report, following all applicable laws, at reasonable expense, outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability.

There is growing data that the modest price difference in healthy food is tremendously offset by higher health care costs. Health care costs have skyrocketed to comprise a substantial portion of total compensation for employees, often over \$20,000 annually on average, and over \$100,000 in cases treating cardiovascular, cancer, diabetes and other conditions.

<http://drhyman.com/blog/2010/08/13/why-eating-quick-cheap-food-is-actually-more-expensive/>

Many health food cost equations fail to consider the opportunities that exist if healthy foods were purchased in bulk and distributed to employees utilizing economies of scale. Careful utilization of cost effective health food to optimize the health cost balance, may be better done collectively by health and finance experts than average employees, no less honorable, but with interests outside medicine or finance.

Following recommendations from popular Doctors as Dr. Mehmet Cengiz Oz, and Dr. Steven R. Gundry, one might suggest serving at convenient times three meals consisting of: hot oatmeal and bananas, raw spinach salad with grapes, red cabbage carrot cole slaw per the recipe

https://www.google.com/search?source=hp&ei=mvH9WZ3pBcfSivTv2qLoDg&q=kfc+recipe+for+coleslaw&og=kfc+recipe+for+coleslaw&gs_l=psy-ab.3..0i2j0i22i30k1.635.6196.0.6399.23.21.0.0.0.0.344.2870.0i6j7i1.14.0...0...1.1.64.psy-ab.9.14.2870...0i13i1k1j0i3k1.0.14JI9gAW3_g&safe=active

and green tea. These meal ingredients, when purchased in large scale, are extremely cost effective, with purports of tremendous health benefits.

Depending on their shift, employees can choose which of these three meals or combination of these meals interest them. Such meals can be the employees diet if they choose, or a supplement to any diet they choose. The cost conscious employee may and should be encouraged to harness this opportunity on his or her pocketbook. This may bring the employee a great convenience towards healthier, more productive, and longer life all while improving profits for shareholders.

Substantial research is done to optimize feed for best milk production

<http://extensionpublications.unl.edu/assets/pdf/q1358.pdf>

Giving all due respect for the human race, one may conclude that offering the best possible nutrition for best health at the best cost can be a novel benefit to Ford employees, all while growing profits. The education derived from such employee participation could also serve to showcase intelligent options for preventive health care, a type of care sometimes overlooked in a country where health care topics often make news headlines.

Ford has had a long history of leadership when it comes to total employee compensation, attracting the most ambitious employees and the brightest minds. "Feeding the five thousand" may be a natural step in yet a new level of positive activity including the employer, the employee, and the shareowner. Precise data collection, and the utilization of six sigma tools can perpetually optimize the feed, health, profit balance, all while extending quality of life for participants. Ford while improving profits can become the worlds "angel of life" showcasing intelligent feeding programs.

Please vote FOR this proposal.

Martin Harangozo

November 20, 2017

Ford Motor Company Proxy facsimile number:

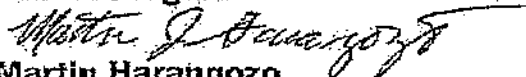
313-248-8713

Ladies and Gentlemen,

Please include the below proposal and image in the GE 2018 Proxy, pursuant to Rule 14a-8 of the Securities Exchange Act of 1934.

I intend to continue holding the required number or amount of Company shares through the date of the Company's 2018 Annual Meeting of Shareowners.

Kindest regards



Martin Harangozo

This proposal recommends that Ford prepare a report, following all applicable laws, at reasonable expense, outlining the costs and benefits of feeding its employees, with the intention to promote health, productivity, and profitability.

There is growing data that the modest price difference in healthy food is tremendously offset by higher health care costs. Health care costs have skyrocketed to comprise a substantial portion of total compensation for employees, often over \$20,000 annually on average, and over \$100,000 in cases treating cardiovascular, cancer, diabetes and other conditions.

<http://drhyman.com/blog/2010/08/13/why-eating-quick-cheap-food-is-actually-more-expensive/>

Many health food cost equations fail to consider the opportunities that exist if healthy foods were purchased in bulk and distributed to employees utilizing economies of scale. Careful utilization of cost effective health food to optimize the health cost balance, may be better done collectively by health and finance experts than average employees, no less honorable, but with interests outside medicine or finance.

Following recommendations from popular Doctors as Dr. Mehmet Cengiz Oz, and Dr. Steven R. Gundry, one might suggest serving at convenient times three meals consisting of: hot oatmeal and bananas, raw spinach salad with grapes, red cabbage carrot cole slaw per the recipe

https://www.google.com/search?source=hp&ei=mvH9WZ3pBcfSjwTv2qLoDg&q=kfc+recipe+for+coleslaw&og=kfc+recipe+for+coleslaw&gs_l=psy-ab..3..0i2j0i22i30k1.635.6196.0.6399.23.21.0.0.0.0.344.2870.0j6j7j1.14.0....0...1.1.64.psy-ab..9.14.2870..0i131k1j0i3k1.0.14Jl9gAW3_g&safe=active

and green tea. These meal ingredients, when purchased in large scale, are extremely cost effective, with purports of tremendous health benefits.

Depending on their shift, employees can choose which of these three meals or combination of these meals interest them. Such meals can be the employees diet if they choose, or a supplement to any diet they choose. The cost conscious employee may and should be encouraged to harness this opportunity on his or her pocketbook. This may bring the employee a great convenience towards healthier, more productive, and longer life all while improving profits for shareholders.

Substantial research is done to optimize feed for best milk production

<http://extensionpublications.unl.edu/assets/pdf/g1358.pdf>

Giving all due respect for the human race, one may conclude that offering the best possible nutrition for best health at the best cost can be a novel benefit to Ford employees, all while growing profits. The education derived from such employee participation could also serve to showcase intelligent options for preventive health care, a type of care sometimes overlooked in a country where health care topics often make news headlines.

Ford has had a long history of leadership when it comes to total employee compensation, attracting the most ambitious employees and the brightest minds. "Feeding the five thousand" may be a natural step in yet a new level of positive activity including the employer, the employee, and the shareowner. Precise data collection, and the utilization of six sigma tools can perpetually optimize the feed, health, profit balance, all while extending quality of life for participants. Ford while improving profits can become the worlds "angel of life" showcasing intelligent feeding programs.

Please vote FOR this proposal.
