



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

DIVISION OF  
CORPORATION FINANCE

February 23, 2018

Ronald O. Mueller  
Gibson, Dunn & Crutcher LLP  
shareholderproposals@gibsondunn.com

Re: Amazon.com, Inc.

Dear Mr. Mueller:

This letter is in regard to your correspondence dated February 22, 2018 concerning the shareholder proposal (the "Proposal") submitted to Amazon.com, Inc. (the "Company") by the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its January 29, 2018 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter 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,

Kasey L. Robinson  
Attorney-Adviser

cc: Pat Miguel Tomaino  
Zevin Asset Management, LLC  
pat@zevin.com

February 22, 2018

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Amazon.com, Inc.*  
*Shareholder Proposal of the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

In a letter dated January 29, 2018, we requested that the staff of the Division of Corporation Finance concur that our client, Amazon.com, Inc. (the “Company”), could exclude from its proxy statement and form of proxy for its 2018 Annual Meeting of Shareholders a shareholder proposal (the “Proposal”) and statements in support thereof received from Zevin Asset Management, LLC (“Zevin Asset Management”) on behalf of the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation (the “Proponents”).

Enclosed as Exhibit A is confirmation from the Pat M. Tomaino, of Zevin Asset Management, dated February 22, 2018, withdrawing the Proposal. Each of the Proponents in its submission authorized Zevin Asset Management to act on its behalf with respect to the Proposal. In reliance thereon, we hereby withdraw the January 29, 2018 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company’s Vice President & Associate General Counsel and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

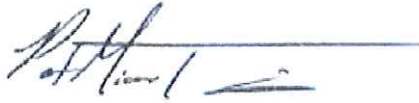
Enclosures

cc: Mark Hoffman, Amazon.com, Inc.  
Pat Miguel Tomaino, Zevin Asset Management, LLC

**EXHIBIT A**

Based on our discussions with Amazon.com, Inc. (the "Company"), Zevin Asset Management, LLC, on behalf of the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation (together, the "Proponents") hereby withdraws the shareholder proposal regarding criminal background checks submitted for inclusion in the proxy materials for the Company's 2018 Annual Meeting of Shareholders.

Agreed and Acknowledged on behalf of the Proponents:

A handwritten signature in black ink, appearing to read "Pat Miguel Tomaino", is written over a horizontal line.

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By: Pat Miguel Tomaino  
Zevin Asset Management, LLC

Dated: February 22, 2018

January 29, 2018

VIA E-MAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Amazon.com, Inc.*  
*Shareholder Proposal of the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation*  
*Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2018 Annual Meeting of Shareholders (collectively, the “2018 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof received from Zevin Asset Management, LLC on behalf of the Emma Creighton Irrevocable Trust and Friends Fiduciary Corporation (the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2018 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“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 of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE PROPOSAL

RESOLVED: Shareholders of Amazon.com (“Amazon” or the “Company”) request that the Board of Directors prepare a report on the use of criminal background checks in hiring and employment decisions for the Company’s employees, independent contractors, and subcontracted workers. The report shall evaluate the risk of racial discrimination that may result from the use of criminal background checks in hiring and employment decisions. The report shall be prepared at reasonable cost, omit proprietary information, omit information regarding legal compliance or litigation, and be made available on the Company’s website no later than the 2019 annual meeting of shareholders.

The supporting statement further requests that the report “adequately [assess] the . . . risks and opportunities and demonstrates the Board’s engagement on key human capital challenges” related to the Company’s use of criminal background checks in making employment decisions.

A copy of the Proposal, the supporting statement and related correspondence from the Proponents, is attached to this letter as Exhibit A.

## BASES FOR EXCLUSION

We respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2018 Proxy Materials pursuant to:

- Rule 14a-8(i)(7) because the Proposal calls for a report on the same issue that is the subject of existing legal proceedings (whether racial discrimination may result from the use of criminal background checks by the Company and its subcontractors) and accordingly relates to the Company’s litigation strategy; and
- Rule 14a-8(i)(7) because the Proposal relates to the Company’s employment practices and administration of the Company’s code of business ethics.

## ANALYSIS

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company’s “ordinary business operations.” According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” refers to matters that are not necessarily “ordinary” in the common meaning of the word, but instead the term “is rooted in the corporate law concept of providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”). In the 1998 Release, the Commission

stated that the underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting,” and identified two central considerations that underlie this policy. The first is that “[c]ertain 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.” 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.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

Framing a shareholder proposal in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Staff has indicated that “[where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7).” *Johnson Controls, Inc.* (avail. Oct. 26, 1999).

**I. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Relates To Issues That Are Subject To Existing Litigation And Addresses Issues That Are In Dispute In Such Litigation.**

**A. Staff Precedent Establish That Proposals Addressing The Subject Of Current Litigation Are Excludable Under Rule 14a-8(i)(7).**

The Staff consistently has concurred that a company’s ordinary business is implicated for purposes of Rule 14a-8(i)(7) when a proposal would affect the conduct of ongoing litigation to which the company is a party, including when a company is involved in litigation that relates to the subject matter of the proposal. *See, e.g., General Electric Co.* (avail. Feb. 3, 2016) (concurring with the exclusion of a proposal as relating to litigation strategy because it requested that the company issue a report assessing all potential sources of liability related to PCB discharges in the Hudson River while the company was a defendant in multiple pending lawsuits alleging damages related to the company’s alleged past release of chemicals into the Hudson River); *Wal-Mart Stores, Inc.* (avail. Apr. 14, 2015) (concurring with the exclusion, as affecting the conduct of ongoing litigation to which the company was a party, of a proposal requesting that the company prepare an annual report on company actions taken to eliminate gender-based pay inequity and progress made toward such elimination given numerous pending lawsuits and claims before the U.S. Equal Employment Opportunity Commission alleging gender-based pay discrimination); *Reynolds American Inc.* (avail. Mar. 7, 2007) (concurring with the exclusion, as relating to litigation strategy, of a proposal requesting that the company provide information on

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the health hazards of secondhand smoke, where the proposal involves an issue that is in dispute in litigation – the health hazards of secondhand smoke); *AT&T Inc.* (avail. Feb. 9, 2007) (concurring with the exclusion, as relating to ordinary business operations (*i.e.*, litigation strategy), of a proposal requesting that the company issue a report containing specified information that implicated an issue in dispute in pending lawsuits alleging unlawful acts by the company in relation to alleged disclosure of customer records to governmental agencies).

In addition, the Staff consistently has concurred with the exclusion under Rule 14a-8(i)(7) of shareholder proposals, like the Proposal, when the proposal would have a company report on a subject matter that is the subject of current litigation in which the company is then involved and when the implementation of the proposal could affect issues that are disputed in litigation. *See, e.g., General Electric Co.* (avail. Feb. 3, 2016) (concurring with the exclusion of a proposal as relating to the company’s ordinary business operations where implementation would have required “the [c]ompany to take action that is contrary to its legal defense in pending litigation”); *Wal-Mart Stores, Inc.* (avail. Apr. 14, 2015) (excluding a proposal as relating to the company’s ordinary business operations where “the [p]roposal would obligate the [c]ompany to take a public position, outside the context of pending litigation and the discovery process, with respect to the very subject matter of the [p]roposal”); *Johnson & Johnson* (avail. Feb. 14, 2012) (concurring in the exclusion of a proposal where implementation would have required the company to report on any new initiatives instituted by management to address the health and social welfare concerns of people harmed by LEVAQUIN®, thereby taking a position contrary to the company’s litigation strategy); *R.J. Reynolds Tobacco Holdings, Inc.* (avail. Feb. 6, 2004) (concurring in the exclusion of a proposal that directed the company to stop using the terms “light,” “ultralight,” “mild,” and similar words in marketing cigarettes until shareholders could be assured through independent research that light and ultralight brands actually reduce the risk of smoking-related diseases. At the time the proposal was submitted, the company was a defendant in multiple lawsuits in which the plaintiffs were alleging that the terms “light” and “ultralight” were deceptive. The company argued that implementing the proposal while the lawsuits were pending “would be a de facto admission by the Company that ‘light’ and ‘ultralight’ cigarettes do not pose reduced health risks as compared to regular cigarettes”). *See also Exxon Mobil Corp.* (avail. Mar. 21, 2000) (concurring with the exclusion of a proposal requesting immediate payment of settlements associated with Exxon Valdez oil spill as relating to litigation strategy and related decisions).

*B. The Proposal Is Excludable Under Rule 14a-8(i)(7) Because It Relates To The Same Issues That Are Subject Of Existing Legal Proceedings.*

The Company is a party to legal proceedings and claims alleging that the use of criminal background checks by the Company or its subcontractors has resulted in racial discrimination in hiring and employment decisions. One of these pending legal proceedings is specifically identified in the Proposal’s supporting statement: a number of individuals have filed claims with



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the Massachusetts Commission Against Discrimination (the “MCAD”) and the U.S. Equal Employment Opportunity Commission (the “EEOC”) asserting that the Company’s requirement that a subcontractor conduct criminal background checks resulted in racial and/or ethnic discrimination. On May 26, 2017, the MCAD granted the complainants motion to consolidate their claims and on November 1, 2017, the Company filed its opposition to the complainants attempts to amend the complaint against the Company. Other similar claims have been filed with the EEOC and state agencies in California, Florida, and a number of other states, each claiming that the Company’s policy regarding the use of criminal background checks resulted in unlawful hiring and employment decisions. To date there has been no adverse judgment against the Company in any of these matters and the Company is actively engaged in responding to the claims. While these are administrative proceedings, they are comparable to adversarial litigation proceedings, with the Company and some of the claimants being represented by counsel and with the administrative agency having the power to make determinations as to the issue of unlawful discrimination. In addition, the claimants are legally required to pursue the administrative claims before they can file claims in court under federal and some state laws. In each of these legal proceedings, one of the central issues is the same issue that the Proposal requests the Company to report on—whether racial discrimination resulted from the use of criminal background checks in hiring and employment decisions. Thus, just as in *Wal-Mart Stores*, in which Wal-Mart Stores, Inc. was a party to pending charges before the EEOC, implementing the Proposal “would require the Company to take a position on the very same matter at issue in . . . pending EEOC charges,” as well as the same matter that is pending before the MCAD and other state agencies.

In light of the existing legal proceedings involving the Company, reporting on the use of criminal background checks and evaluating the risk of racial discrimination in hiring and employment decisions that may result therefrom, which the Proponents acknowledge has the potential to create “material risks to the Company,” is exactly the type of “core matter[] involving the [C]ompany’s business and operations” that is the basis for Rule 14a-8(i)(7). 1998 Release. For that reason, the Staff consistently has viewed shareholder proposals that, like the Proposal, request a company to assess and report on the risks of liability that could arise as a result of alleged conduct to implicate a company’s conduct of litigation or its litigation strategy, and therefore to be properly excludable under the “ordinary course of business” exception contained in Rule 14a-8(i)(7). *See, e.g., Chevron Corp.* (avail. Mar. 19, 2013) (excluding a proposal as relating to the company’s ordinary business operations (*i.e.*, litigation strategy) where the proposal requested that the company review its “legal initiatives against investors” because “[p]roposals that would affect the conduct of ongoing litigation to which the company is a party are generally excludable under rule 14a-8(i)(7)”; *CMS Energy Corp.* (avail. Feb. 23, 2004 (concurring with the exclusion of a shareholder proposal requiring the company to void any agreements with two former members of management and initiate action to recover all amounts paid to them, where the Staff noted that the proposal related to the “conduct of litigation”);

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*NetCurrents, Inc.* (avail. May 8, 2001) (excluding a proposal as relating to the company's ordinary business operations (*i.e.*, litigation strategy) where the proposal required the company to file suit against certain of its officers for financial improprieties); *Benihana National Corp.* (avail. Sept. 13, 1991) (permitting exclusion under Rule 14a-8(c)(7) of a proposal requesting the company to publish a report prepared by a board committee analyzing claims asserted in a pending lawsuit).

In addition to the Proposal's supporting statement specifically mentioning one of the existing legal proceedings involving the Company, the Proposal itself acknowledges that it is focused on a matter that is the subject of existing legal proceedings. The Proposal seeks to avoid exclusion under Rule 14a-8(i)(7) by stating that the requested report shall "omit information regarding legal compliance or litigation." However, even if the report were drafted so as to omit litigation- or compliance-specific information, the subject matter of the Proposal (the risks of racial discrimination that may result from the use of criminal background checks in hiring and employment decisions) implicate key factual issues that are at issue in the existing legal proceedings regarding the Company's background check policies and procedures. Therefore any discussion of potential discriminatory risks related to the Company's activities would inevitably implicate the legal proceedings currently pending against the Company, a fact reflected in the two paragraphs of the Proposal's supporting statement that address the existing MCAD proceeding and assert that "over-reliance on these background checks may run afoul of the Civil Rights Act of 1964 [and] the related Equal Employment Opportunity Commission guidelines."<sup>1</sup> By requesting that the report "evaluate the risk of racial discrimination that may result from the use of criminal background checks in hiring and employment decisions," the Proposal requests that the Company set forth a roadmap for current and potential claimants on potential theories of liability and address factual issues that implicate those theories.

One of the principal legal issues in the discrimination legal proceedings currently pending against the Company, which also forms the basis for the Proposal, is whether "racial discrimination . . . may result from the use of criminal background checks in hiring and employment decisions." Therefore, the subject matter of the Proposal is identical to the principal legal issue in many of the legal proceedings pending against the Company. As in the *General Electric Co.* and *Wal-Mart Stores, Inc.* proposals, the Proposal relates to an assessment of a Company-specific issue that is the subject of pending litigation. Additionally, the Proposal requests that the Company "evaluate" the risk that the Company's practices result in unlawful

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<sup>1</sup> Other portions of the supporting statement that address human capital management issues inaccurately suggest that Amazon's hiring practices in all cases "exclud[e] individuals who have had previous contact with the criminal justice system." The supporting statement also address ordinary business aspects of employment practices, such as managing employee retention rates, turnover, and loyalty. To the extent that these are the only "risks" that are intended to be addressed by the Proposal, the Proposal likewise addresses ordinary business operations.

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discrimination, which could in effect, provide current and future claimants with an admission from the Company regarding the extent of the likelihood and scope of its alleged liability. Therefore, like the precedents cited above, the Proposal would require the Company to take action that could be viewed as an admission by the Company and therefore could affect the conduct of ongoing litigation.

Finally, we note that the mere fact that a proposal may touch upon a significant policy issue such as racial discrimination is not alone sufficient to avoid the application of Rule 14a-8(i)(7) when a proposal implicates the conduct of litigation. Although the Commission has stated that “proposals relating to such [ordinary business] matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable,” the Staff has expressed the view that proposals relating to both ordinary business matters and significant social policy issues may be excluded in their entirety in reliance on Rule 14a-8(i)(7). 1998 Release. As an example, although pollution concerns can raise a significant policy issue under Rule 14a-8(i)(7), in *General Electric Co.* the Staff concurred, as noted above, with the exclusion of a proposal that touched upon this issue where the proposal asked for a report assessing all potential sources of liability related to specific actions by the company. Similarly, even if the Proposal were viewed as touching on a significant policy issue, because the Proposal calls for a report that implicates ordinary business operations regarding the management of legal proceedings facing the Company, the Proposal is excludable under Rule 14a-8(i)(7).

In summary, the Proposal requests that the Company take action that would address issues that are the subject of, and affect the conduct and the Company’s defense of, pending legal proceedings that involve the Company and the use of criminal background checks in hiring and employment decisions, at the same time that the Company is actively challenging claimants’ allegations regarding this very subject. In this regard, the Proposal seeks to interfere with, and subject to a vote of shareholders, decisions regarding the management of the Company’s litigation strategy. Thus, implementation of the Proposal would intrude upon Company management’s exercise of its day-to-day business judgment with respect to pending litigation in the ordinary course of its business operations. Accordingly, we believe that the Proposal may be properly excluded from the Company’s 2018 Proxy Materials under Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations.

## **II. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Addresses The Company’s Employment Practices And Administration Of The Company’s Code Of Business Ethics.**

In *Amazon.com, Inc.* (avail. Mar. 14, 2017), the Staff was unable to concur that a proposal substantially similar to the Proposal could be excluded under Rule 14a-8(i)(7). Because we

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continue to believe that the Proposal does not transcend ordinary business and would be inappropriate for a shareholder vote, we set forth additional facts and analysis below.

A. *The Proposal Is Excludable Because It Focuses On The Company's Employment Practices And Enforcement Of Its Ethical Business Practice Policies.*

The Proposal requests a report on “the use of criminal background checks in hiring and employment decisions for the Company’s employees, independent contractors, and subcontracted workers.” The Proponents do not appear to know the terms of the Company’s background check policy, which is not public as it relates to routine hiring decisions and processes. Instead, the supporting statement makes a number of statements that, because they do not accurately reflect the Company’s practices, misleadingly suggest greater significance to the Company’s policy than we believe is accurate. For example, the supporting statement states:

- “Amazon’s failure to disclose such risks and its strategy for addressing them to shareholders . . . indicates broader challenges with the Board’s oversight of risks related to human capital management.”
- “[O]ver-reliance on these background checks may run afoul of the Civil Rights Act of 1964, the related Equal Employment Opportunity Commission guidelines, and Amazon’s own stated commitment to diversity and inclusion.”
- “[E]xcluding individuals who have had previous contact with the criminal justice system may hurt Amazon’s ability to attract and retain top talent.”

In fact, each of the foregoing statements mischaracterizes the situation. Whether Amazon publicly reports on the matters addressed in the Proposal has nothing to do with the Board’s ability to oversee any risks related to human capital management. The Company has reviewed its background check policy to confirm that it conforms to the guidelines of the EEOC. And the Company’s background check policy does not automatically “exclud[e] individuals who have had previous contact with the criminal justice system.”

Amazon has other policies that are equally relevant to this issue. In particular:

- The Company’s Code of Business Conduct and Ethics (the “Code of Ethics”)<sup>2</sup> states, “Amazon.com provides equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. For more information, see the Amazon.com policies on Equal Employment Opportunity and Workplace Harassment in the Amazon.com Owner's Manual.”

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<sup>2</sup> Available at <http://phx.corporate-ir.net/phoenix.zhtml?c=97664&p=irol-govconduct>.

- The Code of Ethics also states, “Employees must follow applicable laws, rules and regulations at all times. Employees with questions about the applicability or interpretation of any law, rule or regulation, should contact the Legal Department.”
- The Company’s Supply Chain Standards and Supplier Code of Conduct (the “Supplier Code of Conduct”)<sup>3</sup> states, “**Anti-discrimination.** Conditions of working must be based on an individual’s ability to do the job, not on personal characteristics or beliefs. Our suppliers must not discriminate on the basis of race, color, national origin, gender, sexual orientation, religion, disability, age, political opinion, pregnancy, marital or family status, or similar factors in hiring and working practices such as job applications, promotions, job assignments, training, wages, benefits, and termination. Suppliers must not subject workers or applicants to medical tests that could be used in a discriminatory manner.”
- The Supplier Code of Conduct also states, “Our suppliers’ business and labor practices must comply with all applicable laws, as well as the requirements and principles of this Supplier Code. Suppliers must comply with the standards of this Supplier Code even when this Supplier Code exceeds the requirements of applicable law.”

The supporting statement that accompanied the version of this proposal submitted to the Company last year stated, “the use of arrest and conviction records in employment decisions may violate the Civil Rights Act of 1964 and the related Equal Employment Opportunity Commission’s guidelines if such policies are not job related for the position in question and consistent with business necessity” and “it may be appropriate to disqualify certain individuals with relevant criminal records from specific positions.” These statements reflect how the Company manages its background check policies. The Company has guidelines that take into account factors that are permissible considerations under the EEOC guidelines, and that take into account both the nature and age of any criminal convictions, as well as the position for which a person may be applying. While some may question determinations made under the Company’s policy in particular cases, such as is the case in the litigation matters discussed above, the Company’s policies prohibit unlawful discrimination.<sup>4</sup> How those policies are applied in particular instances may therefore raise some questions, but those individual cases, and the determinations they involve, are exactly the type of issues that are best addressed by management, and are not appropriate for shareholder evaluation or a shareholder vote. By addressing only the Company’s background check practices, and not recognizing the Company’s overarching policies to comply with all applicable laws and avoid unlawful discrimination, the Proposal inaccurately suggests that there are significant policy issues that should be considered

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<sup>3</sup> Available at <https://www.amazon.com/gp/help/customer/display.html?nodeId=200885140>.

<sup>4</sup> As well, the Company disputes the allegations of wrongdoing in these claims and intends to defend itself vigorously in these proceedings.



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by shareholders. Instead, as reflected above, the only issues that exist relate to individual employment determinations and the manner in which the Company implements its policies, matters which traditionally have been viewed as implicating a company's ordinary business operations.

The Commission recognized in the 1998 Release that "management of the workforce, such as the hiring, promotion, and termination of employees," is "fundamental to management's ability to run a company on a day-to-day basis." Similarly, the Staff has recognized that proposals pertaining to the management of a company's workforce are excludable under Rule 14a-8(i)(7). For example, a proposal in *PG&E Corp.* (avail. Mar. 7, 2016) requested that the company institute a policy banning discrimination in hiring vendor contracts or customer relations. The company argued that the proposal, among other things, could be excluded under Rule 14a-8(i)(7) as relating to the company's "process of identifying new employees, including, for example, outreach, recruitment, interviewing, and deciding which individuals to hire." The Staff concurred in the exclusion of the proposal under Rule 14a-8(i)(7), noting that the proposal related to the company's "ordinary business operations." *See also Starwood Hotels & Resorts Worldwide, Inc.* (avail. Feb. 14, 2012) (concurring that a proposal requesting verification and documentation of U.S. citizenship for the company's U.S. workforce could be excluded because it concerned the "company's management of its workforce"); *Berkshire Hathaway Inc.* (avail. Jan. 31, 2012) (concurring that a proposal mandating the dismissal of employees who engaged in behavior that would create a conflict of interest, "constitut[e] cause [for dismissal]," or violate certain other principles specified in the proposal could be excluded because it dealt with "management of [the company's] workforce"); *Fluor Corp.* (avail. Feb. 3, 2005) (concurring that a proposal requesting information relating to the elimination or relocation of U.S.-based jobs within the company could be excluded as it related to the company's "management of the workforce").

As well, the Staff has long recognized that shareholder proposals relating to creating, modifying, monitoring, and enforcing compliance with a company's code of ethics may be excluded pursuant to Rule 14a-8(i)(7) because they relate to matters involving ordinary business operations. For example, in *The Walt Disney Co.* (avail. Dec. 12, 2011), the proposal asked the board to report on board compliance with Disney's Code of Business Conduct and Ethics for directors. In its response concurring with Disney's exclusion of the proposal, the Staff stated, "[p]roposals that concern general adherence to ethical business practices and policies are generally excludable under [R]ule 14a-8(i)(7)." Similarly, *Verizon Communications, Inc.* (avail. Jan. 10, 2011) involved a proposal directing the board to form a Corporate Responsibility Committee charged with monitoring the company's commitment to integrity, trustworthiness, and reliability—and the extent to which it lived up to its Code of Business Conduct. The Staff concurred that it would not recommend enforcement action if Verizon omitted the proposal since "[p]roposals that concern general adherence to ethical business practices" are generally excludable. *See also International Business Machines Corp.* (avail. Jan. 7, 2010) (proposal

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directing officers to restate and enforce certain standards of ethical behavior was excludable because it related to general adherence to ethical business practices); *NYNEX Corp.* (avail. Feb. 1, 1989) (proposal related to the formation of a special committee of the registrant's board of directors to revise the existing code of corporate conduct was excludable because it related to the particular topics to be addressed in the company's code of conduct).

As discussed above, the policy issue raised by the Proposal is addressed through the Company's Code of Ethics and the other policies it has adopted to implement that policy. The only issue raised by the Proposal is how all of the Company's policies interact and are applied in individual cases, which as discussed above are topics that implicate the Company's ordinary business. Accordingly, we believe the Proposal may properly be excluded under Rule 14a-8(i)(7).

*B. Even If The Proposal Touches Upon A Significant Policy Issue, It May Be Excluded Under Rule 14a-8(i)(7) Because The Board Of Directors Has Determined That The Proposal Does Not Transcend The Company's Ordinary Business Operations.*

Staff Legal Bulletin 14E (Oct. 27, 2009) states that "[i]n those cases in which a proposal's underlying subject matter transcends the day-to-day business matters of the company and raises policy issues so significant that it would be appropriate for a shareholder vote, the proposal generally will not be excludable under Rule 14a-8(i)(7) as long as a sufficient nexus exists between the nature of the proposal and the company." Accordingly, even if a proposal touches upon a significant policy issue, the proposal may be excludable on ordinary business grounds if there is not a sufficient connection to a company's business. The Staff recently reaffirmed this position, stating that "[w]hether the significant policy exception applies depends, in part, on the connection between the significant policy issue and the company's business operations." Staff Legal Bulletin No. 14I ("SLB 14I"), part B.2 (Nov. 1, 2017). In SLB 14I, the Staff further observed that, "A board of directors, acting as steward with fiduciary duties to a company's shareholders . . . and with the knowledge of the company's business and the implications for a particular proposal on that company's business is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote."

Accordingly, in contemplation of this no-action request, management of the Company, the Nomination and Corporate Governance Committee ("Committee") of the Board of Directors (the "Board"), and the Board itself evaluated whether the Proposal raises a particular issue that is sufficiently significant that it would be appropriate for a shareholder vote because the matter transcends the Company's ordinary business. To facilitate this evaluation, management of the Company solicited detailed information from various functions at the Company, including its human resources department, its Sustainability group, and its legal department regarding the Company's employment and recruitment policies applicable to its suppliers. After gathering this information, the Company's legal department and outside legal counsel prepared a presentation

for consideration by the Committee and the Board. After hearing the presentation and considering the information presented, the Committee concurred with the Company's analysis and conclusion and recommended that the Board concur with the determination that the Proposal does not raise significant policy issues for the Company. Thereafter, the Board reviewed and considered the information included in the same presentation that had been considered by the Committee and concurred that the Proposal does not raise significant policy issues that transcend the Company's ordinary business.

Among the information and factors considered by the Committee and the Board were the following:

- **The Proposal's Stated Purpose.** The Proposal does not ask the Company to change its use of criminal background checks, but ignores the existence of the Company's policy prohibiting unlawful discrimination and requiring compliance with applicable law, and instead seeks a report on whether there are risks that the Company's non-discrimination policies are being violated. Thus, the Proposal is focused on application of the Company's policies in individual cases, not on broad policy issues. The Committee considered whether these are the types of issues that are appropriate for shareholder review and evaluation and determined that evaluating how such policies are applied and administered is more appropriately addressed by management.
- **The Proposal's Objective.** The Proposal is primarily focused on whether there are risks that the Company's policies will be misapplied in individual circumstances in a manner that may result in harm to the Company. The Company increased its headcount by over 220,000 employees in 2017, and the Company believes that its suppliers and subcontractors hired thousands more. Overseeing training, administration, and implementation of the Company's policies relating to background checks and prohibiting unlawful discrimination are nuanced, fact-specific issues that are central to the Company's day-to-day business operations. The Company maintains numerous procedures to implement its non-discrimination policies and evolves those procedures as it determines appropriate as the Company's supplier relationships are critical to the Company's efforts to increase unit sales by increasing in-stock inventory availability and expanding selection.
- **The Company's Existing Activities Affecting The Issues Raised By The Proposal.** The Company has implemented its background checks policy in a manner that it believes complies with applicable law and has reviewed its background check policy to confirm that it conforms to the guidelines of the EEOC. Consistent with applicable law, the Company has evolved its background check processes, such as by adjusting the timing in its process when it conducts certain background checks.



Office of Chief Counsel  
Division of Corporation Finance  
January 29, 2018  
Page 13

Key policies, including the Code of Ethics and the Supplier Code of Conduct, as well as the Company's employee handbook, prohibit unlawful discrimination, and the Company provides anti-discrimination training modules on its employee website. In addition, to avoid inconsistent or inappropriate application of the policy by independent contractors that are hired by the Company to handle "last mile" delivery, those contractors are required to use a third party background check vendor designated by the Company.

- **The Company's Shareholders Have Not Asked For The Type Of Information That The Report Called For By The Proposal Would Cover.** The Company maintains proactive and on-going engagement with its institutional investors, regularly meeting in person or telephonically with significant unaffiliated shareholders, including each shareholder that owns at least 1% of the Company's stock. During these meetings, shareholders have not requested information on or raised concerns over whether the Company faces excessive risks from its use of background checks in hiring decisions. When a substantially similar proposal was put to a vote at the Company's 2017 annual meeting, holders of only 7.1% of the shares voted supported the Proposal.

## CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2018 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company's Vice President & Associate General Counsel and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Pat Miguel Tomaino, Zevin Asset Management, LLC  
William Creighton, Emma Creighton Irrevocable Trust  
Jeffrey W. Perkins, Friends Fiduciary Corporation  
Mark Hoffman, Amazon.com, Inc.

**EXHIBIT A**

# Zevin Asset Management, LLC

PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

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December 11, 2017

David A. Zapolsky  
General Counsel & Corporate Secretary  
Amazon.com, Inc.  
410 Terry Avenue North  
Seattle, Washington 98109  
E-mail: David.Zapolsky@amazon.com

## **RE: Shareholder proposal for 2018 Annual Meeting**

Dear Mr. Zapolsky,

I write to file the attached proposal to be included in the proxy statement of Amazon.com, Inc ("Amazon" or the "Company") for its 2018 annual meeting of stockholders.

Zevin Asset Management is a socially responsible investment manager which integrates financial and environmental, social, and governance research in making investment decisions on behalf of our clients. We are filing the attached proposal urging Amazon to report on risks associated with criminal background checks because the Company has still not provided an adequate account of how it addresses risks to workers and to its value chain across a vast network of employees, independent contractors, and subcontracted workers. We remain concerned that Amazon and its Board are not devoting proper attention to risks around criminal background checks, and that this may portend broader challenges with the Board's oversight of human capital management.

We welcomed the opportunity to engage with Amazon in 2017 as it reached out to investors for the first time on material social risks facing the Company in the United States and its other retail consumer markets. Disappointingly, however, those conversations did not produce progress or adequate transparency on the concerns presented in the enclosed proposal. Even as we submit this proposal, Zevin Asset Management invites Amazon managers to a renewed dialogue on criminal background checks and accompanying human capital risks across the value chain. Such a conversation would be valuable to the Company as well as a diverse group of sustainable and conventional investors who would be willing to join us. I request that Amazon managers reach out to me to discuss the feasibility and timing of such a meeting by the end of Q1.

We are filing this shareholder resolution on behalf of Emma Creighton Irrevocable Trust (the Proponent), who has continuously held, for at least one year of the date hereof, 7 shares of the Company's stock which would meet the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Verification of this ownership from a DTC participating bank (number 0221), UBS Financial Services Inc, is attached. That documentation shows that Emma Creighton Irrevocable Trust (the Proponent) is beneficial owner of the above mentioned AMZN shares.

Zevin Asset Management, LLC has complete discretion over the Proponent's shareholding account at UBS Financial Services Inc. which means that we have complete discretion to buy or sell

investments as well as submit shareholder proposals at the direction of our client (the Proponent) to companies in the Proponent's portfolio.

In consultation with our client (the Proponent), we confirm that the Proponent intends to continue to hold the requisite number of shares through the date of the Company's 2018 annual meeting of stockholders.

Zevin Asset Management, LLC is the primary filer for this resolution. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules. We may be joined by additional co-filers.

Please direct any communications to me at 617-742-6666 or pat@zevin.com. We request copies of any documentation related to this proposal. I am grateful for your time, and I look forward to a meaningful dialogue with top management alongside the shareholder proposal process.

Sincerely,

A handwritten signature in blue ink, appearing to read "Pat Miguel Tomaino", with a long horizontal flourish extending to the right.

Pat Miguel Tomaino  
Associate Director of Socially Responsible Investing  
Zevin Asset Management, LLC

CC: Dave Fildes, Director, Investor Relations, Amazon.com



**RESOLVED:** Shareholders of Amazon.com (“Amazon” or the “Company”) request that the Board of Directors prepare a report on the use of criminal background checks in hiring and employment decisions for the Company’s employees, independent contractors, and subcontracted workers. The report shall evaluate the risk of racial discrimination that may result from the use of criminal background checks in hiring and employment decisions. The report shall be prepared at reasonable cost, omit proprietary information, omit information regarding legal compliance or litigation, and be made available on the Company’s website no later than the 2019 annual meeting of shareholders.

**SUPPORTING STATEMENT:** Amazon depends heavily on subcontractors, independent contractors, and temporary workers to staff various positions, including warehouse jobs and delivery drivers. This sprawling web of employment relationships creates material risks to the Company. The Board has an obligation to inform itself of these risks and appropriately address them. Amazon’s failure to disclose such risks and its strategy for addressing them to shareholders is out of step with industry best practice and indicates broader challenges with the Board’s oversight of risks related to human capital management.

In January 2017, workers in Massachusetts filed a complaint against Amazon over a directive that required delivery companies contracting with Amazon to conduct stringent background checks. The workers alleged that dozens of primarily Black and Latino delivery drivers were terminated as a result of that action (“Fired drivers allege Amazon’s background checks are discriminatory,” *Boston Globe*, 2017). Reports indicated that Amazon issued the background check directive to contract delivery companies and then failed to provide any further guidance on how to implement that directive responsibly.

Like many companies, Amazon and its contractors use criminal background checks in hiring decisions. However, because communities of color are disproportionately impacted by the criminal justice system, over-reliance on these background checks may run afoul of the Civil Rights Act of 1964, the related Equal Employment Opportunity Commission guidelines, and Amazon’s own stated commitment to diversity and inclusion.

Furthermore, given the prevalence of criminal records in the U.S. (approximately one in three adults are affected), excluding individuals who have had previous contact with the criminal justice system may hurt Amazon’s ability to attract and retain top talent. On the other hand, proper attention to “Fair Chance Hiring” (responsible practices regarding people with criminal records) would bolster Amazon’s human capital management.

A recent study by the Trone Private Sector and Education Advisory Council stated “Research by economists confirms that hiring people with records is simply smart business. Retention rates are higher, turnover is lower, and employees with criminal records are more loyal.” Walmart, Starbucks, Home Depot, and American Airlines have all had success with such “Fair Chance Hiring” approaches. (“Back To Business: How Hiring Formerly Incarcerated Job Seekers Benefits Your Company,” Trone/ACLU, 2017).

Shareholders seek a report that adequately assesses the above risks and opportunities and demonstrates the Board’s engagement on key human capital challenges.

We urge shareholders to vote FOR this proposal.

# Zevin Asset Management, LLC

PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

---

December 11, 2017

To Whom It May Concern:

Please find attached UBS Financial Services custodial proof of ownership statement of Amazon.com, Inc (AMZN) from Emma Creighton Irrevocable Trust. Zevin Asset Management, LLC is the investment advisor to Emma Creighton Irrevocable Trust and filed a shareholder resolution on background checks on behalf of Emma Creighton Irrevocable Trust.

This letter serves as confirmation that Emma Creighton Irrevocable Trust is the beneficial owner of the above referenced stock.

Sincerely,



Pat Miguel Tomaino  
Associate Director of Socially Responsible Investing  
Zevin Asset Management, LLC



UBS Financial Services Inc.  
One Post Office Square  
Boston, MA 02109  
Tel. 617-439-8227  
Fax 855-833-0369  
Toll Free 800-225-2385  
[www.ubs.com/team/kwbwm](http://www.ubs.com/team/kwbwm)

**Kolton Wood Brown Wealth Management**

[www.ubs.com](http://www.ubs.com)

December 11, 2017

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 7 shares of stock in Amazon.com, Inc (AMZN) owned by Emma Creighton Irrevocable Trust.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of AMZN and that such beneficial ownership has continuously existed for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934, as amended.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

This letter serves as confirmation that Emma Creighton Irrevocable Trust is the beneficial owner of the above referenced stock.

Zevin Asset Management, LLC is the investment advisor to Emma Creighton Irrevocable Trust and is planning to file a shareholder resolution on behalf of Emma Creighton Irrevocable Trust.

Sincerely,

A handwritten signature in cursive script that reads "Kelley A. Bowker".

Kelley A. Bowker  
The Kolton Wood Brown Group

December 18, 2017

**VIA OVERNIGHT MAIL**

Pat Miguel Tomaino  
Zevin Asset Management, LLC  
11 Beacon Street, Suite 1125  
Boston, MA 90278

Dear Mr. Tomaino:

I am writing on behalf of Amazon.com, Inc. (the “Company”), which received on December 11, 2017, the shareholder proposal you submitted in your capacity as Associate Director of Socially Responsible Investing at Zevin Asset Management, LLC (“Zevin”) on behalf of the Emma Creighton Irrevocable Trust (the “Shareholder”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2018 Annual Meeting of Shareholders (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Your correspondence did not include documentation demonstrating that Zevin had been authorized to submit the Proposal on behalf of the Shareholder as of the date the Proposal was submitted (December 11, 2017). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) (“SLB 14I”), the SEC’s Division of Corporation Finance (“Division”) noted that proposals submitted by proxy, such as the Proposal, may present challenges and concerns, including “concerns raised that shareholders may not know that proposals are being submitted on their behalf.” Accordingly, in evaluating whether there is a basis to exclude a proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that in general the Division would expect any shareholder who submits a proposal by proxy to provide documentation to:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.



Pat Miguel Tomaino

December 18, 2017

Page 2

The documentation that you provided with the Proposal raises the concerns referred to in SLB 14I. Specifically, no evidence was provided of the Shareholder's delegation of authority to Zevin. To remedy this defect, the Shareholder must provide documentation that confirms that on or prior to December 11, 2017 (the date you submitted the Proposal for inclusion in the proxy statement for the Company's 2018 Annual Meeting of Shareholders), the Shareholder had instructed or authorized Zevin to submit this specific proposal to the Company on the Shareholder's behalf.

To the extent that the Shareholder authorized Zevin to submit the Proposal to the Company, please note the following. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder 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 shareholder proposal was submitted. The Company's stock records do not indicate that the Shareholder is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that the Shareholder has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company. The December 11, 2017 letter from UBS Financial Services Inc. that you provided is insufficient because although it states the Shareholder has held at least \$2,000 in market value of the Company's shares "in accordance with rule 14a-8(a)(1)," the rule relevant for proof of continuous ownership is Rule 14a-8(b).

To remedy this defect, the Shareholder must obtain a new proof of ownership letter verifying the Shareholder's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 11, 2017, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Shareholder's shares (usually a broker or a bank) verifying that the Shareholder continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2017; or
- (2) 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 the Shareholder's ownership of the required number or amount 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 Shareholder continuously held the required number or amount of Company shares for the one-year period.

If the Shareholder intends to demonstrate ownership by submitting a written statement from the "record" holder of the Shareholder's shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with,

Pat Miguel Tomaino

December 18, 2017

Page 3

and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Shareholder’s broker or bank is a DTC participant by asking the Shareholder’s broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

(1) If the Shareholder’s broker or bank is a DTC participant, then the Shareholder needs to submit a written statement from the Shareholder’s broker or bank verifying that the Shareholder continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2017.

(2) If the Shareholder’s broker or bank is not a DTC participant, then the Shareholder needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Shareholder continuously held the required number or amount of Company shares for the one-year period preceding and including December 11, 2017. You should be able to find out the identity of the DTC participant by asking the Shareholder’s broker or bank. If the Shareholder’s broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Shareholder’s account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Shareholder’s shares is not able to confirm the Shareholder’s individual holdings but is able to confirm the holdings of the Shareholder’s broker or bank, then the Shareholder needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 11, 2017, the required number or amount of Company shares were continuously held: (i) one from the Shareholder’s broker or bank confirming the Shareholder’s ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

In addition, pursuant to Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, in order to be entitled to be voted on the Proposal at the shareholders’ meeting, a shareholder must provide to the Company a written statement of the shareholder’s intent to continue to hold the required number or amount of shares through the date of the shareholders’ meeting at which the Proposal will be voted on by the shareholders. Specifically, Rule 14a-8(b) states that a shareholder proponent must furnish, “Your written statement that you intend to continue ownership of the shares through the date of the company’s annual . . . meeting.” Rule 14a-8 also states that “The references [in Rule 14a-8] to ‘you’ are to a shareholder seeking to submit the proposal.” Based on the foregoing, we believe the statement made by Zevin in your December 11, 2017 correspondence is not adequate to confirm that the Shareholder intends to hold the required number or amount of

Pat Miguel Tomaino

December 18, 2017

Page 4

the Company's shares through the date of the 2018 Annual Meeting of Shareholders, because this statement was not made by the Shareholder and no documentation was provided to confirm that Zevin is authorized to make this statement on the Shareholder's behalf. To remedy this defect, either (1) the Shareholder must submit a written statement that the Shareholder intends to continue holding the required number or amount of Company shares through the date of the Company's 2018 Annual Meeting of Shareholders, or (2) the documentation you provide from the Shareholder must demonstrate that Zevin is specifically authorized to make such a statement on the Shareholder's behalf.

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 you receive this letter. Please address any response to me at Gibson, Dunn & Crutcher LLP, 1050 Connecticut Ave., N.W., Washington, DC 20036. Alternatively, you may transmit any response by email to me at [rmueller@gibsondunn.com](mailto:rmueller@gibsondunn.com).

If you have any questions with respect to the foregoing, please contact me at (202) 955-8671. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Ronald O. Mueller

ROM/rom

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.  
Gavin McCraley, Amazon.com, Inc.

William Creighton, Trustee

\*\*\*

Re: Appointment of Zevin Asset Management, LLC

To Whom It May Concern:

I hereby confirm that I have authorized and appointed Zevin Asset Management, LLC (or its agents), to represent Emma Creighton Irrevocable Trust (the "Trust") in regard to its holdings of Amazon.com, Inc ("Amazon" or the "Company") in all matters relating to shareholder engagement – including (but not limited to):

- The submission, negotiation, and withdrawal of shareholder proposals
- Requesting letters of verification from custodians, and
- Voting, attending and presenting at shareholder meetings

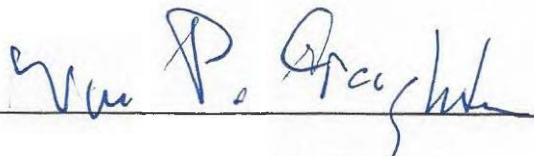
To a company receiving a shareholder proposal under this durable appointment and grant of authority, please consider this letter as both authorization and instruction to:

- Dialogue with Zevin Asset Management, LLC
- Comply with all requests/instructions in relation to the matters noted above
- Direct all correspondence, questions, or communication regarding same to Zevin Asset Management, LLC (address listed below)

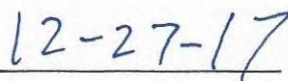
This letter of authorization and appointment is intended to be durable, and forward-looking.

On December 11, 2017, I authorized Zevin Asset Management, LLC to file the shareholder proposal regarding a report on criminal background checks in hiring on behalf of Emma Creighton Irrevocable Trust to be included in the proxy statement of Amazon for its 2018 annual meeting of stockholders. I hereby also confirm that the Trust will continue to hold the requisite number of Amazon shares through the date of the Company's 2018 annual meeting of stockholders, in compliance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended.

Sincerely,



Signature - William Creighton (Trustee)



Date



ADDING VALUES TO STRONG PERFORMANCE.

December 12, 2017

VIA FEDERAL EXPRESS

David A. Zapolsky  
General Counsel & Corporate Secretary  
Amazon.com, Inc.  
410 Terry Avenue North  
Seattle, Washington 98109

Re: Shareholder Proposal for 2018 Annual Meeting

Dear Mr. Zapolsky:

On behalf of Friends Fiduciary Corporation, I write to give notice that pursuant to the proxy statement of Amazon.com Inc. and Rule 14a-8 under the Securities Exchange Act of 1934, Friends Fiduciary Corporation intends to co-file the attached proposal with lead filer, Zevin Asset Management, LLC (on behalf of its client, Emma Creighton Irrevocable Trust), at the 2018 annual meeting of shareholders.

Friends Fiduciary Corporation serves more than 370 Quaker meetings, churches, and organizations through its socially responsible investment services. We have over \$430 million in assets under management. Our investment philosophy is grounded in the beliefs of the Religious Society of Friends (Quakers), among them the testimonies of equality, peace, simplicity, integrity and justice. We are long term investors and take our responsibility as shareholders seriously. When we engage companies we own through shareholder resolutions we seek to witness to the values and beliefs of Quakers as well as to protect and enhance the long-term value of our investments. As investors, we believe that ensuring equitable hiring is good for business and good for society.

A representative of the filers will attend the shareholder meeting to move the resolution. We look forward to meaningful dialogue with your company on the issues raised in this proposal. Please note that the contact person for this proposal is Pat Miguel Tomaino, Zevin Asset Management ([pat@zevin.com](mailto:pat@zevin.com)). The lead filer is authorized to withdraw this resolution on our behalf.

Friends Fiduciary currently owns more than 2,700 shares of the voting common stock of the Company. We have held the required number of shares for over one year as of the filing date. As verification, we have enclosed a letter from US Bank, our portfolio custodian and holder of record, attesting to this fact. We intend to hold at least the minimum required number of shares through the date of the Annual Meeting.

Sincerely,

A handwritten signature in blue ink, appearing to read "Jeffery W. Perkins".

Jeffery W. Perkins  
Executive Director

Enclosures

cc: Pat Miguel Tomaino

**RESOLVED:** Shareholders of Amazon.com (“Amazon” or the “Company”) request that the Board of Directors prepare a report on the use of criminal background checks in hiring and employment decisions for the Company’s employees, independent contractors, and subcontracted workers. The report shall evaluate the risk of racial discrimination that may result from the use of criminal background checks in hiring and employment decisions. The report shall be prepared at reasonable cost, omit proprietary information, omit information regarding legal compliance or litigation, and be made available on the Company’s website no later than the 2019 annual meeting of shareholders.

**SUPPORTING STATEMENT:** Amazon depends heavily on subcontractors, independent contractors, and temporary workers to staff various positions, including warehouse jobs and delivery drivers. This sprawling web of employment relationships creates material risks to the Company. The Board has an obligation to inform itself of these risks and appropriately address them. Amazon’s failure to disclose such risks and its strategy for addressing them to shareholders is out of step with industry best practice and indicates broader challenges with the Board’s oversight of risks related to human capital management.

In January 2017, workers in Massachusetts filed a complaint against Amazon over a directive that required delivery companies contracting with Amazon to conduct stringent background checks. The workers alleged that dozens of primarily Black and Latino delivery drivers were terminated as a result of that action (“Fired drivers allege Amazon’s background checks are discriminatory,” *Boston Globe*, 2017). Reports indicated that Amazon issued the background check directive to contract delivery companies and then failed to provide any further guidance on how to implement that directive responsibly.

Like many companies, Amazon and its contractors use criminal background checks in hiring decisions. However, because communities of color are disproportionately impacted by the criminal justice system, over-reliance on these background checks may run afoul of the Civil Rights Act of 1964, the related Equal Employment Opportunity Commission guidelines, and Amazon’s own stated commitment to diversity and inclusion.

Furthermore, given the prevalence of criminal records in the U.S. (approximately one in three adults are affected), excluding individuals who have had previous contact with the criminal justice system may hurt Amazon’s ability to attract and retain top talent. On the other hand, proper attention to “Fair Chance Hiring” (responsible practices regarding people with criminal records) would bolster Amazon’s human capital management.

A recent study by the Trone Private Sector and Education Advisory Council stated “Research by economists confirms that hiring people with records is simply smart business. Retention rates are higher, turnover is lower, and employees with criminal records are more loyal.” Walmart, Starbucks, Home Depot, and American Airlines have all had success with such “Fair Chance Hiring” approaches. (“Back To Business: How Hiring Formerly Incarcerated Job Seekers Benefits Your Company,” Trone/ACLU, 2017).

Shareholders seek a report that adequately assesses the above risks and opportunities and demonstrates the Board’s engagement on key human capital challenges.

We urge shareholders to vote FOR this proposal.



Institutional Trust & Custody  
50 South 16<sup>th</sup> Street  
Suite 2000  
Philadelphia, PA 19102

December 12, 2017

To Whom It May Concern:

This letter is to verify that Friends Fiduciary Corporation holds at least \$2000.00 worth of Amazon.com Inc Shares of common stock. Friends Fiduciary Corporation has continuously owned the shares required for more than one year and will continue through the time of the company's next annual meeting.

The security is currently held by US Bank NA who serves as custodian for Friends Fiduciary Corporation. The shares are registered in our nominee name at Depository Trust Company.

Sincerely,

A handwritten signature in blue ink that reads "Sue Massey". The signature is fluid and cursive.

Sue E Massey  
Sr Account Associate  
215-761-9341