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

DIVISION OF
CORPORATION FINANCE

February 15, 2019

Eric L. Cochran
Skadden, Arps, Slate, Meagher & Flom LLP
eric.cochran@skadden.com

Re: Kaman Corporation
Incoming letter dated December 14, 2018

Dear Mr. Cochran:

This letter is in response to your correspondence dated December 14, 2018 concerning the shareholder proposal (the "Proposal") submitted to Kaman Corporation (the "Company") by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated December 16, 2018, December 26, 2018, December 28, 2018, January 14, 2019, January 16, 2019, January 23, 2019, January 25, 2019, February 3, 2019 and February 12, 2019. 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,

M. Hughes Bates
Special Counsel

Enclosure

cc: John Chevedden
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***FISMA & OMB Memorandum M-07-16

February 15, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Kaman Corporation
Incoming letter dated December 14, 2018

The Proposal requests that the Company take all the steps necessary to reorganize the board into one class with each director subject to election each year, including taking the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). In this regard, we note your representation that the Company will provide shareholders at its 2019 annual meeting with an opportunity to approve an amendment to the Company's certificate of incorporation to provide for the annual election of directors. 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)(10). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which the Company relies.

Sincerely,

Kasey L. Robinson
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.

JOHN CHEVEDDEN

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February 12, 2019

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

 # 2 Rule 14a-8 Proposal
Gilead Sciences, Inc. (GILD)
Written Consent
James McRitchie

Ladies and Gentlemen:

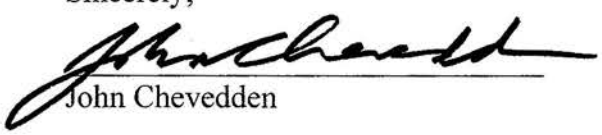
This is in regard to the December 13, 2018 no-action request.

After 2-months the company finally came up with its last minute surprise after the offices were closed for 35-days – the longest most ironclad procedural version of a written consent right ever – to guarantee that it will be useless to shareholders as a practical matter.

Loads of companies complain of administrative burdens in their no action requests and management opposition statements. This company has no qualms about dishing out high administrative burdens to its shareholders.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: James McRitchie

Brett A. Pletcher <brett.pletcher@gilead.com>

JOHN CHEVEDDEN

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February 3, 2019

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

 # 8 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The company said "the Proposal's essential objective is to require the Company's directors to be elected annually to one-year terms." (attached)

The company has thus failed to satisfy "the Proposal's essential objective" through its limited 2019 steps that are simply a rerun of its failed 2017 steps.

The company is falsely claiming that "the management" is acting "favorably" by taking action with restrictions that will foreseeably fail again.

Common sense says that once a company takes a limited course of action that failed in 2017, it cannot claim it is acting "favorably" if it proposes to take the same limited course of action again that also falls short of steps within the Company's power to take. For instance a special solicitation and an adjournment of the annual meeting to obtain additional votes.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

The text of the Proposal makes clear that the Proposal's essential objective is to require the Company's directors to be elected annually to one-year terms.

JOHN CHEVEDDEN

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January 25, 2019

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

 # 7 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The company is falsely claiming that "the management" is acting "favorably" by taking action that will foreseeably fail again. Common sense says that once a company takes a course of action that failed in 2017 (according to the next 2 pages), it cannot claim it is acting "favorably" if it proposes to take the same course of action again.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of the Company was held on April 19, 2017. Of the 27,089,970 shares of Company common stock outstanding and entitled to vote at the Annual Meeting, 25,189,049 shares, or approximately 92.98%, were represented in person or by proxy, constituting a quorum. Set forth below are the final results of the voting for each of the proposals voted upon at the Annual Meeting.

1. Proposal No. 1 - Election of Directors

The Board of Directors (the "Board") has ten Directors, divided into three classes. At the Annual Meeting, three individuals were elected as Class III Directors, by the votes set forth below, each to serve for a term of three years and until his or her successor has been elected and qualified.

Nominee	For	Votes Withheld	Broker Non-Votes
Brian E. Barents	23,047,948	133,078	2,008,023
George E. Minnich	22,434,223	746,803	2,008,023
Thomas W. Rabaut	23,075,518	105,508	2,008,023

The Class I and II Directors whose terms continue after the meeting are Neal J. Keating, E. Reeves Callaway III, Karen M. Garrison, A. William Higgins, Scott E. Kuechle, Jennifer M. Pollino, and Richard J. Swift.

2. Proposal No. 2 - Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers

The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers was approved by the following vote:

For	Against	Abstain	Broker Non-Votes
22,804,873	294,090	82,063	2,008,023

3. Proposal No. 3 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

The results of the non-binding advisory vote on the frequency of future advisory votes to approve compensation of the named executive officers were as follows:

Every 1 Year	Every 2 Years	Every 3 Years	Abstain	Broker Non-Votes
19,200,519	45,871	3,866,445	68,191	2,008,023

A majority of the votes cast were voted in favor of conducting the advisory vote on executive compensation on an annual basis. In light of this vote, and consistent with the Company's recommendation as described in its 2017 proxy statement, the Company's Board of Directors has determined for the time being to continue the practice of holding an annual advisory vote on compensation for the named executive officers.

Please see next page

4. Proposal No. 4 - Amendment to Amended and Restated Certificate of Incorporation Declassifying the Board of Directors

The proposal to amend our Amended and Restated Certificate of Incorporation to declassify the Board of Directors, the approval of which would have required a supermajority vote of 66 2/3% of the outstanding shares of our Common Stock, was not approved by the following vote:

For	Against	Abstain	Broker Non-Votes
18,031,838	5,060,803	88,385	2,008,023

5. Proposal No. 5 - Ratification of Appointment of PricewaterhouseCoopers LLP

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for the year ending December 31, 2017 was approved by the following vote:

For	Against	Abstain	Broker Non-votes
25,084,501	38,939	65,609	0

8.01 Other Events.

At the annual reorganizational meeting of the Board held on April 19, 2017 in conjunction with the Annual Meeting, the Board reappointed Karen M. Garrison to serve as the Company's Lead Independent Director. The Board also approved the following Committee appointments for the coming year:

Corporate Governance Committee:

Lead Director, Chair (K.M. Garrison)
A.W. Higgins, S.E. Kuechle, R.J. Swift

Audit Committee:

S.E. Kuechle, Chair
G.E. Minnich, J.M. Pollino, T.W. Rabaut

Personnel & Compensation Committee:

R.J. Swift, Chair
B.E. Barents, E. R. Callaway, G.E. Minnich, J.M. Pollino

Finance Committee:

A.W. Higgins, Chair
B.E. Barents, E.R. Callaway, K.M. Garrison, T.W. Rabaut

JOHN CHEVEDDEN

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January 23, 2019

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

 # 6 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The purported company precedents in the long paragraph on page 7 in regard to Rule 14a-8(i)(7) are no help at all. None of the company descriptions of the issues involved, like a question-and-answer period at an annual meeting, are linked to a step (adjournment) that could be vital to the adoption of the objective of a rule 14a-8 proposal.

The adoption of the objective of a rule 14a-8 governance proposal is not day-to-day business. The attached *Netflix, Inc.* (February 29, 2016) was in regard to another step that could be vital to the adoption of the objective of a rule 14a-8 governance proposal – to "commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the super-high vote required for passage as a binding company proposal."

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

February 29, 2016

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Netflix, Inc.
Incoming letter dated February 5, 2016

The proposal asks that the company take the steps necessary to reorganize the board into one class with each director subject to election each year.

We are unable to concur in your view that Netflix may exclude the proposal under rule 14a-8(c). In our view, the proponent has submitted only one proposal. Accordingly, we do not believe that Netflix may omit the proposal from its proxy materials in reliance on rule 14a-8(c).

We are unable to concur in your view that Netflix may exclude the proposal under rule 14a-8(i)(7). Accordingly, we do not believe that Netflix may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

Adam F. Turk
Special Counsel

[NFLX: Rule 14a-8 Proposal, December 23, 2015, Revised December 27, 2015]

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company can adopt this proposal topic in one-year and the proponent is in favor of a one-year implementation, this proposal allows the option to phase it in over 3-years. This proposal includes that our board fully support this proposal topic and commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the high vote required for passage as a binding company proposal.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

We approved this proposal topic at 4 Netflix annual meeting starting in 2012. Our impressive yes-votes ranged from 75% to 88%. Meanwhile 5 Netflix directors each received more than 48% in negative votes in 2015.

A total of 79 S&P 500 and Fortune 500 companies, worth more than one trillion dollars, also adopted this topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Please vote to enhance shareholder value:

Elect Each Director Annually – Proposal [4]

*** **JOHN CHEVEDDEN** ***

January 16, 2019

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

 # 5 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

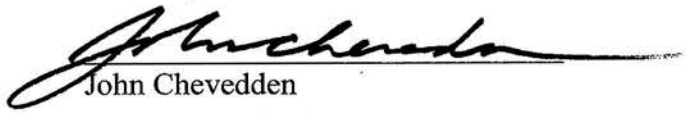
This is in regard to the December 14, 2018 no-action request.

The purported company precedents in the long paragraph on page 7 are no help at all. None of the company descriptions of the issues involved, like a question-and-answer period at an annual meeting, are linked to a step (adjournment) that could be vital to the adoption of the objective of a rule 14a-8 proposal.

The adoption of the objective of a rule 14a-8 governance proposal is not day-to-day business.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

JOHN CHEVEDDEN

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January 14, 2019

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

 # 4 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

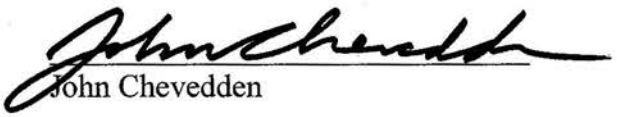
The company does not explain how shareholders at other companies can vote on adjourning a shareholder meeting while shareholders of Kaman Corporation purported cannot.

For instance Engility Holdings, Inc. shareholders had an opportunity to cast ballots on adjourning a January 11, 2019 shareholder meeting.

The company seems to quote a 1983 Exchange Act Release which may have the words "favorably acted upon by the management." There is no exhibit of the 1983 Release or a link to it. The company has the burden of proof.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,



John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

Item 5.07. Submission of Matters to a Vote of Security Holders.

On January 11, 2019, Engility Holdings, Inc., a Delaware corporation ("Engility"), held a special meeting of stockholders to consider and vote upon the following matters:

(1) a proposal to adopt and approve the Agreement and Plan of Merger, dated as of September 9, 2018 (as such agreement may be amended from time to time, the "Merger Agreement"), among Engility, Science Applications International Corporation, a Delaware corporation ("SAIC") and Raptors Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of SAIC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Engility (the "Merger"), with Engility surviving the Merger as a wholly owned subsidiary of SAIC (the "Merger Proposal");

(2) a proposal to approve the adjournment from time to time of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the Merger Proposal (the "Adjournment Proposal"); and

(3) a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to Engility's named executive officers in connection with the completion of the Merger (the "Advisory Compensation Proposal").

At the special meeting, 32,976,762 shares of Engility's common stock, representing approximately 89.2% of the outstanding shares of Engility's common stock entitled to vote as of the record date for the special meeting, were represented by person or by proxy, which constituted a quorum.

The final voting results for each item voted upon are set forth below:

Proposal One – Merger Proposal. The Merger Proposal was approved by the following vote:

For	Against	Abstain
32,849,140	97,165	30,457

Proposal Two – Adjournment Proposal. Because the Merger Proposal was approved by the requisite number of shares of Engility's common stock, as described above, the vote on the Adjournment Proposal was not called.

Proposal Three – Advisory Compensation Proposal. The Advisory Compensation Proposal was approved by the following vote:

For	Against	Abstain
28,432,398	3,845,585	698,779

JOHN CHEVEDDEN

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December 28, 2018

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

 # 3 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The company makes a nonsense claim on page 9 that it does not know whether "adjourn" applies to a future meeting. "Take all the steps necessary" is in the first 10 words of the Resolved statement of this precatory proposal which is intended to be voted at the 2019 annual meeting. "Adjourn" is the 84th word in the Resolved statement of this proposal.

"Take the steps necessary" means a binding company proposal on this topic would have to be published in a shareholder meeting proxy if this proposal topic is to be adopted.

The company did not come up with any scenario where a shareholder proposal can be approved at the 2019 annual meeting and the company can then immediately introduce its own pop-up binding 2019 annual meeting proposal on this same topic which could then supposedly result in adjournment of the 2019 annual meeting.

The company did not come up with any scenario where a shareholder meeting was adjourned to obtain votes for a precatory proposal.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

JOHN CHEVEDDEN

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December 26, 2018

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

 # 2 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The adoption of simple majority vote is not an ordinary business item. It does not primarily concern day-to-day business. Including the means for the company to successfully adopt simple majority vote does not "micro-manage" the company.

Based on the company's previous failure to obtain the necessary votes on this proposal topic it could be critical to this non ordinary business item for the company to adjourn the annual meeting to obtain the necessary votes – especially if the company is negligent on this ballot item prior to the annual meeting. However adjournment is left to the discretion of management because management can take other steps that will eliminate any need for adjournment.

Shareholder concern about the actual adoption of simple majority vote (as opposed to a mere chance to vote on a ballot item that is headed for failure) is not ordinary business.

Shareholder concern about the company taking the steps necessary to adopt simple majority voting is not probing too deeply. The company cites no precedent that might have determined that taking the steps necessary to adopt simple majority voting is too complex a matter for shareholders or that adjourning a meeting is too complex for a lay person to understand.

Starting at the bottom of page 6 the company has an almost full-page paragraph of purported precedents. The company did not show that any items in this nearly full-page paragraph centered on adoption of a proposal topic that the Board already approved.

There is no Staff Legal Bulletin that says shareholders can be deprived of asking for specific steps necessary for adoption of a rule 14a-8 proposal topic.

On the other hand rule 14a-8 proposals have been penalized in the no action process because rule 14a-8 proposals omitted a necessary step for adoption.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2019 proxy.

Sincerely,

John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

JOHN CHEVEDDEN

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December 16, 2018

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

 # 1 Rule 14a-8 Proposal
Kaman Corporation (KAMN)
Elect Each Director Annually
John Chevedden

Ladies and Gentlemen:

This is in regard to the December 14, 2018 no-action request.

The company quotes a 1983 release that has the words "favorably acted upon by the management." But this quote does not say favorably acted upon by the management *just like a previous failed vote at the company.*

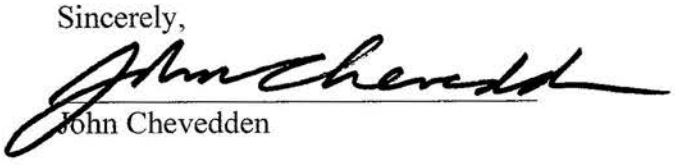
The company proposal on the same topic as this proposal had a failed vote in 2017.

Thus the company needs to find a quote that says favorably acted upon by the management just like a previous failed vote at the company.

The company does not say that there is anything new about its 2019 response compared to its 2017 failed vote.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,



John Chevedden

cc: Richard Smith <Richard.Smith@kaman.com>

[KAMN: Rule 14a-8 Proposal, September 23, 2018 | Revised November 1, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company is perfectly caopable of adopting this proposal topic in one-year, this proposal even allows the leeway to phase it in over 3-years. It is critical to this proposal that our company take all the steps necessary to reorganize the Board of Directors into one class. This includes taking the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting.

The Board of Directors' 2016 proposal on this important topic failed. The Board of Directors embarrassed itself by not taking the steps necessary in 2016 to gain approval of this proposal topic and thus linked itself to a ballot failure.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

A total of 79 S&P 500 and Fortune 500 companies, worth more than $1 Trillion dollars, also adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Please vote yes:
Elect Each Director Annually – Proposal [4]
[The above line – *Is* for publication.]

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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BY EMAIL (shareholderproposals@sec.gov)

December 14, 2018

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

RE: Kaman Corporation – 2019 Annual Meeting
Omission of Shareholder Proposal of John Chevedden

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are writing on behalf of our client, Kaman Corporation, a Connecticut corporation (the "Company"), to request that the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") concur with the Company's view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by John Chevedden (the "Proponent") from the proxy materials to be distributed by the Company in connection with its 2019 annual meeting of shareholders (the "2019 proxy materials").

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter and its attachments to the Staff at

shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the 2019 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the Company.

I. The Proposal

The text of the resolution contained in the Proposal is copied below:

> RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company is perfectly caopable [sic] of adopting this proposal topic in one-year, this proposal even allows the leeway to phase it in over 3-years. It is critical to this proposal that our company take all the steps necessary to reorganize the Board of Directors into one class. This includes taking the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting.

II. Bases for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the 2019 proxy materials pursuant to:

- Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal;
- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations; and
- Rule 14a-8(i)(3) because the Proposal is materially false and misleading in violation of Rule 14a-9.

III. Background

A. The Proposal

The Company received the initial version of the Proposal via email on September 23, 2018, accompanied by a cover letter from the Proponent. On October 3, 2018, the Company sent a letter to the Proponent via email informing him that the Company was unable to confirm his status as a registered holder of Company common stock as of the date of the Proposal (the "Deficiency Letter"). On October 11, 2018, via email, the Company received a letter from Fidelity Investments (the "Broker Letter") confirming that the Proponent beneficially held the requisite number of shares. On November 1, 2018, via email, the Company received a revised version of the Proposal, accompanied by a cover letter from the Proponent. Copies of the Proposal, cover letters, the Deficiency Letter, and the Broker Letter are attached hereto as Exhibit A.

B. The Company's Charter Amendment and Bylaw Amendment

The Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") contains a provision calling for the Company's Board of Directors (the "Board") to be divided into classes. Article Seventh of the Certificate of Incorporation governs certain powers of the Company and its officers, directors and shareholders. Subsection (D)(2) of Article Seventh currently provides that the Board be divided into three classes, with each class consisting as nearly as possible of one-third of the total number of directors and with each class elected for a three-year term. Subsection (1) of Article III of the Company's Amended and Restated Bylaws (the "Bylaws") provides that directors be divided into classes, elected to staggered terms and hold office as provided by Article Seventh of the Certificate of Incorporation.

On December 11, 2018, the Board adopted resolutions that approved amending the Certificate of Incorporation to declassify the Board (the "Amendment"), declared such Amendment advisable and in the best interest of the Company and its shareholders and directed that such Amendment be submitted to shareholders for adoption at the next annual meeting. At the 2019 annual meeting, the Board will recommend to the Company's shareholders that they approve the Amendment. In accordance with the Certificate of Incorporation, to be approved, the Amendment will require the affirmative vote of the holders of at least 66 2/3% of the outstanding shares of common stock. In the event that shareholders at the 2019 annual meeting approve the Amendment, the Amendment would eliminate the classification of the Board over a three-year period beginning at the 2020 annual meeting of shareholders. Directors would be elected to one-year terms following the expiration of the directors' existing terms, resulting in all directors being elected annually beginning at the 2022 annual meeting of shareholders. The text of the proposed Amendment, in which proposed deletions are reflected in red "strikethrough" text and proposed additions are reflected in blue "double underline"

text, is attached hereto as Exhibit B. If shareholders approve the Amendment, the Board will also make certain conforming changes to the Bylaws.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because the Company Has Substantially Implemented the Proposal

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the "substantially implemented" standard in 1983 after determining that the "previous formalistic application" of the rule defeated its purpose, which is to "avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the "1983 Release") and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be "fully effected" provided that they have been "substantially implemented" by the company. *See* 1983 Release.

Applying this standard, the Staff has permitted exclusion under Rule 14a-8(i)(10) when the company's policies, practices and procedures compare favorably with the guidelines of the proposal. *See, e.g., Exxon Mobil Corp.* (Mar. 17, 2015) (permitting exclusion of a proposal requesting that the company commit to increasing the dollar amount authorized for capital distributions to shareholders through dividends or share buybacks where the company's long-standing capital allocation strategy and related "policies, practices and procedures compare[d] favorably with the guidelines of the proposal and . . .therefore, substantially implemented the proposal"); *Walgreen Co.* (Sept. 26, 2013) (permitting exclusion of a proposal requesting elimination of certain supermajority vote requirements where the company's elimination from its governing documents of all but one such requirement "compare[d] favorably with the guidelines of the proposal"); *General Dynamics Corp.* (Feb. 6, 2009) (permitting exclusion of a proposal requesting a 10% ownership threshold for special meetings where the company planned to adopt a special meeting bylaw with an ownership threshold of 10% for special meetings called by one shareholder and 25% for special meetings called by a group of shareholders).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objective of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. In *Wal-Mart Stores, Inc.* (Mar. 30, 2010), for example, the proposal requested that the company adopt six principles for national and international action to stop global warming. The company argued that its Global Sustainability Report, available on the company's website, substantially

implemented the proposal. Although the report referred to by the company set forth only four principles that covered most, but not all, of the issues raised by the proposal, the Staff concluded that the company had substantially implemented the proposal. *See, e.g.*, *Masco Corp.* (Mar. 29, 1999) (permitting exclusion on substantial implementation grounds where the company adopted a version of the proposal with slight modifications and clarification as to one of its terms); *see also Oshkosh Corp.* (Nov. 4, 2016) (permitting exclusion on substantial implementation grounds of a proposal requesting six changes to the company's proxy access bylaw, where the company amended its proxy access bylaw to implement three of six requested changes); *MGM Resorts International* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exelon Corp.* (Feb. 26, 2010) (permitting exclusion on substantial implementation grounds of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and non-monetary political contributions where the company had adopted corporate political contributions guidelines); *Johnson & Johnson* (Feb. 17, 2006) (permitting exclusion on substantial implementation grounds of a proposal directing management to verify employment legitimacy of U.S. employees and to terminate employees not in compliance where the company confirmed it complied with existing federal law to verify employment eligibility and terminate unauthorized employees); *The Gap Inc.* (Mar. 16, 2001) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on child labor practices of the company's suppliers where the company had established a code of vendor conduct, monitored compliance with the code, published information on its website about the code and monitoring programs and discussed child labor issues with shareholders).

The text of the Proposal makes clear that the Proposal's essential objective is to require the Company's directors to be elected annually to one-year terms. Applying the principles described above, the Staff has consistently concurred that a board action submitting a declassification amendment for shareholder approval substantially implements a shareholder declassification proposal, and therefore, the shareholder proposal may be excluded from proxy materials in accordance with Rule 14a-8(i)(10). *See, e.g.*, *Costco Wholesale Corp.* (Nov. 16, 2018); *iRobot Corp.* (Feb. 9, 2018); *AbbVie Inc.* (Dec. 22, 2016); *Ryder System, Inc.* (Feb. 11, 2015); *St. Jude Medical, Inc.* (Feb. 3, 2015); *LaSalle Hotel Properties* (Feb. 27, 2014); *Dun & Bradstreet Corp.* (Feb. 4, 2011); *Baxter International Inc.* (Feb. 3, 2011); *IMS Health Inc.* (Feb. 1, 2008); *Visteon Corp.* (Feb. 15, 2007); *Northrop Grumman Corp.* (Mar. 22, 2005); *Sabre Holdings Corp.* (Mar. 2, 2005); *Raytheon Co.* (Feb. 11, 2005) (concurring in each case with the exclusion of a shareholder declassification proposal where the board directed the submission of a declassification amendment for

shareholder approval). The Staff also has concurred in the exclusion of shareholder declassification proposals pursuant to Rule 14a-8(i)(10) where the company's proposal would implement declassification of the board over a different time period than requested by the shareholder proposal. *See, e.g., AmerisourceBergen Corp.* (Nov. 15, 2010, *recon. denied* Dec. 8, 2010); *Textron Inc.* (Jan. 21, 2010); *Del Monte Foods Co.* (June 3, 2009) (concurring in each case with the exclusion of a shareholder declassification proposal where the board recommended the submission of a declassification amendment for shareholder approval which would implement the declassification over a three-year period while the proposal requested that declassification be completed within one year).

As in the foregoing letters, the proposed Amendment substantially implements the Proposal. Specifically, the Company's shareholders will be asked at the Company's 2019 annual meeting to vote to adopt the Amendment that would, if approved, eliminate the classification of the Board over a three-year period. If approved by the requisite vote of the shareholders, the Amendment would become effective upon filing a Certificate of Amendment with the Secretary of State of the State of Connecticut, which the Company would file promptly following the 2019 annual meeting. If shareholders approve the Amendment, the Board also will make certain conforming changes to the Bylaws, thereby eliminating the Board classification requirements in the Company's governing documents. As a result, the Company has addressed the essential objective of the Proposal.

Accordingly, the Company believes that the Proposal may be excluded under Rule 14a-8(i)(10) as substantially implemented.

V. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "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 that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that 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. 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.

In accordance with these principles, the Staff has consistently permitted the

exclusion of shareholder proposals under Rule 14a-8(i)(7) when those proposals relate to the conduct of a company's annual meeting. *See, e.g., Comcast Corp.* (Feb. 28, 2018) (permitting exclusion of a proposal requesting that the "board adopt a corporate governance policy affirming the continuation of in-person annual meetings in addition to internet access to the meeting . . ." because it related to the company's ordinary business operations, noting that the "[p]roposal relates to the determination of whether to hold annual meetings in person"); *USA Technologies, Inc.* (Mar. 11, 2016) (permitting exclusion of a proposal requesting that "the bylaws be amended to include rules of conduct at all meetings of shareholders" because it related to the company's ordinary business operations, noting that the "proposal relates to the conduct of shareholder meetings"); *Servotronics, Inc.* (Feb. 19, 2015) (permitting exclusion of a proposal requesting a question-and-answer period to be included in conjunction with the company's annual shareholder meetings because it related to the company's ordinary business operations, noting that "[p]roposals concerning the conduct of shareholder meetings generally are excludable under [R]ule 14a-8(i)(7)"); *Mattel, Inc.* (Jan. 14, 2014) (permitting exclusion of a proposal requesting that the chairman of the company "answer with accuracy the questions asked by shareholders at the [a]nnual [m]eeting" because it related to the company's ordinary business operations, noting that "[p]roposals concerning the conduct of shareholder meetings generally are excludable under [R]ule 14a-8(i)(7)"); *Citigroup Inc.* (Feb. 7, 2013) (permitting exclusion of a proposal requesting a "reasonable amount of time before and after the annual meeting for shareholder dialogue with directors" because it related to the company's ordinary business operations, noting that "[p]roposals concerning the conduct of shareholder meetings generally are excludable under [R]ule 14a-8(i)(7)"); *Bank of America Corp.* (Dec. 22, 2009) (permitting exclusion of a proposal requesting that all stockholders "be entitled to attend and speak at any and all annual meetings" because it related to the company's ordinary business, noting that "[p]roposals concerning the conduct of shareholder meetings generally are excludable under [R]ule 14a-8(i)(7)"); *Exxon Mobil Corp.* (Mar. 2, 2005) (permitting exclusion of a proposal requesting that the board amend the company's "corporate governance guidelines to provide that a time be set aside at each annual meeting for shareholders to ask questions and receive replies from non-employee directors" because it related to a company's "ordinary business operations (i.e., conduct of annual meeting)").

In this instance, the Proposal concerns the conduct of the Company's annual meeting. Specifically, the Proposal requests that the Company "take[] the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting." Although there are certain ambiguities with this language, it is clear that the adjournment of an annual meeting relates to the conduct of that meeting, a matter the Staff has consistently determined relates to a company's ordinary business operations.

Accordingly, consistent with the precedent above, the Company believes that the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the ordinary business operations of the Company.

VI. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(3) Because the Proposal is Materially False and Misleading in Violation of Rule 14a-9

Under Rule 14a-8(i)(3), a shareholder proposal may be excluded from a company's proxy materials 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 a company's proxy materials. Specifically, Rule 14a-9(a) prohibits false or misleading statements "with respect to any material fact, or which omit[] to state any material fact necessary in order to make the statements therein not false or misleading."

The Staff has recognized that a proposal may be excluded pursuant to Rule 14a-8(i)(3) if "the resolution contained in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." Staff Legal Bulletin No. 14B (Sept. 15, 2004) ("SLB 14B"). *See Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) ("[I]t appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the board of directors or the stockholders at large to comprehend precisely what the proposal would entail.").

The Staff has concurred that companies may exclude proposals under Rule 14a-8(i)(3) when the "meaning and application of terms and conditions . . . in the proposal would have to be made without guidance from the proposal and would be subject to differing interpretations" such that "any action ultimately taken by the [c]ompany upon implementation could be significantly different from the actions envisioned by shareholders voting on the proposal." *Fuqua Industries, Inc.* (Mar. 12, 1991). In *Prudential Financial, Inc.* (Feb. 16, 2007), for example, the proposal requested that the board "seek shareholder approval for senior management incentive compensation programs which provide benefits only for earnings increases based only on management controlled programs." One interpretation was that the proposal sought shareholder approval of only those senior management incentive programs that tied compensation to earnings and that were solely the result of management controlled programs. Another interpretation, however, was that the proposal requested that senior management incentive programs be tied to earnings resulting solely from management controlled programs and that such programs be approved by shareholders. Given these differing interpretations, any action ultimately taken by

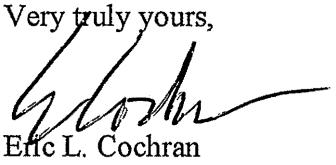
the company upon implementation could have been significantly different from the actions envisioned by shareholders voting on the proposal, and, thus, the Staff permitted exclusion under Rule 14a-8(i)(3) on the basis that the proposal was impermissibly vague and indefinite. In addition, in *Jefferies Group, Inc.* (Feb. 11, 2008, *recon. denied* Feb. 25, 2008), the proposal's resolution appeared to recommend a policy of including in the annual proxy statement an advisory proposal to ratify and approve the compensation committee report and the compensation policies and practices described in the compensation discussion and analysis section of the proxy statement. The supporting statement, however, offered a conflicting interpretation of the advisory vote as serving as an "effective way for shareholders to advise the company's board and management whether the company's policies and decisions on compensation have been adequately explained." Given these differing interpretations, the Staff permitted exclusion under Rule 14a-8(i)(3) on the basis that the proposal was materially false and misleading. *See also Bank Mutual Corp.* (Jan. 11, 2005) (permitting exclusion of a proposal requesting that "a mandatory retirement age be established for all directors upon attaining the age of 72 years" because it was unclear whether the proponent intended the proposal to require all directors to retire after attaining the age of 72 where the plain language of the proposal would simply require that a retirement age be set upon a director attaining the age of 72).

The Proposal suffers from the same defect as in the foregoing letters in that the Proposal is subject to differing interpretations. The Proposal requests that the Company "take[] the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting." One interpretation is that the Proposal relates to the current annual meeting, which would require the Company to adjourn the current meeting to solicit more votes to meet the requisite majority of the shares present in person or represented by proxy at the meeting and entitled to vote standard to approve this Proposal. Another interpretation, however, is that the Proposal relates to a future annual meeting, which would require the Company to adjourn a future meeting to solicit more votes to meet the requisite 66 2/3% of the outstanding shares of common stock of the Company entitled to vote standard to approve some future proposal. This lack of clarity makes it difficult for shareholders to understand which annual meeting and what proposal are contemplated by the Proposal. Given these differing interpretations, any action ultimately taken by the Company upon implementation could be significantly different from the actions envisioned by shareholders voting on the Proposal, and, thus, the Company believes that the Proposal may be excluded under Rule 14a-8(i)(3) on the basis that it is impermissibly vague and indefinite.

VII. Conclusion

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from its 2019 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (212) 735-2596.

Very truly yours,



Eric L. Cochran

Enclosures

cc: John Chevedden

EXHIBIT A

(see attached)

***

Mr. Richard Smith
Corporate Secretary
Kaman Corporation (KAMN)
1332 Blue Hills Avenue
Bloomfield, CT 06002
PH: 860-243-7100
PH: 860-243-6319
FX: 860-243-7397

Dear Mr. Smith,

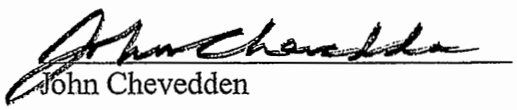
This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

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

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

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

Sincerely,



John Chevedden

September 23, 2018
Date

cc: Shawn Lisle <Shawn.Lisle@kaman.com>
Robert Starr <Robert.Starr@kaman.com>

[KAMN: Rule 14a-8 Proposal, September 23, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company can adopt this proposal topic in one-year and the proponent is in favor of a one-year implementation, this proposal allows the option to phase it in over 3-years. It is critical to this proposal that our Company take all the steps necessary to reorganize the Board of Directors into one class.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

A total of 79 S&P 500 and Fortune 500 companies, worth more than $ One trillion dollars, also adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Please vote yes:
Elect Each Director Annually – Proposal [4]
[The above line – *Is* for publication.]

John Chevedden, *** sponsors this proposal.

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

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

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

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

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

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

KAMAN

Richard S. Smith, Jr.
Vice President,
Deputy General Counsel and Secretary
richard.smith@kaman.com

Kaman Corporation
1332 Blue Hills Avenue, P.O. Box 1
Bloomfield, CT 06002, USA

P 860.243.6319
F 860.243.7397

www.kaman.com

October 3, 2018

VIA FEDERAL EXPRESS AND EMAIL

Mr. John Chevedden
***

Re: **Notice of Deficiency**

Dear Mr. Chevedden:

I am writing to acknowledge receipt of the shareholder proposal (the "Proposal") you submitted to Kaman Corporation pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, for inclusion in Kaman's proxy materials for the 2019 Annual Meeting of Shareholders (the "Annual Meeting").

Under the proxy rules of the Securities and Exchange Commission (the "SEC"), in order to be eligible to submit a proposal for the Annual Meeting, a proponent must have continuously held at least $2,000 in market value of Kaman's common stock for at least one year, preceding and including the date that the proposal was submitted. For your reference, a copy of Rule 14a-8 is attached to this letter as Exhibit A.

Our records indicate that you are not a registered holder of our common stock. Please provide a written statement from the record holder of your shares (usually a bank or broker and a participant in the Depository Trust Company (DTC)) verifying that, at the time you submitted the Proposal, which was September 23, 2018, you had beneficially held the requisite number of shares of Kaman common stock continuously for at least one year preceding and including September 23, 2018.

In order to determine if the bank or broker holding your shares is a DTC participant, you can check the DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf. If the bank or broker holding your shares is not a DTC participant, you also will need to obtain proof of ownership from the DTC participant through which the shares are held. You should be able to find out who this DTC participant is by asking your broker or bank. If the DTC participant knows your broker

or bank's holdings, but does not know your holdings, you can satisfy Rule 14a-8 by obtaining and submitting two proof of ownership statements verifying that, at the time the Proposal was submitted, the required amount of shares were continuously held for at least one year – one from your broker or bank confirming your ownership, and the other from the DTC participant confirming the broker or bank's ownership. For additional information regarding the acceptable methods of proving your ownership of the minimum number of shares of Kaman common stock, please see Rule 14a-8(b)(2) in Exhibit A.

The SEC rules require that the documentation be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Once we receive this documentation, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Annual Meeting. Kaman reserves the right to seek relief from the SEC as appropriate.

Very truly yours,

Richard S. Smith, Jr.
Vice President, Deputy General Counsel and Secretary

Enclosure

cc: Shawn G. Lisle, Esq.
Eric L. Cochran, Esq.

Exhibit A

ELECTRONIC CODE OF FEDERAL REGULATIONS

e-CFR data is current as of September 27, 2018

Title 17 → Chapter II → Part 240 → §240.14a-8

Title 17: Commodity and Securities Exchanges
PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

§240.14a-8 Shareholder proposals.

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

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

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

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

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

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

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

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

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

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

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying 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 find 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 for this 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 (§249.308a of this chapter), or in

shareholder reports of investment companies under §270.30d-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 section? (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 time frame 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 a 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 §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(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, on what other bases may a company rely to exclude my proposal? (1) Improper 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 §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to 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 proposal:* 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 (i)(9): A company's submission to the Commission under this section 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 (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (*i.e.*, one, 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(b) of this chapter.

(11) *Duplication:* 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) *Resubmissions:* 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:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) 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

(13) *Specific amount of dividends:* If the proposal relates to specific amounts of cash or stock dividends.

(j) *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:

(i) The proposal;

(ii) 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

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *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.

(l) *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.

Exhibit A

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

(m) *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, §240.14a-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 it in its proxy materials, then the company must provide you with a copy of its opposition statements no later 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 its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[63 FR 29119, May 28, 1998, 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010]

Need assistance?

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045

October 11, 2018

John Chevedden
***

To Whom It May Concern:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in the following security, since June 1st, 2017:

Security Name	CUSIP	Symbol	Share Quantity
Kaman Corporation	483548103	KAMN	100
Edison International	281020107	EIX	100
DTE Energy Company	233331107	DTE	50
Cigna Corporation	125509109	CI	40
Manitowoc Company	563571405	MTW	50
Crown Holdings Inc	228368106	CCK	100

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue, please feel free to contact me by calling 800-397-9945 between the hours of 8:30 a.m. and 5:00 p.m. Eastern Standard Time (Monday through Friday) and entering my extension 13813 when prompted.

Sincerely,

Stormy Delehanty
Personal Investing Operations

Our File: W272803-11OCT18

***

Mr. Richard Smith
Corporate Secretary
Kaman Corporation (KAMN)
1332 Blue Hills Avenue
Bloomfield, CT 06002
PH: 860-243-7100
PH: 860-243-6319
FX: 860-243-7397

REVISED 01 NOV 2018

Dear Mr. Smith,

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

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

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

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

Sincerely,

John Chevedden

September 23, 2018
Date

cc: Shawn Lisle <Shawn.Lisle@kaman.com>
Robert Starr <Robert.Starr@kaman.com>

[KAMN: Rule 14a-8 Proposal, September 23, 2018 | Revised November 1, 2018]
[This line and any line above it – *Not* for publication.]

Proposal [4] – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year. Although our company is perfectly caopable of adopting this proposal topic in one-year, this proposal even allows the leeway to phase it in over 3-years. It is critical to this proposal that our company take all the steps necessary to reorganize the Board of Directors into one class. This includes taking the steps necessary to adjourn the annual meeting to solicit the votes necessary for approval if the votes for approval are lacking during the annual meeting.

The Board of Directors' 2016 proposal on this important topic failed. The Board of Directors embarrassed itself by not taking the steps necessary in 2016 to gain approval of this proposal topic and thus linked itself to a ballot failure.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, "In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them."

A total of 79 S&P 500 and Fortune 500 companies, worth more than $1 Trillion dollars, also adopted this important proposal topic since 2012. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Please vote yes:
Elect Each Director Annually – Proposal [4]
[The above line – *Is* for publication.]

John Chevedden, *** sponsors this proposal.

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

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

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

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

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

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

EXHIBIT B

(see attached)

PROPOSED REVISIONS TO ARTICLE SEVENTH, CLAUSE D(2)
RESTATED CERTIFICATE OF INCORPORATION
KAMAN CORPORATION

(2) *Classes.* ~~The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the affirmative vote of a majority of the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 2006 annual meeting of shareholders; the term of the initial Class II directors shall terminate on the date of the 2007 annual meeting of shareholders; and the term of the initial Class III directors shall terminate on the date of the 2008 annual meeting of shareholders. At each succeeding annual meeting of shareholders beginning in 2006, successors to the class of directors whose term expires at that annual meeting shall be elected for a three year term. If the number of directors is changed, any increase or decrease shall be apportioned by the affirmative vote of a majority of the entire Board of Directors among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected by the shareholders at an annual meeting of shareholders to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.~~ Directors elected prior to the 2020 Annual Meeting of Shareholders shall continue to be, and are, divided into three classes, as nearly equal in number as possible, and shall hold office for a term expiring at the Annual Meeting of Shareholders held in the third year following the year of their respective elections and until their respective successors are duly elected and qualified. Directors elected at each Annual Meeting of Shareholders commencing with the Annual Meeting of Shareholders in 2020 shall hold office for a term of one year expiring at the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified.