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

DIVISION OF
CORPORATION FINANCE

January 31, 2019

Elizabeth Ising
Gibson, Dunn & Crutcher LLP
shareholderproposals@gibsondunn.com

Re: Sempra Energy

Dear Ms. Ising:

This letter is in regard to your correspondence dated January 31, 2019 concerning the shareholder proposal (the "Proposal") submitted to Sempra Energy (the "Company") by Stewart Taggart (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its December 24, 2018 request for a no-action letter from the Division.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,

Jacqueline Kaufman
Attorney-Adviser

cc: Stewart Taggart
***

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

GIBSON DUNN

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January 31, 2019

VIA E-MAIL

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

Re: *Sempra Energy*
Shareholder Proposals of Stewart Taggart
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

In a letter dated December 24, 2018, we requested that the staff of the Division of Corporation Finance concur that our client, Sempra Energy (the "Company"), could exclude from its proxy statement and form of proxy for its 2019 Annual Shareholders Meeting a shareholder proposal and revised shareholder proposal (the "Proposals") and statements in support thereof submitted by Stewart Taggart (the "Proponent").

Enclosed as Exhibit A is a letter from the Proponent verifying that the Proponent has withdrawn the Proposals. In reliance on this communication, we hereby withdraw the December 24, 2018 no-action request.

Please do not hesitate to call me at (202) 955-8287, or James Spira, the Company's Associate General Counsel, at (619) 696-4373 if you have any questions.

Sincerely,

Elizabeth A. Ising

Enclosures

cc: James Spira, Sempra Energy
Stewart Taggart

EXHIBIT A

From: Lopez, Lenin E
To: ***
Cc: Spira, James M; Adams, Trina
Subject: RE: Re: Re: Re: Sempra Energy - resolution for submission (Taggart)
Date: Friday, January 18, 2019 3:11:06 PM
Attachments: SRE - Letter to Stewart Taggart (Jan. 18, 2019).pdf

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[External Email]

Mr. Taggart,

Following up on our emails, please find below the information we committed to provide you in Item #1 and Item #2 of my list. Attached is the letter we committed to provide in Item #3. Please note that our team is in the process of gathering information responsive to your questions regarding emissions data and once complete we will send to you in a separate email.

Because we have now provided you the three types of information described in my email from January 15, 2019 and in accordance with the statement that you provided in your email from the same date, the shareholder proposals you submitted to Sempra Energy (the "Company") for consideration at its 2019 Annual Shareholders Meeting are now withdrawn, and will not be included in the Company's 2019 proxy statement.

1. **Links to Relevant Materials**

    a. **Link to SEC Rule 14a-8:** https://www.ecfr.gov/cgi-bin/text-idx?SID=19c739106ff58c70c2f80e481d7e5b84&mc=true&node=se17.4.240_114a_68&rgn=div8

    b. **Links to SEC Guidance Regarding the Submission of Proof of Ownership:**
        1. Staff Legal Bulletin 14: https://www.sec.gov/interps/legal/cfslb14.htm
        2. Staff Legal Bulletin 14F: https://www.sec.gov/interps/legal/cfslb14f.htm
        3. Staff Legal Bulletin 14G: https://www.sec.gov/interps/legal/cfslb14g.htm

2. **Summary of How to Satisfy Rule 14a-8 Proof of Ownership Requirements**

    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, which is the date the proposal is postmarked or transmitted electronically (the "Submission Date"). As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of either:

    A. a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including the Submission Date; or

    B. if you have 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 your 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 you continuously held the required number or amount of Company shares for the one-year period. Aside from directors and certain officers of the Company, these forms are typically filed only by shareholders holding a significant number of shares of the Company.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (A) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F (linked above), only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your 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:

A. ***If your broker or bank is a DTC participant***, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including the Submission Date. An acceptable format for the letter from the broker or bank would be as follows: "As of [***insert Submission Date***], Stewart Taggart held, and has held continuously for at least one year, [***insert number of securities***] shares of Sempra Energy common stock."

B. ***If your broker or bank is not a DTC participant***, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and the Submission Date. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 the Submission Date, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

If you do not include sufficient ownership proof with the proposal when submitted, the SEC's rules require that you must provide it in a response postmarked or transmitted electronically no later than 14 calendar days from the date you receive a letter from us notifying you of that deficiency. It is for this reason that it is recommended that shareholders who intend to submit

a written statement from the record holder of the shareholder's securities to verify continuous ownership of the securities should contact the record holder before submitting a proposal to ensure that the record holder will provide the written statement and knows how to provide a written statement that will satisfy the requirements of Rule 14a-8. The required written statement or statements (as applicable) verifying your ownership should be submitted to the following address:

Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101

The steps above explain how to satisfy the Rule 14a-8 ownership proof requirements and are subject to any changes to the applicable federal or state laws, SEC rules or regulations, or SEC staff interpretations. As noted in my email from January 15, 2019, there are many other procedural and substantive conditions of Rule 14a-8 that you must also satisfy in order to have a shareholder proposal included in our proxy statement and considered at the 2020 Annual Shareholders Meeting.

Thank you,

Lenin E. Lopez | Senior Counsel | Desk: 619.696.2308 |e-mail: LLopez7@sempra.com

From: Stewart Taggart ***
Sent: Tuesday, January 15, 2019 4:32 PM
To: Lopez, Lenin E <LLopez7@sempra.com>
Subject: [EXTERNAL] Re: Re: Re: Sempra Energy - resolution for submission (Taggart)

Lenin,

Please know **I find your answer quite reasonable and completely acceptable**.

I'm particularly impressed by the goodwill expressed in #3. However, please know I will do my utmost to avoid there being any need for it.

Below is the requested text with my name below it

"My shareholder proposals submitted to Sempra Energy for consideration at its 2019 Annual Meeting are withdrawn if and once Sempra Energy sends me the three types of information described in Sempra Energy's email to me dated January 15, 2019."

Stewart Taggart

Hopefully, that will suffice. If it doesn't, we can work out some other way to get it done.

With that out of the way, I'd like to move on to an informal shareholder request. It's one I feel passionately about (as many people do):

1. Does Sempra collect and compile 'Scope Three' emissions data and/or estimations aggregated at the company-wide level?
2. If yes, does the granulation extend down to its LNG operations?
2. If yes on #1 and #2, can Sempra either point me to the data if it's available through the website. If not, can Sempra please make available to me (and others who might ask) whatever data it does have on this?

If Sempra doesn't collect the data, or does but doesn't disclose it, can the company provide me explanations why?

Thanks!

On Jan 15, 2019, at 1:42 PM, Lopez, Lenin E <LLopez7@sempra.com> wrote:

Mr. Taggart,

Thank you for your response. Consistent with your request, if you reply to this email as indicated below, Sempra will be happy to provide you with the following:

1. links to the relevant Securities and Exchange Commission (SEC) rule, Rule 14a-8, and several SEC publications that address how to submit ownership proof that properly documents your stock ownership in connection with submitting a shareholder proposal. Please note that although your email response stated otherwise, the SEC only requires the submission of one set of ownership documentation;
2. a concise summary of how to satisfy the Rule 14a-8 ownership proof requirements; and
3. a letter on Sempra letterhead signed by either myself or another Sempra attorney stating that, in connection with any proposals that you submit under Rule 14a-8 for Sempra's 2020 Annual Meeting, Sempra will not challenge your proposal at the SEC for failure to provide the required proof of ownership of Sempra Energy common stock if you provide ownership proof pursuant to our summary (absent changes to the law or SEC rules or SEC staff interpretations).

We would, of course, both send you a deficiency notice if you fail to provide adequate proof of ownership pursuant to our summary and give you 14 days to correct. Please note that we would also reserve the right to send you a notice of procedural defect(s) based on other possible procedural grounds, which are outlined in Rule 14a-8. For instance, we would reserve the right to send you a notice of deficiency and (if not cured) seek to challenge your proposal for failure to satisfy Rule 14a-8's other procedural requirements. These include, among other things, submitting more than one proposal, including a

supporting statement that exceeds 500 words, failing to submit the proposal by the appropriate deadline, etc. Finally, as stated in your email, we also reserve the right to challenge your proposals based on substantive grounds.

If you are agreeable to this approach, please send us back an email with the following text and we will send you the materials described above:

"My shareholder proposals submitted to Sempra Energy for consideration at its 2019 Annual Meeting are withdrawn if and once Sempra Energy sends me the three types of information described in Sempra Energy's email to me dated January 15, 2019."

Thank you,

Lenin E. Lopez | Senior Counsel | Desk: 619.696.2308 |e-mail: LLopez7@sempra.com

From: Stewart Taggart ***
Sent: Wednesday, January 9, 2019 3:56 PM
To: Lopez, Lenin E <LLopez7@sempra.com>
Subject: [EXTERNAL] Re: Re: Sempra Energy - resolution for submission (Taggart)

Lenin,

I get your logic. It's all quite reasonable. **I'm happy to do it.** But **there's a quid pro quo** involved.

The problem: if a shareholder submits a resolution with shareholding documentation, the resolution can be disallowed since the shareholder documentation predates the receipt by the company of the resolution.

But what that means is that **shareholders must submit TWO proofs of share ownership: *one submitted with the resolution*** to avoid a reflexive rejection letter asserting lack of shareholding documentation, ***and one dated within 14 days of the receipt by the company of the resolution.***

I will withdraw the resolution on the following conditions:

1. Sempra provides me links to the documentation, either SEC or otherwise, that **STATES ALL THIS SPECIFICALLY,** in particular, the two sets of documentation requirement.
2. Sempra provides me what it considers a binding sequence of proper documentation submission in relation to #1. This will prove handy next year.
3. Sempra, written on the letterhead of the company and with the signature of one of its lawyers, asserts that IF the steps in outlined in #2 above in the letter it sends to me are followed in that order next year, **the company will not challenge the resolution on procedural grounds.** The company, naturally, reserves the right to challenge the resolution on content grounds.

Over to you. **I'm willing to spare Sempra the 'time and expense** of continuing the no-action process' **if Sempra is willing to commit to lifting the veil on the resolution submission process** by providing **an irrefutable explanation of the chain of proper submission *and* indicating where,** if anywhere, **these are located as public information.**

On Jan 10, 2019, at 9:43 AM, Lopez, Lenin E <LLopez7@sempra.com> wrote:

Dear Mr. Taggart,

We are writing to follow up on our email included below regarding the shareholder proposals that you submitted on June 4, 2018 and June 29, 2018. As noted in our prior email, we believe that both of your proposals do not comply with SEC Rule 14a-8 and, we recently submitted a no-action request to the SEC to that effect. As you may know, similar proposals that you submitted to Dominion Energy, Inc. were the subject of a no-action letter request by Dominion and the SEC determined, based on circumstances virtually identical to ours, that it would not recommend enforcement action if Dominion were to omit your proposals from its proxy materials (link to Dominion no-action letter). Based on the reasons noted in the email below and on the outcome of the Dominion no-action letter, we ask that you withdraw the proposals that you submitted to us, which will spare Sempra the time and expense of continuing the no-action process.

You can withdraw your proposals by replying to this email and stating that you withdraw the June 4 and June 29 resolutions that you submitted to Sempra. Thank you again for your interest in Sempra.

Lenin E. Lopez | Senior Counsel | Desk: 619.696.2308 |e-mail: LLopez7@sempra.com

From: Lopez, Lenin E
Sent: Wednesday, July 11, 2018 11:18 AM
To: Stewart Taggart *** ; ***
Cc: Espinosa, Angelica <AEspinosa@sempra.com>; Adams, Trina <TAdams1@Sempra.com>
Subject: RE: [EXTERNAL] Re: Sempra Energy - resolution for submission (Taggart)

Dear Mr. Taggart,

We received your letter dated June 29, 2018 regarding the resolution you submitted on June 4 and a second resolution that you intend to replace the first. As explained below, we believe that both of your proposals do not

comply with SEC Rule 14a-8. Thus, we respectfully ask that you withdraw both proposals in order to save Sempra and its shareholders the time and expense associated with Sempra submitting a no-action request to the SEC.

June 4 Resolution: As noted in our letter to you dated June 13, 2018 regarding procedural deficiencies in your June 4 submission, SEC rules required that you respond and correct those deficiencies no later than 14 days from the date you received our notice of deficiencies. However, your response did not correct the deficiencies we identified. For example, the proof of ownership you provided concerns your ownership of a different company's stock. Moreover, your response was not transmitted to Sempra by the 14-day deadline. Thus, your June 4 resolution does not qualify under Rule 14a-8 for inclusion in the proxy statement for our 2019 annual meeting.

June 29 Resolution: Rule 14a-8 states that you may submit only one proposal for each meeting. Because you submitted a proposal for the 2019 annual meeting on June 4, you are not permitted to submit another proposal for that meeting. Thus, your June 29 resolution also does not qualify under Rule 14a-8 for inclusion in the proxy statement for our 2019 annual meeting.

You can withdraw your proposals by replying to this email and stating that you withdraw the June 4 and June 29 resolutions that you submitted to Sempra. Thank you for your interest in Sempra.

Lenin E. Lopez | Senior Counsel | Desk: 619.696.2308 |e-mail: LLopez7@sempra.com

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From: Stewart Taggart
Sent: Wednesday, June 13, 2018 10:46 AM
To: Lopez, Lenin E <LLopez7@sempra.com>
Subject: [EXTERNAL] Re: Sempra Energy - resolution for submission (Taggart)

Lenin,
Thanks for letting me know
I'll have it all to you straightaway.

> On Jun 13, 2018, at 7:35 AM, Lopez, Lenin E <LLopez7@sempra.com> wrote:
>
> Dear Mr. Taggart,
>
> Attached please find Sempra Energy's response to your letter dated June 4, 2018, which we received on June 8, 2018, regarding notice of your intent to present a shareholder proposal at Sempra Energy's 2019 Annual Meeting of

Shareholders. If you have any questions with respect to the attached response, please let me know.

Thank you,

Lenin E. Lopez
Senior Counsel
Desk: 619.696.2308
e-mail: LLopez7@sempra.com

<Stewart Taggart.pdf>

This email originated outside of Sempra Energy. Be cautious of attachments, web links, or requests for information.

This email originated outside of Sempra Energy. Be cautious of attachments, web links, or requests for information.

Lenin E. Lopez
Senior Counsel
488 8th Avenue
San Diego, CA 92101

Tel: 619-696-2308
LLopez7@sempra.com

January 18, 2019

VIA E-MAIL

Stewart Taggart
***

Re: Agreement re 2020 Annual Shareholders Meeting Proposal Submission

Mr. Taggart:

In connection with the withdrawal of the shareholder proposals you submitted to Sempra Energy (the "Company") for consideration at its 2019 Annual Shareholders Meeting, the Company hereby agrees that for any shareholder proposal that you may submit under Rule 14a-8 of the Securities and Exchange Act of 1934, as amended, for inclusion in the proxy statement for the Company's 2020 Annual Shareholders Meeting, the Company will not challenge your proposal at the U.S. Securities and Exchange Commission (the "SEC") solely for failure to provide the required proof of ownership of the Company's common stock, so long as you provide the Company with satisfactory proof of ownership pursuant to the summary set forth in my email dated January 18, 2019 (subject to any changes to the applicable federal or state laws, SEC rules or regulations, or SEC staff interpretations).

This agreement only applies to proof of ownership of the Company's common stock and does not extend to shareholder proposals you may submit for meetings other than the Company's 2020 Annual Shareholders Meeting and does not extend to any other types of proposals or submissions you submit outside of Rule 14a-8. In addition, as we have agreed, the summary set forth in my email dated January 18, 2019 is limited to an explanation of how to provide adequate proof of ownership. There are many other procedural and substantive conditions of Rule 14a-8 that you must also satisfy in order to have a shareholder proposal included in our proxy statement and considered at the 2020 Annual Shareholders Meeting.

Accordingly:

- We reserve the right to send you a deficiency notice if you fail to provide adequate proof of ownership pursuant to the summary provided, and to challenge your proposal on procedural grounds if you do not transmit materials that cure the deficiency within the SEC's required timeline.
- We reserve the right to send you a deficiency notice based on other procedural grounds, which are outlined in Rule 14a-8 and the related SEC guidance, and to challenge your proposal on those procedural grounds if you do not cure the deficiency or deficiencies

within the SEC's required timeline (or if such deficiencies cannot be cured). Examples of other procedural deficiencies include, but are not limited to: submitting more than one proposal, including a supporting statement that together with the proposal exceeds 500 words, and failing to submit the proposal by the appropriate deadline.

- We also reserve the right to challenge your proposal based on any of the substantive grounds set forth in Rule 14a-8.

Best regards,

Lenin E. Lopez
Senior Counsel

GIBSON DUNN

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Elizabeth A. Ising
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Fax: +1 202.530.9569
EIsing@gibsondunn.com

December 24, 2018

VIA E-MAIL

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

Re: *Sempra Energy*
Shareholder Proposals of Stewart Taggart
Securities Exchange Act of 1934 ("Exchange Act")—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Sempra Energy (the "Company"), intends to omit from its proxy statement and form of proxy for its 2019 Annual Shareholders Meeting (collectively, the "2019 Proxy Materials") a shareholder proposal and revised shareholder proposal, including statements in support thereof, received from Stewart Taggart the "Proponent"). The Company received a proposal (the "Initial Proposal"), which is attached hereto as Exhibit A, on June 8, 2018, and subsequently received a revised proposal (the "Revised Proposal" and, together with the Initial Proposal, the "Proposals"), which is attached hereto as Exhibit E, on July 2, 2018.

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 2019 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

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 Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to these Proposals, 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.

BASES FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that:

- the Proposals may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information;[1] and

- to the extent that the Revised Proposal constitutes a separate proposal, the Revised Proposal may also be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(c) because it violates the "one proposal" limitation.[2]

ANALYSIS

The Staff recently concurred in the exclusion of a proposal and revised proposal involving nearly identical facts. *See Dominion Energy, Inc.* (avail. Dec 17, 2018). Here and in *Dominion Energy*:

- on June 4, 2018, the Proponent submitted a proposal without any documentary evidence of his ownership of company shares, which both companies received on June 8, 2018;

- both companies sought verification of the Proponent's share ownership by sending a deficiency notice via email prior to the 14-day deadline of June 22, 2018, the receipt of which the Proponent acknowledged the same day;

- on June 29, 2018, more than 14 days after his receipt of the deficiency notice, the Proponent mailed both companies a letter requesting that he be allowed "to

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[1] Since the Proponent sent the Company a letter withdrawing the Initial Proposal and resubmitting a proposal that he describes as "largely the same," out of an abundance of caution, we are seeking no-action relief with respect to both the Initial Proposal and the Revised Proposal. *See* Exhibit E.

[2] We also believe there are substantive bases for exclusion of the Proposals. We are addressing only the procedural bases for exclusion in this letter at this time because we do not believe that the Proponent has demonstrated that the Proposals are eligible under Rule 14a-8 for consideration for inclusion in the Company's 2019 Proxy Materials. However, we reserve the right to raise the additional bases for exclusion of the Proposals if appropriate.

withdraw" his proposal and "replace it" with a revised version; acknowledging that he "missed the 14-day period in which to submit the share ownership proof"; and purporting to attach proof of ownership of the company's shares;

- the documentation sent to both companies confirmed the Proponent's ownership of stock of a different company (70 shares of Cheniere Energy Inc. stock);

- on July 11, 2018, both companies informed the Proponent that he had failed to respond to its deficiency notice within 14 days; he had provided proof of ownership of a different company; and he was only permitted to submit one proposal under Rule 14a-8;

- both companies' replies also requested that the Proponent withdraw both of his submissions; and

- the Proponent did not respond to the request for withdrawal.

The Staff concurred with Dominion Energy's request for no-action relief pursuant to Rule 14a-8(f)(1), stating:

> We note that the Proponent appears to have failed to supply, within 14 days of receipt of the Company's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as required by rule 14a-8(b). In reaching this position, we note that a shareholder must prove ownership as of the date a proposal is first submitted and that a proponent who does not adequately prove ownership in connection with that proposal is not permitted to submit another proposal for the same meeting at a later date. See Staff Legal Bulletin No. 14F (Oct. 18, 2011).

For the reasons explained below, we respectfully request that the Staff treat the Proposals received by the Company the same way it treated the proposals received by Dominion Energy and grant no-action relief pursuant to Rule 14a-8(f). A more detailed analysis of these bases for exclusion follows.

I. The Proposals May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposals.

A. Background Facts

The Proponent submitted the Initial Proposal to the Company via United States First-Class Mail on June 4, 2018. *See* Exhibit A. The Company received the Initial Proposal on June 8, 2018. The Proponent did not include with his letter any documentary evidence of his ownership of Company shares. In addition, the Company reviewed its stock records, which did not indicate that the Proponent was a record owner of Company shares.

Accordingly, the Company properly sought verification of share ownership from the Proponent. Specifically, the Company sent the Proponent a letter dated June 13, 2018, identifying the deficiency, notifying the Proponent of the requirements of Rule 14a-8 and explaining how the Proponent could cure the procedural deficiency the "Deficiency Notice"). The Deficiency Notice, attached hereto as Exhibit B, provided detailed information regarding the "record" holder requirements, as clarified by Staff Legal Bulletin No. 14F (Oct. 18, 2011) ("SLB 14F"), and attached a copy of Rule 14a-8 and SLB 14F. Specifically, the Deficiency Notice stated:

- the ownership requirements of Rule 14a-8(b);
- that, according to the Company's stock records, the Proponent was not a record owner of sufficient shares;
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b); and
- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice.

The Company sent the Deficiency Notice via email and overnight delivery on June 13, 2018, which was within 14 calendar days of the Company's receipt of the Initial Proposal. The Proponent confirmed receipt of the email at 10:46 a.m. on June 13, 2018. *See* Exhibit C. Overnight delivery service records confirm delivery of a physical copy of the Deficiency Notice at 3:20 p.m. on June 14, 2018. *See* Exhibit D. Accordingly, the Proponent's response to the Deficiency Notice was required to be postmarked or transmitted electronically by June 27, 2018, which was 14 calendar days after the Proponent's receipt of the Deficiency Notice.

On June 29, 2018, the Proponent sent his response to the Company via overnight delivery (the "Response Letter"), 16 days after the Proponent received the timely Deficiency Notice via email delivery from the Company. *See* Exhibit E. The Company received the Response Letter on July 2, 2018. In the Response Letter, the Proponent acknowledged that he "missed the 14-day period in which to submit the share ownership proof."

In the Response Letter, the Proponent requested that he be allowed "to withdraw" the Initial Proposal and "replace it" with the Revised Proposal, which he described as "largely the same." He further indicated that "[t]his time around, the replacement resolution comes accompanied by the required share ownership documentation." The documentation provided by Pershing LLC, a DTC participant (defined below), related to ownership of "70 shares of *Cheniere Energy Inc.* Common Stock" (emphasis added), but made no reference to ownership of shares of the Company's stock. *See* Exhibit E. As of the date of this letter, the Company has not received proof of the Proponent's ownership of Company shares.

On July 11, 2018, as a courtesy to the Proponent, the Company sent via email a reply to the Response Letter.[3] *See* Exhibit F. The reply acknowledged the Company's receipt of the Response Letter. The reply then explained the Company's view that: (i) the deficiencies identified were not remedied by the Response Letter, which was not sent within the 14-day deadline, and which included proof of ownership for *another company's* shares, and (ii) because the Proponent can only submit one proposal for each meeting under Rule 14a-8, the Revised Proposal did not qualify for inclusion at the 2019 Annual Shareholders Meeting. The Company has not received any additional correspondence from the Proponent.

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[3] Staff Legal Bulletin No. 14 states that "[t]he company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied." When more than 14 days had passed after the Proponent received the Deficiency Notice identifying the absence of his proof of ownership, the Proponent could not cure the deficiency. Because the Proponent therefore failed to provide proof of ownership regarding the Initial Proposal in a timely manner, the Proponent was not permitted to submit the Revised Proposal, and the Company was not obligated to provide the Proponent with an additional notice of defect regarding the Revised Proposal. Instead, the Company was only required to "submit its reasons regarding exclusion of the proposal to [the Staff] and the shareholder." *Id.* The Company is providing its reasons to the Staff by this no-action request with a copy to the Proponent.

B. The Proposals May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposals.

The Company may exclude the Proposals under Rule 14a-8(f)(1) because the Proponent failed to substantiate his eligibility to submit a shareholder proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that "[i]n order to be eligible to submit a proposal, [a shareholder] must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareholder] submit[s] the proposal." Staff Legal Bulletin No. 14 specifies that when the shareholder is not a registered holder, the shareholder "is responsible for proving his or her eligibility to submit a proposal to the company," which the shareholder may do by one of the two ways provided in Rule 14a-8(b)(2). *See* Section C.1.c, Staff Legal Bulletin No. 14 (Jul. 13, 2001). SLB 14F clarified that these proof of ownership letters must come from the "record" holder of the Proponent's shares, and that only Depository Trust Company ("DTC") participants are viewed as record holders of securities that are deposited at DTC. Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including failing to provide the beneficial ownership information required under Rule 14a-8(b), provided that the company timely notifies the proponent of the problem, and the proponent fails to correct the deficiency within the required 14-day time period.

The Staff consistently has concurred in the exclusion of proposals when proponents have failed, following a timely and proper request by a company, to furnish evidence of eligibility to submit the shareholder proposal in a timely manner to properly satisfy Rule 14a-8(b). *See Time Warner Inc.* (avail. Mar. 13, 2018) (concurring with the exclusion of a shareholder proposal because the proponent failed to supply, in response to the company's deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 18 days after receiving the timely deficiency notice); *ITC Holdings Corp.* (avail. Feb. 9, 2016) (concurring with the exclusion of a shareholder proposal because the proponent failed to supply, in response to the company's deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 35 days after receiving the timely deficiency notice); *Prudential Financial, Inc.* (avail. Dec. 28, 2015) (concurring with the exclusion of a shareholder proposal because the proponent failed to supply, in response to the company's deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 23 days after receiving the timely deficiency notice); *Mondelēz International, Inc.* (avail. Feb. 27, 2015) (concurring with the exclusion of a shareholder proposal because the proponent failed to

supply, in response to the company's deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 16 days after receiving the timely deficiency notice).

The Staff has also concurred in the exclusion of shareholder proposals where the proof of ownership included an incorrect reference to a different company. In *International Business Machines Corp.* (avail. Jan. 22, 2010), the proponent's response to a deficiency notice referred to both International Business Machines ("IBM") and another company, Mylan, without defining the word "Company." IBM argued that the proposal could be excluded, as the statement that the proponent had owned the requisite level of "the Company's common stock" continuously for one year did not provide sufficient evidence of the proponent's continuous ownership of IBM securities, and the Staff concurred in the exclusion of the proposal. *See also Transocean Ltd.* (avail. Mar. 15, 2013) (concurring with the exclusion of a proposal where the proponent provided a written statement erroneously verifying beneficial ownership of "Transocean Management Ltd." where the company's request for evidence was "printed on the letterhead of 'Transocean Ltd.,' with no instructions to verify beneficial ownership of 'Transocean Management Ltd.' or to mail the requested evidence to 'Transocean Management Ltd.'"); *Aluminum Company of America* (avail. Mar. 27. 1987) (concurring with the exclusion of a proposal where, in response to the company's request for documentary support of the proponent's ownership, the proponent provided documentation as to its ownership of "Alco Std. Corp." and a CUSIP number not related to the company's voting securities).

Like the companies in the precedent cited above, the Company satisfied its obligation under Rule 14a-8 by transmitting to the Proponent in a timely manner the Deficiency Notice, which specifically set forth the information and instructions listed above and attached a copy of both Rule 14a-8 and SLB 14F. *See* Exhibits B, C and D. However, the Proponent did not provide the proof of ownership required by Rule 14a-8(b)(2), and as described in the Deficiency Notice and in SLB 14F, within the required 14-day time period after he received the Company's timely Deficiency Notice. Instead, the Proponent provided only an untimely proof substantiating his ownership of shares in another company. Because the Proponent's proof was untimely and did not reflect the Proponent's ownership of any Company shares, the Proponent failed to provide any documentary evidence of ownership of Company shares, either with his Initial Proposal or with his Revised Proposal in response to the Company's timely Deficiency Notice, and has therefore not demonstrated eligibility to submit the

Proposals under Rule 14a-8.[4] Accordingly, we ask that the Staff concur that the Company may exclude the Proposals under Rule 14a-8(b) and Rule 14a-8(f)(1).

The Proponent's submission of the Revised Proposal did not relieve the Proponent of the obligation to provide adequate proof of ownership within the 14-day time period required following his receipt of the Deficiency Notice relating to the Initial Proposal. SLB 14F states that where a shareholder submits a revised proposal, the "shareholder must prove ownership as of the date the original proposal is submitted." The Staff recently concurred that submitting a revised proposal will not change a proponent's obligation to provide, within 14 days of receipt of a company's proper request for such information, proof of ownership as of the date of submission of the original proposal. As discussed above, under nearly identical circumstances, the Staff concurred that Dominion Energy could exclude the Proponent's proposal under Rule 14a-8(f), noting that "the Proponent appears to have failed to supply, within 14 days of receipt of the [c]ompany's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as required by rule 14a-8(b)" and that "a shareholder must prove ownership as of the date a proposal is first submitted and that a proponent who does not adequately prove ownership in connection with that proposal is not permitted to submit another proposal for the same meeting at a later date. See Staff Legal Bulletin No. 14F (Oct. 18, 2011)." *See Dominion Energy, Inc.* (avail. Dec 17, 2018). Similarly, in *Ameren Corp.* (avail. Jan. 12, 2017), the proponent did not provide sufficient proof that he satisfied the Rule 14a-8 ownership requirements with respect to a proposal he submitted, and the company provided the proponent with timely notice of the deficiency. In response, the proponent again provided insufficient proof of ownership, as well as a revised version of the proposal. In its request for exclusion of the proposal, Ameren cited SLB 14F and argued that the revised proposal did not modify the proof of ownership analysis. The Staff concurred in the proposal's exclusion, stating "the proponent appears to have failed to supply, within 14 days of receipt of Ameren's request, documentary support sufficiently evidencing that it satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b)." As in *Dominion Energy* and *Ameren*, the Proponent's submission of the Revised Proposal here does not alter the deadline referred to in the proof of ownership analysis set forth above and does not change the fact that the Proponent has failed to provide proof of ownership within 14 days of receipt of the Deficiency Notice.

---

[4] Because the Proponent failed to provide proof of ownership regarding the Initial Proposal in a timely manner, the Company was not obligated to provide the Proponent with an additional notice of defect regarding the Revised Proposal. *See supra* note 2.

II. The Revised Proposal May Also Be Excluded Because It Violates The "One Proposal" Limitation Of Rule 14a-8(c).

As noted above, the Proponent submitted the Initial Proposal on June 4, 2018, and submitted the Revised Proposal on June 29, 2018.[5] As such, to the extent the Proponent's Revised Proposal could be construed as a distinct proposal from the Initial Proposal, the Revised Proposal represents the second proposal submitted by the Proponent in connection with the Company's 2019 Annual Shareholders Meeting. Regardless of the Proponent's intention for the Revised Proposal to act as a withdrawal and replacement of the Initial Proposal, it is in clear violation of Rule 14a-8(c), which provides that "each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting" (emphasis added). When it adopted the one-proposal limitation in 1983, the Commission noted that the purpose of the limitation is "to reduce issuer cost and to improve the readability of proxy statements." Exchange Act Release No. 20091 (Aug. 16, 1983); Exchange Act Release No. 12999 (Nov. 22, 1976).

As discussed above, under substantially identical facts, the Staff concurred in exclusion, stating: "[W]e note that a shareholder must prove ownership as of the date a proposal is first submitted and that a proponent who does not adequately prove ownership in connection with that proposal is not permitted to submit another proposal for the same meeting at a later date. See Staff Legal Bulletin No. 14F (Oct. 18, 2011)." *Dominion Energy, Inc.* (avail. Dec. 17, 2018).

Moreover, the Staff has previously granted no-action relief where a first proposal was excludable on another procedural or substantive basis, and a proponent then submitted a second identical or substantially similar proposal. For example, in *Hanesbrands Inc.* (avail. Dec. 11, 2009), the proponent failed to provide proof that he satisfied the Rule 14a-8 ownership requirements with respect to a proposal he submitted, and the Staff concurred that the company could exclude the initial proposal under Rules 14a-8(b) and 14a-8(f). When the proponent sent an identical proposal one month later for inclusion in the proxy statement for the same annual meeting, the Staff again granted no-action relief, this time under Rule 14a-8(c), noting "the proponent previously submitted a proposal for inclusion in the company's proxy materials with respect to the same meeting." *See Procter & Gamble Co.* (avail. Aug. 10, 2004) (granting no-action relief where two proposals were submitted by the same proponent: the first, for exceeding the 500-word limitation, and the second, for violating the single-proposal limitation); *Met-Pro Corp.* (avail. Nov. 29, 2000) (granting no-

[5] The Revised Proposal was submitted 25 days after the Proponent's submission of the Initial Proposal, and 16 days after the Proponent's receipt of the Deficiency Notice.

action relief under Rule 14a-8(b) and Rule 14a-8(f) of two nearly identical proposals after the proponent failed to provide proof of ownership in response to two timely deficiency notices, then granting no-action relief under Rule 14a-8(c) of a substantively similar third proposal submitted by the proponent's wife). *See also Citigroup Inc.* (avail. Mar. 7, 2002); *Motorola, Inc.* (avail. Dec. 31, 2001) (in both cases, granting relief to a company that had received two proposals from the same proponent, where the Staff had already granted no-action relief for the first proposal, and the proponent in turn submitted a different proposal, which was excluded under Rule 14a-8(c)).

Here, the Proponent submitted the Initial Proposal on June 4, 2018, without any documentary evidence of his ownership of Company shares. Like the proponents in *Dominion Energy*, *Hanesbrands* and *Met-Pro*, the Proponent has submitted the Revised Proposal after failing to cure the proof of ownership deficiency with respect to the Initial Proposal. In response to the Company's timely Deficiency Notice alerting the Proponent to the Initial Proposal's deficiency, the Proponent sent the Response Letter, which acknowledged he "missed the 14-day period in which to submit the share ownership proof," submitted insufficient proof of ownership indicating his ownership of another company's shares, and requested that the Initial Proposal be withdrawn and replaced with the Revised Proposal. *See* Exhibit E. The Proponent had the opportunity to remedy the Initial Proposal's deficiencies, but failed to do so. As such, the Revised Proposal represents the second proposal *submitted* by the Proponent in connection with the Company's 2019 Annual Shareholders Meeting. Regardless of whether the Revised Proposal is meant to replace the Initial Proposal, it is in clear violation of Rule 14a-8(c), which provides that "[e]ach shareholder may submit no more than one proposal to a company for a particular shareholders' meeting" (emphasis added). Thus, to the extent the Proponent's Revised Proposal could be construed as a distinct proposal from the Initial Proposal, we believe that the Revised Proposal is also excludable under Rule 14a-8(c) because the Proponent has exceeded the one-proposal limitation.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposals from its 2019 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. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287, or James Spira, Associate General Counsel, at (619) 696-4373.

Sincerely,

Elizabeth A. Ising

Enclosures

cc: James Spira, Sempra Energy
Stewart Taggart

EXHIBIT A

Stewart Taggart
***

June 4, 2018

M. Angelica Espinosa
Vice President, Compliance and Governance and Corporate Secretary
Sempra Energy Corporate Headquarters
488 8th Ave.
San Diego, CA 92101

Dear Secretary,

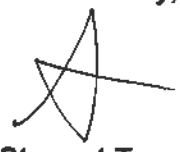
Please accept the enclosed resolution for submssion to a vote by shareholders at the company's 2019 annual general meeting.

It is submitted now to secure a place under the first to file rule. A final version will be submitted to you in October or early November, well ahead of the submission deadline.

Proof of share ownership for the required period will accompany the final version.

Between now and then, I can be reached at ***

Sincerely,



Stewart Taggart

WHEREAS: Global action to reduce carbon emissions creates premature writedown risk for the Liquid Natural Gas industry.

Understanding such risk is critical for investors to assess fair value for companies in the industry.

The US *Department of Energy* estimates natural gas extracted from North American wells and delivered to Europe or Asia by tanker as Liquid Natural Gas to generate electricity emits gas-well-to-wall socket life-cycle emissions of roughly 0.66-0.84 tonnes of carbon equivalent per megawatthour of electricity produced.

Coal produces 1.0-1.1 tonnes per megawatthour. Solar and wind 0.40 and 0.12 tonnes, respectively.

It is reasonable to expect that emissions tallied on common metrics such as the above to progressively undergo pricing or administrative reduction to meet the 2c objective.

To enable this, some experts see carbon prices rising from under $10 today (depending on market) to $100 or more per tonne by 2030 or 2040. For its part, the US *General Accounting Office* estimates the current unpaid 'social' -- or 'negative externality' -- cost of carbon at $40 per tonne.

Given the above, carbon priced at $40-$100 per tonne in the near future can be expected to negatively affect the competitiveness of natural gas delivered to market a Liquid Natural Gas compared to lower emission alternatives.

The *Rocky Mountain Institute* estimates wind and solar installations are now cheaper and faster to build than natural gas plants. Further, the institute sees wind and solar technology falling in price for years to come. By contrast, Liquid Natural Gas technology is mature. Unlike renewables, Liquid Natural Gas projects also have long construction lead times. Liquid Natural Gas projects also are bedevilled by ballooning cost overruns (unlike renewables in general).

Of course, wind and solar face energy storage challenges. The question, then, is whether the costs of overcoming these are greater than the life cycle carbon-emission differentials.

BE IT RESOLVED: The company is requested to prepare a report outlining the business case and premature writedown risk for the global Liquid Natural Gas trade under a range of rising carbon price scenarios (say to $30 to $120 by 2030 in 2018 dollars) applied to the life-cycle emissions (production, transport and combustion) of the company's natural gas assets.

Such a report should include discuss of how carbon pricing, a parallel 'implicit price' derived by intergovernmental action or a third method of achieving the 2c scenario under the Paris Accords will affect the longevity of the company's sunk and planned investments in Liquid Natural Gas infrastructure and the length of its carbon-adjusted economic lifespan.

The report should also include discussion of cost overrun, delayed starting and future technology risks run by Liquid Natural Gas industry compared to competing energy technology (primarily sun and wind, the two most mature, low cost renewables).

The report should be produced at reasonable cost, omit proprietary information.

CERTIFIED MAIL

***

Stewart Taggart

***

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June 7, 2018, 2:28 pm
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June 7, 2018
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EXHIBIT B

Lenin E. Lopez
Sr. Counsel
488 8th Avenue
San Diego, CA 92101

Tel: 619-696-2308
LLopez7@sempra.com

June 13, 2018

VIA EMAIL AND OVERNIGHT MAIL
Stewart Taggart
***

Dear Mr. Taggart:

I am writing on behalf of Sempra Energy (the "Company"), which received on June 8, 2018, your letter giving notice of your intent to present a shareholder proposal at the Company's 2019 Annual Meeting of Shareholders (the "Proposal"). It is unclear from your letter whether you were providing this notice pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8.

If you were providing notice pursuant to Rule 14a-8, please note that the Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention.

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 you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including June 4, 2018, 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 your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including June 4, 2018; or

(2) if you have 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 your 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 you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency 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 your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including June 4, 2018.

(2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including June 4, 2018. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need 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 June 4, 2018, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

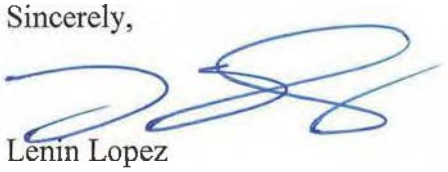
As discussed above, under Rule 14a-8(b) of the Exchange Act, a shareholder must have continuously held at least $2,000 in market value, or 1%, of the Company's securities entitled to be voted on the Proposal at the shareholders' meeting for at least one year as of the date the Proposal was submitted to the Company, and 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. Your correspondence did not include such a statement. To remedy this defect, you must submit a written statement that you intend to continue holding the required number or amount of Company shares through the date of the Company's 2019 Annual Meeting of Shareholders.

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 488 8th Avenue, San Diego, CA 92101-3071. Alternatively, you may transmit any response by email to me at LLopez7@sempra.com or by facsimile at (619) 699-5012.

If you have any questions with respect to the foregoing, please contact me at (619) 696-2308. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Lenin Lopez
Senior Counsel, Corporate Securities

Enclosures

Rule 14a-8 – Shareholder Proposals

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in 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.

(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.

U.S. Securities and Exchange Commission

Division of Corporation Finance
Securities and Exchange Commission

Shareholder Proposals

Staff Legal Bulletin No. 14F (CF)

Action: Publication of CF Staff Legal Bulletin

Date: October 18, 2011

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

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

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

A. The purpose of this bulletin

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

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

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

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

1. Eligibility to submit a proposal under Rule 14a-8

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

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

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

2. The role of the Depository Trust Company

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

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

In *The Hain Celestial Group, Inc.* (Oct. 1, 2008), we took the position that an introducing broker could be considered a "record" holder for purposes of

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

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

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

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

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

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/~/media/Files/Downloads/client-center/DTC/alpha.ashx.

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

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

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

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

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

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

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

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

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

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals.

Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

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

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

D. The submission of revised proposals

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

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

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

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

2. A shareholder submits a timely proposal. After the deadline for receiving proposals, the shareholder submits a revised proposal. Must the company accept the revisions?

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company's notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

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

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

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

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

Because there is no relief granted by the staff in cases where a no-action request is withdrawn following the withdrawal of the related proposal, we recognize that the threshold for withdrawing a no-action request need not be overly burdensome. Going forward, we will process a withdrawal request if the company provides a letter from the lead filer that includes a representation that the lead filer is authorized to withdraw the proposal on behalf of each proponent identified in the company's no-action request.[16]

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

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

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

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

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

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

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

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

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

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

[7] *See KBR Inc. v. Chevedden*, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); *Apache Corp. v. Chevedden,* 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a record holder for purposes of Rule 14a-8(b) because it did not appear on a list of the

company's non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

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

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

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

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

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

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

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

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

[16] Nothing in this staff position has any effect on the status of any shareholder proposal that is not withdrawn by the proponent or its authorized representative.

EXHIBIT C

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From: Stewart Taggart
Sent: Wednesday, June 13, 2018 10:46 AM
To: Lopez, Lenin E
Subject: [EXTERNAL] Re: Sempra Energy - resolution for submission (Taggart)

Lenin,
Thanks for letting me know
I'll have it all to you straightaway.

On Jun 13, 2018, at 7:35 AM, Lopez, Lenin E <LLopez7@sempra.com> wrote:

Dear Mr. Taggart,

Attached please find Sempra Energy's response to your letter dated June 4, 2018, which we received on June 8, 2018, regarding notice of your intent to present a shareholder proposal at Sempra Energy's 2019 Annual Meeting of Shareholders. If you have any questions with respect to the attached response, please let me know.

Thank you,

Lenin E. Lopez
Senior Counsel
Desk: 619.696.2308
e-mail: LLopez7@sempra.com

<Stewart Taggart.pdf>

EXHIBIT D

From: TrackingUpdates@fedex.com
Sent: Thursday, June 14, 2018 6:22 PM
To: Lopez, Lenin E
Subject: [EXTERNAL] FedEx Shipment *** Delivered

Your package has been delivered

Tracking # ***

Ship date:
Wed, 6/13/2018

Gail Cooke
Sempra Energy
San Diego, CA 92101
US

Delivered

Delivery date:
Thu, 6/14/2018 3:20 pm

Stewart Taggart
***

Shipment Facts

Our records indicate that the following package has been delivered.

Tracking number:	***
Status:	Delivered: 06/14/2018 3:20 PM Signed for By: Signature not required
Signed for by:	Signature not required
Delivery location:	KAILUA, HI
Delivered to:	Residence
Service type:	FedEx Priority Overnight
Packaging type:	FedEx Envelope
Number of pieces:	1
Weight:	0.50 lb.
Special handling/Services:	Deliver Weekday
	Residential Delivery
Standard transit:	6/14/2018 by 5:00 pm

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EXHIBIT E

Stewart Taggart
***

Lenin Lopez, Sr. Counsel
Angelica Espinosa or
Corporate Secretary
Sempra Energy
488 8th Avenue
San Diego, CA 92101

June 29, 2018

Dear Mr. Lopez, Ms Espinosa or Corporate Secretary

Please allow me to withdraw the shareholder resolution I submitted June 4.

Please replace it with the enclosed. The two are largely the same.

In submitting the June 4 resolution I had the mistaken impression proof of stock ownership couldn't be submitted simultaneously with the resolution, since the ownership proof would then pre-date receipt of the resolution by Sempra -- rendering the proof inadequate.

That, coupled with delays in getting proper documentation from upstream meant that I missed the 14-day period in which to submit the share ownership proof.

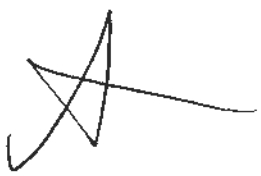
This time around, the replacement resolution comes accompanied by the required share ownership documentation. I attest I will own the shares until after the next Annual General Meeting (and well after that).

The best way to reach me is at *** -- a dedicated email address ensuring a prompt reply from me.

The reason I suggest email is three-fold.

1. I'm a better writer than talker
2. I have bad hearing.
3. I'll be travelling extensively between July 1 and September 10.

Sincerely,



Stewart Taggart

RESOLUTION

WHEREAS: Global effort to reduce carbon emissions creates stranded asset risk for the Liquid Natural Gas (LNG) industry. Understanding such risk is vital for investors to gauge fair value for the industry's companies.

The US Department of Energy estimates 'life-cycle' greenhouse gas emissions of electricity generated from natural gas shipped internationally as Liquid Natural Gas (including mining, transport to coasts, liquefying, shipping, regasifying, downstream power plant delivery and final combustion for electricity) at 0.61-0.84 tonnes of carbon equivalent per megawatt hour of electricity produced. Methane emissions go uncounted.

By comparison, coal produces 1.0- 1.1 tonnes per megawatt hour produced, solar 0.40 tonnes and wind 0.12 tonnes, according to asset manager Lazard.

As carbon emissions become priced, administratively reduced, or both, the life-cycle carbon emissions of Liquid Natural Gas may render it uncompetitive compared to alternatives.

The Liquid Natural Gas industry generally argues rapid deployment of low-emission technology toward midcentury will generate such large carbon emissions reductions that mid-century targets will be achievable in just the last few years to 2050 with little action therefore needed before the current fleet of Liquid Natural Gas investments are amortized.

Independent experts, meanwhile, nearly universally argue carbon prices need to rise from under $10 today (depending on market) to $100 or more per tonne by 2030 or 2040 to achieve the Paris Accord global carbon emission reduction goals with market forces.

The US General Accounting Office estimates the current unpaid 'social' -- or 'negative externality' -- cost of carbon at around $45 per tonne (in 2018 dollars).

Carbon priced at $100 per tonne (or more) by 2030-2040 applied to life cycle carbon emissions of Liquid Natural Gas will negatively affect the competitiveness of natural gas delivered internationally compared to lower emission sources.

The Rocky Mountain Institute, financial advisor Lazard and others estimate wind and solar installations are now cheaper to build and faster to deploy and operate than natural gas plants on total costs.Wind and solar also continue to fall in price while Liquid Natural Gas technology is mature with new projects often bedeviled by long lead times, slipping commission dates and ballooning cost overruns.

For their part, wind and solar face energy storage challenges Liquid Natural Gas does not.

The question for investors therefore is: what carbon price or administrative carbon emission reduction target erases any price difference between (but not limited to) wind and solar's storage challenge and Liquid Natural Gas' emissions challenge?

RESOLVED: The company is requested to prepare a report outlining the premature write down, or stranding, risk to the company's Liquid Natural Gas assets across a range of rising carbon price scenarios (say $50 by 2025 and $100 by 2030 in 2018 dollars).

Such analysis should include the life-cycle emissions (production, transport and combustion) of the specific natural gas the company delivers as Liquid Natural Gas using various carbon price scenarios and administratively-mandated reductions to meet the 2c target. Credible comparative costs for renewables should be included.

The report should be produced at reasonable cost and omit proprietary information.

Pershing

An affiliate of The Bank of New York

July 29, 2018

RE: STEWART WATERWORTH TAGGART & REBECCA WHITE TAGGART JT TEN,
THE STEWART W TAGGART & REBECCA W TAGGART JT REV TR UAD 08/29/17, STEWART WATERWORTH TAGGART & REBECCA WHITE TAGGART TTEES

To Whom It May Concern:

Pershing LLC is a DTC Participant with a DTC number of 0443. Pershing LLC carries the above referenced accounts for Stewart W. Taggart and Rebecca W. Taggart who, as Owners or Trustees, as of the date of this letter, hold and have held continuously since June 8, 2017, 70 shares of Cheniere Energy Inc. Common Stock.

Sincerely,

Authorized Signature

Daniel Brunell – V.P

300 COLONIAL CENTER PARKWAY, LAKE MARY, FLORIDA 32746

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EXHIBIT F

From: Lopez, Lenin E <LLopez7@sempra.com>
Sent: Wednesday, July 11, 2018 11:18 AM
To: Stewart Taggart; ***
Cc: Espinosa, Angelica; Adams, Trina
Subject: RE: [EXTERNAL] Re: Sempra Energy - resolution for submission (Taggart)

Dear Mr. Taggart,

We received your letter dated June 29, 2018 regarding the resolution you submitted on June 4 and a second resolution that you intend to replace the first. As explained below, we believe that both of your proposals do not comply with SEC Rule 14a-8. Thus, we respectfully ask that you withdraw both proposals in order to save Sempra and its shareholders the time and expense associated with Sempra submitting a no-action request to the SEC.

June 4 Resolution: As noted in our letter to you dated June 13, 2018 regarding procedural deficiencies in your June 4 submission, SEC rules required that you respond and correct those deficiencies no later than 14 days from the date you received our notice of deficiencies. However, your response did not correct the deficiencies we identified. For example, the proof of ownership you provided concerns your ownership of a different company's stock. Moreover, your response was not transmitted to Sempra by the 14-day deadline. Thus, your June 4 resolution does not qualify under Rule 14a-8 for inclusion in the proxy statement for our 2019 annual meeting.

June 29 Resolution: Rule 14a-8 states that you may submit only one proposal for each meeting. Because you submitted a proposal for the 2019 annual meeting on June 4, you are not permitted to submit another proposal for that meeting. Thus, your June 29 resolution also does not qualify under Rule 14a-8 for inclusion in the proxy statement for our 2019 annual meeting.

You can withdraw your proposals by replying to this email and stating that you withdraw the June 4 and June 29 resolutions that you submitted to Sempra. Thank you for your interest in Sempra.

Lenin E. Lopez | Senior Counsel | Desk: 619.696.2308 |e-mail: LLopez7@sempra.com

From: Stewart Taggart [mailto: ***]
Sent: Wednesday, June 13, 2018 10:46 AM
To: Lopez, Lenin E <LLopez7@sempra.com>
Subject: [EXTERNAL] Re: Sempra Energy - resolution for submission (Taggart)

Lenin,
Thanks for letting me know
I'll have it all to you straightaway.

> On Jun 13, 2018, at 7:35 AM, Lopez, Lenin E <LLopez7@sempra.com> wrote:
>
> Dear Mr. Taggart,
>
> Attached please find Sempra Energy's response to your letter dated June 4, 2018, which we received on June 8, 2018, regarding notice of your intent to present a shareholder proposal at Sempra Energy's 2019

Annual Meeting of Shareholders. If you have any questions with respect to the attached response, please let me know.

Thank you,

Lenin E. Lopez
Senior Counsel
Desk: 619.696.2308
e-mail: LLopez7@sempra.com

<Stewart Taggart.pdf>
