



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

Rule 14a-8(e)(2)

December 8, 2020

BY ELECTRONIC MAIL

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

**Re: General Dynamics Corporation – Shareholder Proposal Submitted
by Franciscan Sisters of Allegany, NY**

Ladies and Gentlemen:

On behalf of General Dynamics Corporation (the “**Company**”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), to notify the Securities and Exchange Commission (the “**Commission**”) of the Company’s intention to exclude from its proxy materials for its 2021 annual meeting of shareholders (the “**2021 proxy materials**”) a shareholder proposal and statement in support thereof (the “**Proposal**”) submitted by the Franciscan Sisters of Allegany, NY (the “**Proponent**”). We also request confirmation that the staff will not recommend to the Commission that enforcement action be taken if the Company omits the Proposal from its 2021 proxy materials for the reasons discussed below.

A copy of the Proposal and related correspondence from the Proponent is attached hereto as Exhibit A.

In accordance with *Staff Legal Bulletin No. 14D* (Nov. 7, 2008) (“**SLB No. 14D**”), this letter and its exhibits are being delivered by e-mail to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this letter and its exhibits also is being sent to the Proponent. Rule 14a-8(k) and SLB No. 14D provide that a shareholder proponent is required to send the company a copy of any correspondence that the proponent elects to submit to the Commission or the staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar Zagreb Business Service Centers: Johannesburg Louisville Legal Services Center: Berlin For more information see www.hoganlovells.com
\\DC - 061467/000067 - 15799601 v3

The Company intends to file its definitive 2021 proxy materials with the Commission more than 80 calendar days after the date of this letter.

THE PROPOSAL

The Proposal requests that the Company's shareholders approve the following resolution:

Resolved: Shareholders request the Board of Directors prepare a report, at reasonable cost and omitting proprietary information, on General Dynamics' human rights due diligence process to identify, assess, prevent, mitigate, and remedy actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

BASIS FOR EXCLUSION

Rule 14a-8(e)(2) – The Proposal was Received After the Deadline for Submitting Proposals for Inclusion in the 2021 Proxy Materials

A. Background

Rule 14a-8(e)(2) provides that a shareholder proposal submitted with respect to a company's regularly-scheduled annual meeting "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 stockholders in connection with the previous year's annual meeting" (emphasis added). As required by Rule 14a-5(e), the Company included in its 2020 proxy statement the deadline for receiving shareholder proposals submitted for inclusion in the 2021 proxy materials, calculated in the manner described in Rule 14a-8(e). Specifically, page 82 of the 2020 proxy statement stated:

If you wish to submit a proposal for inclusion in our proxy materials to be distributed in connection with the 2021 annual meeting, your written proposal must comply with the rules of the SEC and be received by us no later than November 26, 2020. The proposal should be sent to the Corporate Secretary, General Dynamics Corporation, 11011 Sunset Hills Road, Reston, Virginia 20190.

Under Rule 14a-8(e)(2), an annual meeting is "regularly scheduled" if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company's 2020 annual meeting was held on May 6, 2020. The Company's 2021 annual meeting is scheduled to be held on May 5, 2021, which is within 30 days of the anniversary of the 2020 annual meeting date. Accordingly, the deadline of November 26, 2020 set forth in the Company's 2020 proxy statement for a regularly scheduled annual meeting applies to shareholder proposals for the 2021 annual meeting of shareholders.

The Proponent’s letter was postmarked on November 24, 2020 and sent via Priority Mail. A copy of the envelope, with tracking number affixed, and the tracking information from the United States Postal Service (“USPS”) is attached hereto as *Exhibit B*. USPS records indicate, and the Company’s mail room has confirmed, that the Proposal was not delivered to the Company until November 30, 2020, which is four days after the deadline for receiving shareholder proposals for the 2021 annual meeting. The USPS records indicate that delivery was first attempted (but not completed) on November 28, 2020, which is two days after the deadline. In addition, the cover letter submitted with the Proposal states that the Proposal was submitted “via mail and email,” but the e-mail records of the identified recipient do not indicate that any e-mail from the Proponent submitting the Proposal was ever received.

B. Analysis

The staff has strictly enforced the deadline for the receipt of shareholder proposals under Rule 14a-8(e)(2) and has consistently concurred with the exclusion of proposals that were received after the deadline. *See, e.g., CoreCivic, Inc.* (Jan. 2, 2018) (proposal received one day after submission deadline); *Verizon Communications, Inc.* (Jan. 4, 2018) (proposal received one day after submission deadline); *Tootsie Roll Industries, Inc.* (Jan. 14, 2008) (proposal received two days after deadline, even when deadline fell on a Saturday).

As described above, and in accordance with Rule 14a-5(e) of the Exchange Act, the Company disclosed in its 2020 proxy statement the deadline of November 26, 2020 for receipt of shareholder proposals for its 2021 annual meeting of shareholders, as well as the address for submitting those proposals. However, the Proposal was not delivered to the Company until November 30, 2020—four days after the submission deadline. In addition, there is no evidence that the Company received the Proposal via e-mail submission prior to the deadline. Question C.3(d) of *Staff Legal Bulletin No. 14* (July 13, 2001) (“*SLB 14*”), encourages shareholders to “submit a proposal by a means that allows him or her to determine when the proposal was received at the company’s principal executive offices,” and the USPS tracking information for the Proposal indicates (to both the Company and the Proponent) that the Proposal was not received until November 30, 2020.

Consistent with the no-action letters cited above, the Company believes that the Proposal may be excluded from the 2021 proxy materials pursuant to Rule 14a-8(e)(2) because the Proposal was received at the Company’s principal executive offices after the deadline for submitting shareholder proposals for the 2021 annual meeting of shareholders.

The Company has not provided the Proponent with the 14-day notice under Rule 14a-8(f)(1) because such notice is not required by that provision if the defect in a proposal cannot be cured. Both Rule 14a-8(f)(1) and Question C.6.c. of *SLB 14* cite the failure of a proponent to submit a proposal by the submission deadline as an example of a defect that cannot be remedied and, therefore, is not subject to the 14-day notice requirement of Rule 14a-8(f)(1).

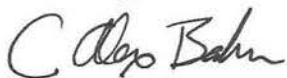
U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of the Chief Counsel
December 8, 2020
Page 4

CONCLUSION

For the reasons stated above, it is our view that the Company may exclude the Proposal from its 2021 Proxy Materials pursuant to Rule 14a-8(e)(2). We request the staff's concurrence in our view or, alternatively, confirmation that the staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal.

If you have any questions or need additional information, please feel free to call me at (202) 637-6832. When a written response to this letter is available, I would appreciate your sending it to me by e-mail at alex.bahn@hoganlovells.com.

Sincerely,



C. Alex Bahn

Enclosures

cc:

Gregory S. Gallopoulos (General Dynamics Corporation)
Mary Beth Gallagher, Investor Advocates for Social Justice
Sr. Chris Treichel, OSF, Franciscan Sisters of Allegany, NY

Exhibit A

Copy of the Proposal and Related Correspondence

FRANCISCAN SISTERS OF ALLEGANY
ATTN: TREASURY
PO BOX W
ST BONAVENTURE, NY 14778

GREGORY S. GALLOPOULOS
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
GENERAL DYNAMICS CORPORATION
11011 SUNSET HILLS ROAD
RESTON, VIRGINIA 20190



Franciscan Sisters of Allegany, NY

Mailing Address:
P.O. Box W
St. Bonaventure, NY 14778-2302

November 24, 2020

Gregory S. Gallopoulos
Senior Vice President, General Counsel and Secretary
General Dynamics Corporation
11011 Sunset Hills Road
Reston, Virginia 20190

Via mail and email to: ggallopoulos@generaldynamics.com

Dear Mr. Gallopoulos:

The Franciscan Sisters of Allegany, NY are Catholic institutional investors committed to aligning our investments with our values as part of our mission to promote social justice and human rights. We participate in the work of Investor Advocates for Social Justice, formerly the Tri-State Coalition for Responsible Investment, and have appreciated the dialogues colleagues have had with General Dynamics on concerns related to immigrants' rights and COVID-19 response.

We believe that robust human rights due diligence is critical to General Dynamics' ability to address its significant actual and potential human rights impacts. In the spirit of continuous improvement, we hope to continue dialogue and offer the enclosed proposal on Human Rights Disclosure.

The Franciscan Sisters of Allegany, NY is the beneficial owner of 20 shares of General Dynamics Corporation stock. The Franciscan Sisters of Allegany, NY has held stock continuously for over one year and intends to retain the requisite number of shares through the date of the Annual Meeting. A letter of verification of ownership is forthcoming.

I am hereby authorized to notify you of our intention to file the attached proposal requesting a report on human rights disclosure. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulation of the Securities and Exchange Act of 1934.

Please address all communication regarding this resolution to Mary Beth Gallagher, Executive Director of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800. Please also email a copy to srgloria@hotmail.com. We look forward to constructive dialogue about these concerns.

Sincerely,

Sr. Chris Treichel, OSF
Treasurer

Women of Hope Embracing All Creation ◊ Serving God's People in the United States, Jamaica, Brazil, and Bolivia

Street Address: 115 East Main Street, Allegany, NY 14706-1318 ◊ 716-373-0200 ◊ Fax 716-372-5774
www.alleganyfranciscans.org

Whereas: As the third-largest defense company in the world, supplying weapons to conflict-affected and high-risk areas and manufacturing nuclear weapons, General Dynamics is exposed to significant actual and potential human rights risks. The use of its weapons and technologies may violate the rights to life, liberty, personal security, privacy, non-discrimination, peaceful assembly, and association.

According to the UN Guiding Principles on Business and Human Rights (UNGPs), companies have a responsibility to respect human rights, which is distinct and separate from that of states. The UNGPs outline steps for human rights due diligence necessary to identify, prevent, and mitigate adverse human rights impacts that a company may cause, contribute to, or be linked to. Business linked to conflict-affected and high-risk areas, where there is a high likelihood of severe impacts such as war crimes or violations of international humanitarian law, warrants heightened due diligence from companies. However, a 2019 Amnesty International report found that the defense industry is failing to meet its human rights due diligence responsibilities.¹

While General Dynamics includes human rights in its “Ethos” and states that it recognizes the importance of embedding human rights, the company provides no evidence of effective due diligence systems to implement a commitment. Failure to carry out effective human rights due diligence exposes General Dynamics and its investors to legal, financial, and reputational risks.²

A component manufactured by General Dynamics is linked to the 2018 school bus bombing carried out by the Saudi Arabian Armed Forces in Yemen, which resulted in the deaths of dozens children and has been recognized as a war crime.³ The company has also repeatedly supplied a wide range of weapons systems and munitions to the Israeli Defense Forces, including weaponry reportedly used in attacks on Palestinian civilians that constitute human rights violations and war crimes.⁴

General Dynamics has several nuclear weapons contracts, including to produce components of Trident missiles for the U.S. and U.K.⁵ The company faces increasing regulatory and reputational risks as the Treaty on the Prohibition of Nuclear Weapons enters into force in 2021. Investors have identified the Treaty as a reason to withdraw investments in the company.⁶

In addition to contracts with foreign governments,⁷ General Dynamics also has highly controversial contracts with U.S. government agencies, including providing casework services publicly linked to the family separation crisis at the U.S. – Mexico border.⁸ It also supplies remote video surveillance systems which may violate rights to privacy and seeking asylum.⁹ Finally, General Dynamics faces human capital

¹ <https://www.amnesty.org/download/Documents/ACT3008932019ENGLISH.PDF>

² https://www.codepink.org/general_dynamics

³ <https://www.hrw.org/news/2018/09/02/yemen-coalition-bus-bombing-apparent-war-crime#>

⁴ <https://investigate.afsc.org/company/general-dynamics>

⁵ <https://www.dontbankonthebomb.com/general-dynamics/>

⁶ <https://www.abp.nl/english/press-releases/abp-pension-fund-excludes-tobacco-and-nuclear-weapons.aspx>

⁷ <https://www.defensenews.com/congress/2020/05/07/general-dynamics-saw-1-billion-bump-after-canada-saudi-accord/>

⁸ <https://govtribe.com/award/federal-idv-award/indefinite-delivery-contract-hhsp233201500177i>;
<https://qz.com/1309460/defense-contractors-like-general-dynamics-are-profiting-from-child-detention-and-you-might-be-too/>

⁹ <https://investigate.afsc.org/company/general-dynamics>

management risks related to worker health and safety, including exposure to COVID-19, and labor strikes.¹⁰

Resolved: Shareholders request the Board of Directors prepare a report, at reasonable cost and omitting proprietary information, on General Dynamics' human rights due diligence process to identify, assess, prevent, mitigate, and remedy actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

¹⁰ <https://www.navytimes.com/news/your-navy/2020/08/23/shipbuilders-approve-3-year-pact-ending-months-long-strike-at-bath-i>; <https://www.newscentermaine.com/article/news/health/coronavirus/maine-cdc-identifies-covid-19-outbreak-at-biw-with-three-confirmed-cases/97-da09986d-f5d5-4486-8eb1-8377f1c8d0cb>

From: Ellen Weaver <ejweaver@fsallegany.org>
Sent: Monday, November 30, 2020 12:18 PM
To: Gallopoulos, Gregory <ggallopoulos@generaldynamics.com>
Cc: Mary Beth Gallagher <mbgallagher@iasj.org>; 'Chris J. Treichel' ***
*** ; 'Gloria Oehl' ***

Subject: Additional Shareholder Participation Documents

Dear Mr. Gallopoulos,

Pursuant to our filing of the shareholder proposal on Human Rights Disclosure on November 24, 2020, please find attached a verification of ownership of 20 shares of General Dynamics stock. The Franciscan Sisters of Allegany intend to hold these shares through the Annual Shareholder Meeting.

The two attached items are also being mailed to your attention today.

Sincerely,

Ellen J Weaver

Finance Manager / Franciscan Sisters of Allegany

PO Box W, St Bonaventure, NY 14778

Phone: 716-373-0200 Ext. 3209

Fax: 716-372-5774



Franciscan Sisters of Allegany, NY

Mailing Address:
P.O. Box W
St. Bonaventure, NY 14778-2302

Nov 27, 2020

Gregory S. Gallopoulos
Senior Vice President, General Counsel and Secretary
General Dynamics Corporation
11011 Sunset Hills Road
Reston, Virginia 20190

Via mail and email to: ggallopoulos@generaldynamics.com

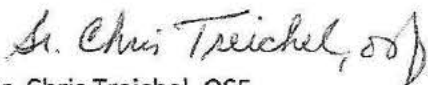
Dear Mr. Gallopoulos:

Pursuant to our filing of the shareholder proposal on Human Rights Disclosure on November 24, 2020, please find enclosed verification of ownership of 20 shares of General Dynamics stock. The Franciscan Sisters of Allegany intend to hold these shares through the Annual Shareholder Meeting.

Please address all communication regarding this matter to Mary Beth Gallagher, Executive Director of Investor Advocates for Social Justice located at 40 South Fullerton Ave, Montclair, NJ 07042, email address: mbgallagher@iasj.org and phone number (973) 509-8800. Please also email a copy to ***
We look forward to constructive dialogue about these concerns.

Kindly confirm receipt of the verification.

Sincerely,


Sr. Chris Treichel, OSF
Treasurer



November 27, 2020

Franciscan Sisters Of Allegany
P.O. Box W
Saint Bonaventure, NY 14778

Account #:***

Questions: +1 877-594-2578
x53583

Important information about your account.

Dear Ellen Weaver,

I am writing to confirm that 20 shares of General Dynamics (GD) are held in the above references account for Franciscan Sisters of Allegany, Margaret M Kimmins, Margaret Magee, Gloria Oehl, Patricia A Treichel and Ellen J Weaver are authorized agents for this account.

As of the date of this letter, shares have been continuously held in this account for more than one year.

This letter is for informational purposes only and is not an official record. Please refer to your statements and/or trade confirmations as they are the official record of your account(s).

Thank you for choosing Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at +1 877-594-2578 x53583.

Sincerely,

Will Burnsed

Will Burnsed
ESCALATION SUPPORT
3000 Schwab Way
WESTLAKE, TX 76262

Exhibit B

Copy of the Submission Envelope and USPS Tracking Information

PRIORITY®
★ MAIL ★

FLAT RATE ENVELOPE
ONE RATE ★ ANY WEIGHT*



* Domestic only.

PRESS FIRMLY TO SEAL

PRESS FIRMLY TO SEAL

PRIORITY®
★ MAIL ★

 **DATE OF DELIVERY SPECIFIED***

 **USPS TRACKING™ INCLUDED***

 **INSURANCE INCLUDED***

 **PICKUP AVAILABLE**

* Domestic only

VISIT US AT USPS.COM®
ORDER FREE SUPPLIES ONLINE



EP14H July 2013
OD: 10 x 5

This packaging is the property of the U.S. Postal Service® and is provided solely for use in sending Priority Mail® shipments. Misuse may be a violation of federal law. This packaging is not for resale.

PRIORITY®
★ MAIL ★

FLAT RATE ENVELOPE
ONE RATE ★ ANY WEIGHT*

APPLY PRIORITY MAIL POSTAGE HERE



quadiant

PRIORITY MAIL

\$007.75⁰

11/24/2020 ZIP 14706
043M31216557

US POSTAGE

 **UNITED STATES
POSTAL SERVICE®**

*** **USPS TRACKING #**

LAB400R Aug 2013
7680-17-090-0669

EP14H July 2013 Outer Dimension: 10 x 5

Track Another Package +

Tracking Number: ***

[Remove X](#)

Your item was delivered to the front desk, reception area, or mail room at 11:04 am on November 30, 2020 in RESTON, VA 20190.

Delivered

November 30, 2020 at 11:04 am
Delivered, Front Desk/Reception/Mail Room
RESTON, VA 20190

Get Updates 

Feedback

Text & Email Updates 

Tracking History 

November 30, 2020, 11:04 am

Delivered, Front Desk/Reception/Mail Room
RESTON, VA 20190

Your item was delivered to the front desk, reception area, or mail room at 11:04 am on November 30, 2020 in RESTON, VA 20190.

November 28, 2020, 9:41 am

Delivery Attempted - No Access to Delivery Location
RESTON, VA 20190

November 28, 2020, 7:10 amOut for Delivery
RESTON, VA 20190**November 28, 2020, 5:38 am**Arrived at Post Office
RESTON, VA 20190**November 28, 2020, 1:27 am**Departed USPS Regional Destination Facility
DULLES VA DISTRIBUTION CENTER**November 27, 2020, 11:17 pm**Arrived at USPS Regional Facility
DULLES VA DISTRIBUTION CENTER**November 27, 2020, 7:20 pm**Departed USPS Facility
HYATTSVILLE, MD 20785**November 27, 2020, 6:17 pm**Arrived at USPS Facility
HYATTSVILLE, MD 20785**November 27, 2020, 9:55 am**Departed USPS Regional Facility
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER**November 26, 2020, 9:26 pm**Arrived at USPS Regional Origin Facility
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER**November 26, 2020**

In Transit to Next Facility

November 24, 2020, 6:52 pmDeparted Post Office
ALLEGANY, NY 14706

Feedback

November 24, 2020, 5:06 pm

USPS in possession of item

ALLEGANY, NY 14706

Product Information



See Less ^

Can't find what you're looking for?

Go to our FAQs section to find answers to your tracking questions.

FAQs

Feedback