October 14, 2020

Via Email to shareholderproposals@sec.gov

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

Re: MarineMax, Inc. – Withdrawal of request dated October 9, 2020
in connection with a proposal submitted by Pro Cap NYC llc

Ladies and Gentlemen:

The purpose of this letter is to withdraw the request made on behalf of MarineMax, Inc., a Florida corporation (the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, that the Staff of the Division of Corporation Finance (the "Staff') of the Securities and Exchange Commission concur with MarineMax's view that the Company may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by Pro Cap NYC llc ("Pro Cap") from the proxy materials to be distributed by the Company in connection with its 2021 annual meeting of shareholders (the "2021 Proxy Materials").

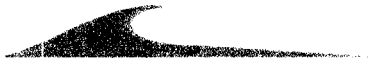
Following the Company's submission to the Staff, Mr. Herbert A. Denton of Pro Cap NYC llc informed me that Pro Cap has no intention of submitting such Proposal for the 2021 annual meeting of shareholders. Accordingly, the Company hereby withdraws the request set forth therein.

If you have any questions with respect to this matter, please contact me directly at (727)431-9842 or by email at Manny.Alvare@marinemax.com.

Sincerely,

Manny A. Alvare, III
Corporate Counsel

cc: Herbert A. Denton
Pro Cap NYC llc
1392 Madison Avenue #111
New York, NY 10029
bert@procapnyc.comExhibit A



October 9, 2020

Via Email to shareholderproposals@sec.gov

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

Re: Shareholder Proposal from Pro Cap NYC llc

Ladies and Gentlemen:

I am writing on behalf of MarineMax, Inc., a Florida corporation ("MarineMax" or the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to request that the Staff of the Division of Corporation Finance (the "Staff') of the Securities and Exchange Commission concur with MarineMax's view that, for the reasons stated below, the Company may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by Pro Cap NYC llc (the "Proponent") from the proxy materials to be distributed by the Company in connection with its 2021 annual meeting of shareholders (the "2021 Proxy Materials").

Pursuant to Rule 14a-8(j), this letter is being submitted to the Commission no later than eighty days before the Company files its definitive 2021 Proxy Materials. In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), this letter is also being submitted by email to shareholderproposals@sec.gov. A copy of this letter is also being sent by email to the Proponent as notice of the Company's intention to omit the Proposal from the Company's 2021 proxy materials.

A copy of the Proposal and related correspondence is attached to this letter as Exhibit A.

THE PROPOSAL

The Proponent requests that the Company include a proposal to declassify the Company's Board of Directors on the ballot for the Company's upcoming annual meeting of shareholders. The Proposal continues with a lengthy position paper providing information and analysis that supports the Proponent's argument for declassification. We have included a copy of this communication pursuant to Rule 14a-8(j)(2)(i).

BASIS FOR EXCLUDING THE PROPOSAL

The Company believes that the Proposal May be Excluded from the 2021 Proxy Materials for failure to comply with Rule 14a-8(b) and Rule 14a-8(d), Because No Proof of Ownership Was Provided to Establish Eligibility and Because the Proposal Exceeded the Five Hundred Word Limit.

In accordance with Rule 14a-8(f)(1) and Section C.6.c of Staff Legal Bulletin No. 14 (July 13, 2001), the Company provided the Proponent with notice of the Proposal's defects in a letter dated August 27, 2020

(the "Notification") and allowed for a 14-day response. The Notification outlined that the Proponent failed to provide any proof of ownership required by Rule 14a-8(b) of the Exchange Act and the Proposal exceeded the five hundred word limit of Rule 14a-8(d).

While the Proposal did state that the Proponent is, and has been a shareholder of the Company, it did not provide a written statement from the "record" holder of those securities verifying that, at the time the Proponent submitted its proposal, it continuously held the securities for at least one year. The Proponent also failed to include its written statement that it intends to continue to hold the securities through the date of the meeting of shareholders. The Company did search its listed shareholder list and checked with its transfer agent in order to confirm whether the Proponent was a shareholder. Neither the Company nor the transfer agent was able to confirm the Proponent was a shareholder and the Proponent failed to provide a response within the required fourteen day deadline.

Additionally, the Proposal exceeds the five hundred word limit imposed by Rule 14a-8(d) of the Exchange Act. The Notification outlined this defect in the Proposal and the Proponent failed to provide a response with the required fourteen-day deadline.

CONCLUSION

The Company believes the Proposal may be omitted in its entirety from the Company's 2021 proxy materials because: (i) the Proponent failed to confirm its eligibility to submit a proposal under Rule 14a-8(b) and (ii) the Proposal exceeded the five hundred-word limit under Rule 14a-8(d). Accordingly, the Company respectfully requests the Staff's concurrence with its decision to omit the Proposal from its 2021 proxy materials, and further requests confirmation that the Staff will not recommend enforcement action against the Company if the Company so omits the Proposal.

Sincerely,

Manny A. Alvare, III
Corporate Counsel

Attachment

cc: Herbert A. Denton
Pro Cap NYC llc
1392 Madison Avenue #111
New York, NY 10029
bert@procapnyc.com

Exhibit A

Herbert A. Denton
Pro Cap NYC llc
[redacted]

August 10th, 2020

Mr. William H. McGill Jr.
Executive Chairman
MarineMax, Inc.
[redacted]

Board Communication for Distribution

Dear Directors,

Re: Board Declassification at MarineMax, Inc.

We write, once again, to provide more detail, substance and customized specificity to our prior communications on the impropriety of maintaining a classified Board. We respectfully request that the Board put declassification on the ballot of MarineMax, Inc.'s ("HZO" or the "Company") up-coming Annual Meeting of Shareholders. This will not only provide significant value to the shareholders, but will also remove a restrictive defensive measure that is unjustified under the present circumstances. As an initial matter, to address any question you might have, we have been and are a shareholder of HZO.

Our enclosed position paper contains valuable information and analysis relating to whether there can be any justification for a staggered board at HZO as well as common sense action steps to help you fulfill your fiduciary duties. Should you conclude that a need exists for NZO to have a staggered Board, we shall appreciate if you would identify for us the 'perceived threat to the Company' that you believe supports and justifies burdening NZO and its shareholders with this stricture that diminishes shareholder value.

Absent any such justification, you have an excellent opportunity to remove HZO's classification consistent with your fiduciary duties.

Our previous efforts at establishing a dialog with you on this topic have not generated a substantive response. We hope that is the result of an oversight in these challenging times and we request that we at least receive the courtesy of a response.

We thank you in advance for your response.

Sincerely,

Herbert A. Denton
[redacted]

Declassification Revisited at MarineMax, Inc.

I. The Central Question

MarineMax, Inc. has instituted a 'classified' board as a defensive measure since at least 1999. **What threat to the Company has existed for over 21 years that justifies classification of the Board today?**

II. Evolving External Changes Severely Diminish the Justification for Classification

Three profoundly important external changes have evolved and coalesced since 1987 that serve to challenge the Company's classified Board structure as a defensive measure. The oft-cited justification of "stability and continuity" is now assured by a variety of other ways that also do not reduce your accountability to the Company's shareholders.

A. Institutional Investors' codification of annual elections as a "Best Practice"

Institutional investors own over 97% of the Company's shares.

The number of Issuers with classified Boards has been reduced to 36% of the issuers in the Russell 3000 Index. This figure has been declining in recent years by 7% annually. We point out that at least 451 of the S&P 500 companies do not feature classification as a defensive measure to counter a supposed threat to the Company that, by the way, does not appear in the Risk Factors sections of the Company's Form 10-K.

Institutional Shareholder Services ('ISS'), the arbiter of "best practices," judges classified Board structures so poorly that the companies with such a governance structure have their overall Corporate Governance scores severely penalized. Action Step: Directors are able to ascertain from ISS just how much their total score would be improved by declassification. Please note that the Company's overall Corporate Governance quality score is 4 (a "B" grade) that is negatively impacted by its Shareholder Rights score of 5 (a "C" grade).

B. Demise of 'corporate raiders'

The practice of 'greenmail,' essentially, an unwholesome tactic of holding up companies to be bought out, was a phenomenon of the 1970's and early 1980's that helped to proliferate several defensive measures such as the 'poison pill'; super-majority voting; and classified Boards. That threat to the Company, however, was extinguished in 1987 when the IRS instituted a 50% excise tax on 'green-mail' profits.

C. Rise of Index Funds (Vanguard, BlackRock, State Street)

1. These Indexers typically hold more than 20% of each Issuer in the Russell 3000 Index **including the Company at 29%.** Having managed 36 proxy contests, I can

state that due to very similar voting policies and practices, this level of concentration serves to make these permanent investors the 'swing vote' in a contested election. In effect, the Indexers function as though the Company had a classified Board – even better as per the example below.

2. These Funds habitually refrain from voting for dissident shareholders' alternative slates of director nominees – even for a single seat; never mind several seats; and only very rarely for a majority of Board seats. As such, they perform quite like a classified Board. The Indexers are true friends of 'stability and continuity.' Action Step: You might consider inviting a representative of Vanguard or BlackRock to discuss their approach to contested elections with the Board.

   a. Virtually Unanimous Institutional Support for Declassification

So far, the median institutional vote in 2020 FOR management supported declassifications is 98.4%.

Top Institutional Holders

Blackrock Inc	4,010,382	Mar 30, 2020	18.54%	41,788,180
Eagle Asset Management Inc	2,538,822	Mar 30, 2020	11.74%	26,454,525
Dimensional Fund Advisors LP	1,883,039	Mar 30, 2020	8.71%	19,621,266
Carillon Tower Advisers, Inc	1,715,026	Mar 30, 2020	7.93%	17,870,570
Vanguard Group, Inc. (The)	1,550,265	Mar 30, 2020	7.17%	16,153,761
Wellington Management Company, LLP	941,036	Mar 30, 2020	4.35%	9,805,595
American Century Companies, Inc.	793,085	Mar 30, 2020	3.67%	8,263,945
State Street Corporation	787,188	Mar 30, 2020	3.64%	8,202,498
Granahan Investment Management Inc.	579,959	Mar 30, 2020	2.68%	6,043,172
Fuller & Thaler Asset Management Inc	337,665	Mar 30, 2020	1.56%	3,518,469

"Stability and Continuity": Who Decides?

1. Directors who earn hundreds of thousands of dollars annually for a few meetings have a conflict of interest.

2. Highly sophisticated institutional investors with 300 to 400 positions face this issue multiple times a year; whereas a director on a board is unlikely to face this issue even once in 10 years of service.

VIA OVERNIGHT COURIER

August 27, 2020

Pro Cap NYC llc
[redacted]

Dear Mr. Denton:

Thank you for your recent communication. MarineMax, Inc. (the "Company") is interested in a dialog with you concerning the August 10, 2020 letter sent by you to Mr. McGill in his capacity as the Executive Chairman of the Company's Board of Directors, which requests that the Board of Directors (the "Board") add a proposal to the ballot for its 2021 Annual Meeting of Shareholders to declassify its Board (the "Demand"). Before beginning this dialog, we need to point out that, as a technical matter, your request has several deficiencies.

1. No proof of share ownership has been provided as required by Rule 14a-8(b) of the Securities Exchange Act of 1934 (the "Exchange Act");

2. The proposal does not contain certain information required by Section 2.13(c)(2)(C) of the Company's bylaws, including, but not limited to, the following:

   i. the text of the proposal (including the text of any resolutions proposed for consideration) and any material interest in the passage of the proposed resolutions that you may have;

   ii. as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made:

   - the name and address of such shareholder, as they appear on the Company's books, and of such beneficial owner;
   - the class, series, and number of shares of capital stock of the Company which are owned beneficially and of record by such shareholder and such beneficial owner;
   - a representation that the shareholder is a holder of record of stock of the Company entitled to vote at such meeting and such shareholder (or a qualified representative of such shareholder) intends to appear in person or by proxy at the meeting to present such proposal; and

- a representation whether the shareholder or the beneficial owner, if any, intends or is part of a group which intends: (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to approve or adopt the proposal and/or (2) otherwise to solicit proxies from shareholders of the Company in support of the proposal; and

3. The proposal appears to exceed the 500 word limit imposed by Rule 14a-8(d) of the Exchange Act.

Assuming that point 1 can be appropriately addressed, the Company will consider the request and engage in discussions with you on the subject. You have fourteen calendar days to respond to this letter. If you have any questions related to this response, please feel free to call the undersigned at [redacted]

Very truly yours,

Michael H. McLamb
Chief Financial Officer