JONES DAY

500 GRANT STREET, SUITE 4500 • PITTSBURGH, PENNSYLVANIA 15219.2514

TELEPHONE: +1.412.391.3939 • FACSIMILE: +1.412.394.7959

August 28, 2020

VIA EMAIL (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: *Alcoa Corporation*
Omission of Stockholder Proposal of Bethann W. Richter
Rule 14a-8 under the Securities Exchange Act of 1934

Ladies and Gentlemen:

This letter is to inform you that our client, Alcoa Corporation ("***Alcoa***" or the "***Company***"), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Stockholders (collectively, the "***2021 Proxy Materials***") a stockholder proposal and statement in support thereof (the "***Proposal***") received by the Company from George Fox, Director of National Accounts, RDS Services, LLC (the "***Representative***") on behalf of Bethann W. Richter (the "***Proponent***"). We request confirmation that the staff of the Division of Corporation Finance (the "***Staff***") will not recommend to the Securities and Exchange Commission (the "***Commission***") that enforcement action be taken if the Company omits the Proposal from its 2021 Proxy Materials for the reasons discussed below.

In accordance with Section C of Staff Legal Bulletin No. 14D (November 7, 2008) ("***SLB 14D***"), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov in lieu of filing six paper copies of this request, as otherwise specified in Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"). Pursuant to Rule 14a-8(j) promulgated under the Exchange Act, we have:

- filed this letter with the Commission no later than 80 calendar days before the date that the Company intends to file its definitive 2021 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Representative and the Proponent.

This letter informs the Representative and the Proponent of Alcoa's intention to omit the Proposal from its 2021 Proxy Materials. Rule 14a-8(k) under the Exchange Act and Section E of SLB 14D provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking

this opportunity to inform the Representative and the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned, on behalf of the Company, pursuant to Rule 14a-8(k) and SLB 14D.

BACKGROUND

On May 22, 2020, Alcoa received from the Representative a letter on behalf of the Proponent dated May 7, 2020 and submitted to Alcoa via United States Postal Service First Class Mail on May 19, 2020, which contained the Proposal and a request that the Proposal be included in Alcoa's 2021 Proxy Materials. The text of the resolution contained in the Proposal is set forth below. A copy of the letter submitting the Proposal is attached hereto as Appendix A.

> **RESOLVED**: That shareholders of Alcoa USA Corp, assembled at the annual meeting in person and by proxy, to demand that the Board of Directors immediately engage *RDS Services, LLC* to conduct a ***Retiree Drug Subsidy Reopening*** to evaluate and recover the estimated (**$1,246,714.52**) and (**$ 890,469**) speciality drug subsidies, in additional unclaimed Federal Drug Subsidies due Alcoa USA Corp. Thereby enhanceing shareholder value by increasing dividends or increasing share price. The shareholders further request that the Board annually engage RDS Services, LLC to maximize the Federal Retiree Drug Subsidy.

The Proposal was accompanied by an undated letter on RDS Services, LLC letterhead claiming to be from TD Ameritrade (the "***First Ameritrade Letter***"). The First Ameritrade Letter purported to verify the Proponent's ownership of the requisite amount of Alcoa shares for the one-year period preceding and including May 19, 2020, and stated, in pertinent part:

> As you requested, each purchase, date and cost per share of the stocks you currently hold is listed below.
>
> Ticker Symbol: AA
>
> Purchase Date: Apr 24, 2019
>
> Shares Valuation: $5,660.00

See Exhibit C of Appendix A attached hereto. No additional stock ownership information was provided. The First Ameritrade Letter failed to provide verification of the Proponent's *continuous* ownership of the required amount of Alcoa shares for at least the one-year period prior to and including the date the Representative submitted the Proposal on behalf of the Proponent (*i.e.*, May 19, 2020). In addition, the Company reviewed its stock records, which did not indicate that the Proponent was the record owner of any shares of Alcoa common stock.

Accordingly, on June 2, 2020, which was within 14 days of the date that Alcoa received the Proposal, Alcoa sent the Representative and the Proponent a letter acknowledging receipt of the Proposal and notifying them of the Proposal's procedural deficiencies as required by Rule 14a-8(f) under the Exchange Act (the "***Deficiency Letter***"), including certain deficiencies related to (i) the submission of a proposal by proxy and (ii) sufficient proof of continuous ownership of the requisite amount of Alcoa shares for the required one-year period. In the Deficiency Letter, attached hereto as Appendix B, Alcoa informed the Representative and the Proponent (i) of the requirements of Rule 14a-8 under the Exchange Act, (ii) of the type of statement or documentation necessary to demonstrate (a) the Representative's legal authority to submit the Proposal on behalf of the Proponent and (b) beneficial ownership under Rule 14a-8(b) for purposes of curing the procedural deficiencies, and (iii) that any response correcting the defects needed to be submitted to Alcoa within 14 days of receipt of the Deficiency Letter. Enclosed with the Deficiency Letter were copies Rule 14a-8, Staff Legal Bulletin No. 14F, Staff Legal Bulletin No. 14G, and Staff Legal Bulletin No. 14I.

Subsequently, on June 15, 2020, Alcoa received a second letter from the Representative on behalf of the Proponent (the "***Response Letter***"). A copy of the Response Letter is attached hereto as Appendix C. The Response Letter was also accompanied by a second letter from TD Ameritrade dated June 9, 2020 (the "***Second Ameritrade Letter***") further purporting to verify the Proponent's ownership of the requisite amount of Alcoa shares for the one-year period preceding and including May 19, 2020, which stated, in pertinent part:

> Here is the purchase information you requested. Shares have been continuously held from their respective purchase dates and are held in street name registered to Bethann W Richter Rollover Ira Td Ameritrade Clearing, Custodian. In addition, TD Ameritrade's DTC number is 0188.
>
> ***AA – ALCOA CORP***
> 04/24/2019 – Purchased 100 shares at $28.3045 per share for a total of $2,830.45
> ***AA – ALCOA CORP***
> 07/9/2019 – Purchased 100 shares at $21.2642 per share for a total of $2126.42

See Exhibit C of Appendix C attached hereto. The Second Ameritrade Letter failed to provide verification of the Proponent's continuous ownership of the required amount of Alcoa shares for at least the one-year period prior to and including the date the Representative submitted the Proposal on behalf of the Proponent (*i.e.*, May 19, 2020). Therefore, the Representative and Proponent have failed to demonstrate the Proponent's eligibility to submit a Rule 14a-8 proposal.

The deadline for responding to the Deficiency Letter was June 16, 2020, which is 14 calendar days from June 2, 2020, the date the Representative received the Deficiency Letter. As of the date of this letter, the Company has not received any additional correspondence from the Proponent or the Representative.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that Alcoa may exclude the Proposal from its 2021 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) under the Exchange Act, as the Proponent failed to provide proof of continuous ownership of the required amount of Alcoa shares for at least the one-year period prior to and including the date the Representative submitted the Proposal on behalf of the Proponent (*i.e.*, May 19, 2020) after receiving notice of such deficiency.

ANALYSIS

The Proposal may be excluded under Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has not demonstrated continuous ownership of at least $2,000 in market value, or 1%, of the Company's securities for the required period.

Rule 14a-8(b)(1) under the Exchange Act provides that, to be eligible to submit a Rule 14a-8 proposal, a stockholder must have continuously held at least $2,000 in market value, or 1%, of the applicable company's securities entitled to be voted on the proposal at the meeting for at least one year by the date the proposal is submitted and must continue to hold those securities through the date of the meeting. Section C(1)(c) of Staff Legal Bulletin No. 14 (July 13, 2001) ("***SLB 14***") specifies that when the stockholder is not the registered holder, the stockholder is responsible for proving his or her eligibility to submit a proposal to the company, which the stockholder may do by one of two ways provided in Rule 14a-8(b)(2). Rule 14a-8(b)(2) provides that if the stockholder is not a registered holder, one method by which the stockholder may prove eligibility is by submitting to the company a written statement from the "record" holder of the securities verifying that, at the time the proposal was submitted, the stockholder continuously held the required securities for at least one year.

Section C(1)(a) of SLB 14 further specifies that, in order to determine whether a stockholder satisfies the $2,000 threshold for a company whose stock is listed on the New York Stock Exchange, the market value of the stockholder's shares is determined by multiplying the number of securities the stockholder held for the required one-year period by the highest selling price during the 60 calendar days before the stockholder submitted the proposal. SLB 14 indicates that for purposes of this calculation, it is important to note that a security's highest selling price is not necessarily the same as its highest closing price.

According to the Second Ameritrade Letter, as of the date the Proposal was submitted, the Proponent held a total of 200 shares of Alcoa common stock in street name through her broker, TD Ameritrade. Of these 200 shares, only 100 shares, purchased on April 24, 2019, were held continuously for at least the one-year period prior to and including the date the Representative submitted the Proposal on behalf of the Proponent (*i.e.*, May 19, 2020). The 100 shares purchased on July 9, 2019 were held continuously only for approximately 10 months prior to the date the Representative submitted the Proposal to Alcoa.

Based on the Second Ameritrade Letter, the Proponent did not continuously hold the requisite number of Alcoa's shares for the one-year period preceding and including May 19, 2020 (the Proposal submission date) because the market value of the 100 shares acquired on April 24, 2019 did not meet the requisite $2,000 threshold at any point during the 60-day calendar period preceding and including May 19, 2020, as required by Section C(1)(a) of SLB 14 and Rule 14a-8(b)(1). The highest selling price for shares of Alcoa's common stock during the 60-day calendar period preceding and including May 19, 2020 was $8.90 per share, and the market value of the Proponent's holdings based on such price was only $890 (100 shares x $8.90 per share). Such amount is significantly less than the $2,000 market value required for a valid proposal submission under Rule 14a-8(b)(1) and SLB 14. Even if all 200 shares described in the Second Ameritrade Letter had been held continuously for the required time period, the value of the 200 shares still does not meet the requisite $2,000 threshold, as the market value of such aggregate share holdings based on the highest selling price of $8.90 is only $1,780 (200 shares x $8.90 per share). This amount is also below the $2,000 threshold required by Rule 14a-8(b)(1) and SLB 14. In addition, as stated in the Company's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2020 and June 30, 2020, as of April 24, 2020 and July 24, 2020, there were 185,918,829 and 185,924,291 shares of the Company's common stock outstanding, respectively. The shares held by the Proponent represent less than 1% of the Company's securities entitled to be voted at Alcoa's next annual meeting of stockholders. Accordingly, the Second Ameritrade Letter failed to establish that the Proponent satisfied the minimum share ownership requirements for the requisite period by the date the Proposal was submitted.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f) where the proponent has failed to provide satisfactory evidence of continuous ownership of at least $2,000 in market value, or 1%, of the company's securities, as required by Rule 14a-8(b)(1). *See, e.g.*, PG&E Corporation (avail. May 26, 2020) (concurring with the exclusion of a proposal where the proponent held 80 shares and the market value of these shares was $1,024.00); Resideo Technologies, Inc. (avail. March 27, 2020) (concurring with the exclusion of a proposal where the proponent held 114 shares and the market value of these shares was $1,427.28); The Manitowoc Company, Inc. (avail. Dec. 20, 2019) (concurring with the exclusion of a proposal where the proponent held 50 shares and the market value of these shares was $829.00); The Manitowoc Company, Inc. (avail. Dec. 17, 2018) (concurring with the exclusion of a proposal where the proponent held 50 shares and the market value of these shares was $1,344.00); QEP Resources, Inc. (avail. Dec. 27, 2017) (concurring with the exclusion of a proposal where the proponent held 200 shares and the market value of these shares was $1,854.00); Twitter, Inc. (avail. Feb. 16, 2016) (concurring with the exclusion of a proposal where the proponent held 60 shares and the market value of these shares was $1,912.20); and The Coca-Cola Company (avail. Dec. 16, 2014) (concurring with the exclusion of a proposal where the proponent held 40 shares and the market value of these shares was $1,794.80).

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including satisfying the beneficial ownership requirements of 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 timeframe. The

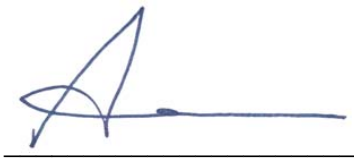
Company satisfied its obligation under Rule 14a-8 by transmitting to the Representative and the Proponent in a timely manner the Deficiency Letter, which (i) informed them that they had not provided evidence of sufficient share holdings to be eligible to submit a Rule 14a-8 proposal, (ii) advised them of how to correct the defect and provide sufficient proof of holdings, and (iii) provided a deadline for the response. Although the Representative responded on behalf of the Proponent to the Deficiency Letter within the allotted time and provided the Second Ameritrade Letter, such response did not cure the deficiencies related to the provision of sufficient proof of continuous ownership of the requisite amount of Alcoa shares for the required one-year period. Consistent with the precedent cited above, the proof of beneficial ownership provided by the Representative does not demonstrate that the Proponent has owned at least $2,000 in market value, or 1%, of the Company's securities for the requisite period by the date the Proposal was submitted. Accordingly, the Company intends to exclude the Proposal from its 2021 Proxy Materials under Rule 14a-8(f)(1) because the Representative and Proponent have failed to provide documentary support of share ownership to evidence that the Proponent is eligible to submit the Proposal under Rule 14a-8(b).

CONCLUSION

As discussed above, the Company believes, based on the foregoing, that the Proposal may be excluded from its 2021 Proxy Materials. We respectfully request the Staff's concurrence in the Company's view or, alternatively, confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its 2021 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 the undersigned at apandit@jonesday.com. If you have any questions with respect to the foregoing, please contact the undersigned at (412) 394-9547.

Sincerely,



Amy I. Pandit

Enclosures

cc: Marissa P. Earnest, Alcoa Corporation
George Fox, RDS Services, LLC
Bethann Richter

Appendix A

Proposal Letter and Related Attachments

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

May 7, 2020 12:00 By: Letter Certified 70192970000221412836
Fax:

William G. Morris, Chairman
Alcoa USA Corp (Respondant)
201 isabella Street, Suite 500
Pittsburgh, PA 15212

RE: Shareholder Proposal and Supporting Statement

Dear Mr. Morris,

Greetings and the best of wishes for your continued health and happiness.

My name is George Fox, National Director of Accounts for RDS Services, LLC. Today, May 7, 2020 12:00, I write to you after attempting to contact the head of Alcoa USA Corp benefits and finance department on behalf of the Bethann Richter (Petitioner), and a shareholder of Alcoa USA Corp and named in the Shareholder Proposal enclosed with this cover letter.

The Petitioner, as named in the accompanying Shareholder Proposal, (exhibit A) has delegated George Fox, (Representative) who serves as Director of National Accounts for RDS Services, LLC; a Michigan based company located at 50 West Big Beaver, Suite 220, Troy MI 48084, to submit the following "proposal by proxy" which is consistant with Staff Legal Bulletin 14I. The appointment of the Representaive by the Petitioner is to act on behalf of the Petitioners investment in Alcoa USA Corp, as granted by Rule 14a-8. The Representative will enjoy the full authority granted by the designation of Authorized Representative and these powers are outline in the Authorized Representative Affidavit (exhibit B).

The authority granted by the Petitioners designation is from the date of this letter, May 7, 2020 12:00 and up to and for the Alcoa USA Corp Shareholders Annual Meeting on or about May 6, 2020 10:00. If the annaul shareholder meeting has occured prior to recieving the letter or will occur within one hundread and twenty one (121) days of reciept of the letter and accompaniying Shareholder Proposal, an automatic extension to the next Alcoa USA Corp shareholder meeting is implied and the Representatives authority will continue to the next shareholder meeting that will occur within the next twelve months and one day.

To furtherance of the Representaives authority and purpose, the attached Shareholder Proposal is being submitted to the executive offices of Alcoa USA Corp by the Representative on behalf of the Petitioner as listed in the company's previous years proxy. The shareholder proposal is being submitted more than one hundred and twenty (120) days in advance of the annual shareholder meeting via certified mail and / or fax within the context of Rule 14a-8(e). The terms and conditions of the Petitioners proposal are outlined in the Shareholders Proposal attached (exhibit A).

The Shareholder has submitted with this proposal, an accounting of the holdings (exhibit C) that confirms the shareholder minimally required beneficial ownership of Alcoa USA Corp voting stock with a "Market

Value" of more than $2000 in the 60 days prior to the submission of the Shareholder Proposal. The Alcoa USA Corp stock is held in "Street Name" consistent with Rule 14a-8(b).

The shareholder has been a long-term stockholder of Alcoa USA Corp for more than three hundred and ninety six (396) days and intends to continue to hold the securities through the date of the next shareholder meeting consistent with Rule 14a-8(b)

If Alcoa USA Corp (Respondent) asserts that the Petitioners Shareholder Proposal has a defect that must be cured, all notices of the specific assertion should be mailed, certified to the Petitioners legal address at *** ** * with copies to the Representative at the office address listed in this letter signature.

The Representative intends to attend the annual shareholder meeting on behalf of the Petitioner on the date, as published in the annual statement and proxy, consistent with Rule 14a-8(h)(3). The Petitioner is submitting the enclosed Shareholder Proposal within the context of Rule 14a-8(a), 14a-8(b), 14a-8(d).

I thank you for your time and effort that you will expend on this matter. I look forward to the thoughts and comments on the proposed actions that will enhance shareholder value. Any discussion concerning modifications, amendments, withdrawls or settlements of the Shareholder Proposal, should be directed to the Representaive.

Please call me directly with any question and I look forward to speaking with you in the coming days that will proceed the annual meeting. I look forward to the time when all shareholders of the Alcoa USA Corp will get to express their decision on this vital proposal that impacts shareholder value.

Respectfully,

X_____

George Fox, LUTCF
Director of National Accounts
RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
(516)361-9404
gfox@rdsservices.us

X_____

Bethann Richter
*** ** *

CC: File-One drive
Mark Manquen

Word Count: 536

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

This is the Exhibit Cover Page

Exhibit A

Word Count 465

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

SHAREHOLDER PROPOSAL and STATEMENT (RDS-14492017)

Bethann Richter, *** , beneficially owns voting shares of Alcoa USA Corp, submits the following:

RESOLVED: That shareholders of Alcoa USA Corp, assembled at the annual meeting in person and by proxy, to demand that the Board of Directors immediately engage *RDS Services, LLC* to conduct a ***Retiree Drug Subsidy Reopening*** to evaluate and recover the estimated **($1,246,714.52)** and (**$ 890,469)** speciality drug subsidies, in additional unclaimed Federal Drug Subsidies due Alcoa USA Corp. Thereby enhanceing shareholder value by increasing dividends or increasing share price. The shareholders further request that the Board annually engage RDS Services, LLC to maximize the Federal Retiree Drug Subsidy.

Statement: You are urged to vote **"Yes"** for this proposal for the following reasons.

1.Alcoa USA Corp applies for and receives the Federal Retiree Drug Subsidy payments called the **Retiree Drug Subsidy**, for retiree drug benefit cost paid out of company earnings yearly.

2. Alcoa USA Corp has applied for and received $8,311,430.10 in Retiree Drug Subsidy for 2015, 2016, 2017, 2018.

3. RDS Services, LLC has notified the Executive management of Alcoa USA Corp of the potential Retiree Drug Subsidy payment enlargement by certified letter (#70190700000151340468) for the last twelve months or more from the date of this shareholder proposal.

4. RDS Services, LLC has a documented and proven track record of increasing and recovering additional Retiree Drug Subsidy for plan sponsors by an average increase of 115%.

5. RDS Services, LLC will recover the additionally projected $1,246,714.52 in Retiree Drug Subsidy payment at **no cost** to Alcoa USA Corp shareholders.

RDS Services, LLC has been successful in delivering Retiree Drug Subsidy recoveries that can directly increase dividends and share prices. RDS Services, LLC has recovered millions of additional dollars for large enterprise employers, exactly like Alcoa USA Corp that participate in the Retiree Drug Subsidy. The recovery of the additional subsidy dollars should reduce operating cost and increase dividends.

As the owner of Alcoa USA Corp Company stock, Bethann Richter believes the Company's has not received 100% of the drug subsidy that was due to Alcoa USA Corp, based upon the projected underpayment of $1,246,714.52 demonstrated by the RDS Services, LLC data analysis. The shareholder, Bethann Richter who advanced this proposal has seen numberious examples, of the high value provide by the Retiree Drug Subsidy Reopening process. These examples can be provided upon request.

As a committed investor in Alcoa USA Corp, the proposer's focus is for the Company to enhance value for its investors. Based on the aforesaid examples, no other subsidy improvements can unleash the Company's shares' true value like the Retiree Drug Subsidy Reopening performed by RDS Services, LLC and there is NO COST to shareholders or Alcoa USA Corp.

The Board must take advantage of this **no cost** opportunity to recover the additional Retiree Drug Subsidy and increase shareholder equity. Find More Information at www.rdsservices.us

X Bethann Richter Shareholder Date: May 7, 2020 12:00

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

This is the Exhibit Cover Page

Exhibit B

Word Count 149

Authorized Representative Affidavit

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

This agent, George Fox, herein referred to in the Shareholder Proposal as Authorized Representative, is hereby given the authority to take charge of Bethann Richter shares in Alcoa USA Corp, as Authorized Representative. In managing the shares, the agent has the authority to:

1. Buy and sell all shares that is used in connection with the shareholders accounts.

2. Sign any and all checks, notes, drafts, bills, commercial paper and documents related to the shares.

3. State accounts and prosecute, collect, or settle all claims due, that exist or may arise in connection with the shares.

4. Take control of the business, and to buy, sell, pledge or mortgage any notes, bonds, leases, contracts, security agreements and mortgages that are connected with the business; and

5. Do all other acts of management that are in connection with running the shares and or business.

Signature

Bethann Richter

***

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

This is the Exhibit Cover Page

Exhibit C

Statement from TD Bank

Shares held in "Street Name"

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

TD Ameritrade

200 South 108th Ave

Omaha, NE 68154

RE: Your TD Ameritrade Account ending in ***

Dear Bethann Richter,

Thank you for allowing me at assist you today. As you requested, each purchase, date and cost per share of the stocks you currently hold is listed below.

Ticker Symbol:	AA
Purchase Date:	Apr 24, 2019
Shares Valuation:	$5,660.00

www.tdameritrade.com

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

Affidavit of Service

State of New York, County of New York

The undersigned being duly sworn, deposes and says:

George Fox **is not a party to the action, is over the age of eighteen (18) years of age and resides at** ***

That of the date of May 7, 2020 12:00 deponent served within a "Shareholder Proposal" that is consistent with Rule 14a-8, upon Alcoa USA Corp. The enclosed Shareholdr Proposal is to be heard at the annaul meeting located at Fairmont Pittsburgh Grand Ballroom 510 Market Street Pittsburgh PA 15222.

Mode of service:

Service my mail, by depositing a true copy of the aforesaid document in a post paid properly addresses envelope, certified, in a postal office depository under the exclusive care and custody of the United States Postal Service.

_____

Signature of person serving papers

George Fox

Printed Name

Sworn to before this _____ day of _____

_____

Notary Public

Word Count 126

RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
(516) 361-9404
www.rdsservices.us

RE: Shareholder Proposal and Supporting Statement

Dear Mr. Morris,

Greetings and the best of wishes for your continued healt

Appendix B

Deficiency Letter and Related Attachments

Alcoa Corporation

Alcoa Corporate Center
201 Isabella Street, Suite 500
Pittsburgh, PA 15212-5858 USA
Tel: 412-315-2900

June 2, 2020

VIA OVERNIGHT CERTIFIED MAIL AND ELECTRONIC MAIL

Mr. George Fox
Director of National Accounts
RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
gfox@rdsservices.us

Ms. Bethann Richter
***

Dear Mr. Fox:

I am writing on behalf of Alcoa Corporation (the "***Company***"). On May 22, 2020, the Company received by certified mail a letter dated May 7, 2020 (the "***Letter***") from you on behalf of Bethann Richter (the "***Proponent***") regarding a stockholder proposal submitted by Ms. Richter pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), for inclusion in the proxy statement for the Company's annual meeting of stockholders (the "***Proposal***"). The Letter states that you are the Proponent's proxy to act on behalf of the Proponent's investment in Alcoa USA Corp and to manage her shares in Alcoa USA Corp.

The Letter, the Proposal and related materials contain certain procedural deficiencies, as set forth below, which the rules and regulations of the Securities and Exchange Commission ("***SEC***") require us to bring to your attention. Unless these deficiencies can be remedied in the appropriate timeframe required under applicable SEC rules as described below, the Company will be entitled to exclude the Proposal from its proxy materials for the Company's 2021 Annual Meeting of Stockholders.

1. **Proposals by Proxy**

The Letter and related materials do not include sufficient documentation demonstrating that you have the legal authority to submit the Proposal on behalf of the Proponent as of the date the Proposal was submitted (i.e., May 19, 2020). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) ("***SLB 14I***"), the SEC's Division of Corporation Finance ("***Division***") noted that proposals submitted by proxy, such as the Proposal, may present challenges and concerns, including

"concerns raised that [stockholders] may not know that proposals are being submitted on their behalf." Accordingly, in evaluating whether there is a basis to exclude the proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that the Division will look to whether stockholders who submit a proposal by proxy provide documentation describing the stockholder's delegation of authority to the proxy, and in general, would expect this documentation to:

- identify the stockholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted; and
- be signed and dated by the stockholder.

The Letter and related materials raise the concerns referred to in SLB 14I. Specifically, the documentation describing the Proponent's delegation of authority to you, as her proxy with respect to the Proposal (in particular, the Letter and the Authorized Representative Affidavit attached to the Letter as Exhibit B):

(i) does not accurately identify the company to which the proposal is directed. The Letter, the Authorized Representative Affidavit, and the Proposal generally refer to "Alcoa USA Corp," whereas the purported Statement from TD Bank attached to the Letter as Exhibit C refers only to the Company's ticker symbol (AA) (as further described below in Item 2 of this letter, this Statement from TD Bank is not signed, dated or printed on the bank's letterhead);

(ii) does not identify the annual meeting for which the proposal is submitted. The Letter notes that:

(a) "[t]he authority granted by the Petitioners designation is from the date of this letter, May 7, 2020 12:00 and up to and for the Alcoa USA Corp Shareholders Annual Meeting on or about May 6, 2020 10:00;"

(b) "[i]f the annaul [sic] shareholder meeting has occurred prior to receiving the letter or will occur within one hundread [sic] and twenty one (121) days of receipt of the letter and accompanying Shareholder Proposal, an automatic extension to the next Alcoa USA Corp shareholder meeting is implied and the Representatives authority will continue to the next shareholder meeting that will occur within the next twelve months and one day;" and

(c) "[t]he shareholder proposal is being submitted more than one hundred and twenty (120) days in advance of the annual shareholder meeting."

However, these statements conflict with one another and do not specifically identify (nor can it be inferred) the meeting to which the Proposal is intended to relate – the date of the

Company's 2021 Annual Meeting of Stockholders has not been designated at this time and it is not clear from the documentation whether the authority purported to be granted will continue to be valid or apply to such future meeting; and

(iii) was not dated by the Proponent (i.e., the Authorized Representative Affidavit appointing you as proxy in connection with the Proposal was signed by Ms. Richter but not dated).

To remedy these defects, the Proponent must provide documentation that confirms that on or prior to May 19, 2020 (the date you submitted the Proposal to the Company), that the Proponent had instructed or authorized you to submit this specific Proposal to the Company, specifically, on the Proponent's behalf. This documentation must (i) accurately identify Alcoa Corporation as the company to which the proposal is directed, (ii) identify the Company's 2021 Annual Meeting of Stockholders as the meeting to which the Proposal relates, and (iii) both be signed and dated by the Proponent.

2. <u>Proof of Ownership under Rule 14a-8(b)</u>

Rule 14a-8(b) of the Exchange Act provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's securities entitled to vote on the proposal for at least one year from the date that the stockholder proposal was submitted. The Company's stock records do not indicate that the Proponent is a record owner of shares of the Company's common stock (the "***Shares***") to satisfy this requirement. In addition, to date, we have not received adequate proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you or the Proponent must submit sufficient proof of the Proponent's continuous ownership of the requisite number of Shares for the one-year period preceding and including May 19, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in Division guidance, sufficient proof must be in the form of:

(1) a written statement from the "record" holder of the Proponent's Shares (usually a broker or bank) verifying that, at the time the Proposal was submitted to the Company, the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020; or

(2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5 (or amendments to those documents or updated forms) reflecting the Proponent's ownership of the requisite number of Shares, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level, and a written statement that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020.

If the Proponent intends to demonstrate her ownership by submitting a written statement from the "record" holder of her 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.), or an affiliate thereof.

Under SEC Staff Legal Bulletin Nos. 14F and 14G ("***SLB 14F***" and "***SLB 14G***," respectively), only DTC participants, or affiliates of DTC participants, are viewed as record holders of securities. The Proponent can confirm whether her broker or bank is a DTC participant or an affiliate of a DTC participant by asking her broker or bank or by checking DTC's participant list, which is available at *http://www.dtcc.com/client-center/dtc-directories*. In these situations, stockholders need to obtain proof of ownership from the DTC participant or an affiliate of a DTC participant through which the securities are held, as follows:

(1) If the broker or bank is a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit a written statement from the broker or bank verifying that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020 (i.e., this written statement and the written statements described in (2) below should be printed on the entity's letterhead, dated, and signed by an authorized person for such entity).

(2) If the broker or bank is not a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant or affiliate of a DTC participant through which the Shares are held verifying that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020. If the Proponent's broker is an introducing broker, the Proponent also may be able to learn the identity and telephone number of the DTC participant or affiliate of a DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements generally will be a DTC participant or an affiliate of a DTC participant. If the DTC participant or affiliate of a DTC participant that holds the Proponent's Shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including May 19, 2020, the requisite number of Shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership and (ii) the other from the DTC participant or affiliate of a DTC participant confirming the broker or bank's ownership.

The SEC's rules require that a response to remedy the deficiencies set forth in this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter that has been sent to you by overnight certified mail and by electronic mail. Please address any response to me at Alcoa Corporation, 201 Isabella Street, Suite 500, Pittsburgh, PA 15212 and marissa.earnest@alcoa.com.

If you have any questions with respect to the foregoing, please contact me at (412) 315-2797 or at my email address set forth above. For your reference, I am enclosing copies of Rule 14a-8 and SLB 14F, SLB 14G and SLB 14I.

Sincerely,

Marissa P. Earnest
Senior Vice President, Chief Governance Counsel and Secretary

Enclosures:
A: Rule 14a-8
B: SLB 14F
C: SLB 14G
D: SLB 14I

cc: Bethann Richter

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://www.sec.gov/forms/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.

---

[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.

http://www.sec.gov/interps/legal/cfslb14f.htm

Home | Previous Page

Modified: 10/18/2011

U.S. Securities and Exchange Commission

Division of Corporation Finance
Securities and Exchange Commission

Shareholder Proposals

Staff Legal Bulletin No. 14G (CF)

Action: Publication of CF Staff Legal Bulletin

Date: October 16, 2012

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://www.sec.gov/forms/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:

- the parties that can provide proof of ownership 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;
- the manner in which companies should notify proponents of a failure to provide proof of ownership for the one-year period required under Rule 14a-8(b)(1); and
- the use of website references in proposals and supporting statements.

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, SLB No. 14E and SLB No. 14F.

B. Parties that can provide proof of ownership 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. Sufficiency of proof of ownership letters provided by affiliates of DTC participants for purposes of Rule 14a-8(b)(2)(i)

To be eligible to submit a proposal under Rule 14a-8, a shareholder must, among other things, provide documentation evidencing that the shareholder 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 shareholder meeting for at least one year as of the date the shareholder submits the proposal. If the shareholder is a beneficial owner of the securities, which means that the securities are held in book-entry form through a securities intermediary, Rule 14a-8(b)(2)(i) provides that this documentation can be in the form of a "written statement from the 'record' holder of your securities (usually a broker or bank)…."

In SLB No. 14F, the Division described its view that only securities intermediaries that are participants in the Depository Trust Company ("DTC") should be viewed as "record" holders of securities that are deposited at DTC for purposes of Rule 14a-8(b)(2)(i). Therefore, a beneficial owner must obtain a proof of ownership letter from the DTC participant through which its securities are held at DTC in order to satisfy the proof of ownership requirements in Rule 14a-8.

During the most recent proxy season, some companies questioned the sufficiency of proof of ownership letters from entities that were not themselves DTC participants, but were affiliates of DTC participants.[1] By virtue of the affiliate relationship, we believe that a securities intermediary holding shares through its affiliated DTC participant should be in a position to verify its customers' ownership of securities. Accordingly, we are of the view that, for purposes of Rule 14a-8(b)(2)(i), a proof of ownership letter from an affiliate of a DTC participant satisfies the requirement to provide a proof of ownership letter from a DTC participant.

2. Adequacy of proof of ownership letters from securities intermediaries that are not brokers or banks

We understand that there are circumstances in which securities intermediaries that are not brokers or banks maintain securities accounts in the ordinary course of their business. A shareholder who holds securities through a securities intermediary that is not a broker or bank can satisfy Rule 14a-8's documentation requirement by submitting a proof of ownership letter from that securities intermediary.[2] If the securities intermediary is not a DTC participant or an affiliate of a DTC participant, then the shareholder will also need to obtain a proof of ownership letter from the DTC participant or an affiliate of a DTC participant that can verify the holdings of the securities intermediary.

C. Manner in which companies should notify proponents of a failure to provide proof of ownership for the one-year period required under Rule 14a-8(b)(1)

As discussed in Section C of SLB No. 14F, a common error in proof of ownership letters is that they do not verify a proponent's beneficial ownership for the entire one-year period preceding and including the date the proposal was submitted, as required by Rule 14a-8(b)(1). In some cases, the letter speaks as of a date *before* the date the proposal was submitted, thereby leaving a gap between the date of verification and the date the proposal was 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 proponent's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Under Rule 14a-8(f), if a proponent fails to follow one of the eligibility or procedural requirements of the rule, a company may exclude the proposal only if it notifies the proponent of the defect and the proponent fails to

correct it. In SLB No. 14 and SLB No. 14B, we explained that companies should provide adequate detail about what a proponent must do to remedy all eligibility or procedural defects.

We are concerned that companies' notices of defect are not adequately describing the defects or explaining what a proponent must do to remedy defects in proof of ownership letters. For example, some companies' notices of defect make no mention of the gap in the period of ownership covered by the proponent's proof of ownership letter or other specific deficiencies that the company has identified. We do not believe that such notices of defect serve the purpose of Rule 14a-8(f).

Accordingly, going forward, we will not concur in the exclusion of a proposal under Rules 14a-8(b) and 14a-8(f) on the basis that a proponent's proof of ownership does not cover the one-year period preceding and including the date the proposal is submitted unless the company provides a notice of defect that identifies the specific date on which the proposal was submitted and explains that the proponent must obtain a new proof of ownership letter verifying continuous ownership of the requisite amount of securities for the one-year period preceding and including such date to cure the defect. We view the proposal's date of submission as the date the proposal is postmarked or transmitted electronically. Identifying in the notice of defect the specific date on which the proposal was submitted will help a proponent better understand how to remedy the defects described above and will be particularly helpful in those instances in which it may be difficult for a proponent to determine the date of submission, such as when the proposal is not postmarked on the same day it is placed in the mail. In addition, companies should include copies of the postmark or evidence of electronic transmission with their no-action requests.

D. Use of website addresses in proposals and supporting statements

Recently, a number of proponents have included in their proposals or in their supporting statements the addresses to websites that provide more information about their proposals. In some cases, companies have sought to exclude either the website address or the entire proposal due to the reference to the website address.

In SLB No. 14, we explained that a reference to a website address in a proposal does not raise the concerns addressed by the 500-word limitation in Rule 14a-8(d). We continue to be of this view and, accordingly, we will continue to count a website address as one word for purposes of Rule 14a-8(d). To the extent that the company seeks the exclusion of a website reference in a proposal, but not the proposal itself, we will continue to follow the guidance stated in SLB No. 14, which provides that references to website addresses in proposals or supporting statements could be subject to exclusion under Rule 14a-8(i)(3) if the information contained on the website is materially false or misleading, irrelevant to the subject matter of the proposal or otherwise in contravention of the proxy rules, including Rule 14a-9.[3]

In light of the growing interest in including references to website addresses in proposals and supporting statements, we are providing additional guidance on the appropriate use of website addresses in proposals and supporting statements.[4]

1. References to website addresses in a proposal or supporting statement and Rule 14a-8(i)(3)

References to websites in a proposal or supporting statement may raise concerns under Rule 14a-8(i)(3). In SLB No. 14B, we stated that the

exclusion of a proposal under Rule 14a-8(i)(3) as vague and indefinite may be appropriate if neither the shareholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. In evaluating whether a proposal may be excluded on this basis, we consider only the information contained in the proposal and supporting statement and determine whether, based on that information, shareholders and the company can determine what actions the proposal seeks.

If a proposal or supporting statement refers to a website that provides information necessary for shareholders and the company to understand with reasonable certainty exactly what actions or measures the proposal requires, and such information is not also contained in the proposal or in the supporting statement, then we believe the proposal would raise concerns under Rule 14a-9 and would be subject to exclusion under Rule 14a-8(i)(3) as vague and indefinite. By contrast, if shareholders and the company can understand with reasonable certainty exactly what actions or measures the proposal requires without reviewing the information provided on the website, then we believe that the proposal would not be subject to exclusion under Rule 14a-8(i)(3) on the basis of the reference to the website address. In this case, the information on the website only supplements the information contained in the proposal and in the supporting statement.

2. Providing the company with the materials that will be published on the referenced website

We recognize that if a proposal references a website that is not operational at the time the proposal is submitted, it will be impossible for a company or the staff to evaluate whether the website reference may be excluded. In our view, a reference to a non-operational website in a proposal or supporting statement could be excluded under Rule 14a-8(i)(3) as irrelevant to the subject matter of a proposal. We understand, however, that a proponent may wish to include a reference to a website containing information related to the proposal but wait to activate the website until it becomes clear that the proposal will be included in the company's proxy materials. Therefore, we will not concur that a reference to a website may be excluded as irrelevant under Rule 14a-8(i)(3) on the basis that it is not yet operational if the proponent, at the time the proposal is submitted, provides the company with the materials that are intended for publication on the website and a representation that the website will become operational at, or prior to, the time the company files its definitive proxy materials.

3. Potential issues that may arise if the content of a referenced website changes after the proposal is submitted

To the extent the information on a website changes after submission of a proposal and the company believes the revised information renders the website reference excludable under Rule 14a-8, a company seeking our concurrence that the website reference may be excluded must submit a letter presenting its reasons for doing so. While Rule 14a-8(j) requires a company to submit its reasons for exclusion with the Commission no later than 80 calendar days before it files its definitive proxy materials, we may concur that the changes to the referenced website constitute "good cause" for the company to file its reasons for excluding the website reference after the 80-day deadline and grant the company's request that the 80-day requirement be waived.

---

[1] An entity is an “affiliate” of a DTC participant if such entity directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the DTC participant.

[2] Rule 14a-8(b)(2)(i) itself acknowledges that the record holder is “usually,” but not always, a broker or bank.

[3] Rule 14a-9 prohibits statements in proxy materials which, at the time and in the light of the circumstances under which they are made, are false or misleading with respect to any material fact, or which omit to state any material fact necessary in order to make the statements not false or misleading.

[4] A website that provides more information about a shareholder proposal may constitute a proxy solicitation under the proxy rules. Accordingly, we remind shareholders who elect to include website addresses in their proposals to comply with all applicable rules regarding proxy solicitations.

http://www.sec.gov/interps/legal/cfslb14g.htm

Home | Previous Page

Modified: 10/16/2012

U.S. Securities and Exchange Commission

Division of Corporation Finance
Securities and Exchange Commission

Shareholder Proposals

Staff Legal Bulletin No. 14I (CF)

Action: Publication of CF Staff Legal Bulletin

Date: November 1, 2017

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 submitting a web-based request form at https://www.sec.gov/forms/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 about the Division's views on:

- the scope and application of Rule 14a-8(i)(7);
- the scope and application of Rule 14a-8(i)(5);
- proposals submitted on behalf of shareholders; and
- the use of graphs and images consistent with Rule 14a-8(d).

You can find additional guidance about 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, SLB No. 14E, SLB No. 14F, SLB No. 14G and SLB No. 14H.

B. Rule 14a-8(i)(7)

1. Background

Rule 14a-8(i)(7), the "ordinary business" exception, is one of the substantive bases for exclusion of a shareholder proposal in Rule 14a-8. It permits a company to exclude a proposal that "deals with a matter relating to the company's ordinary business operations." The purpose of the exception is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting."[1]

2. The Division's application of Rule 14a-8(i)(7)

The Commission has stated that the policy underlying the "ordinary business" exception rests on two central considerations.[2] The first relates to the proposal's subject matter; the second, the degree to which the proposal "micromanages" the company. Under the first consideration, proposals that raise matters that are "so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight" may be excluded, unless such a proposal focuses on policy issues that are sufficiently significant because they transcend ordinary business and would be appropriate for a shareholder vote.[3] Whether the significant policy exception applies depends, in part, on the connection between the significant policy issue and the company's business operations.[4]

At issue in many Rule 14a-8(i)(7) no-action requests is whether a proposal that addresses ordinary business matters nonetheless focuses on a policy issue that is sufficiently significant. These determinations often raise difficult judgment calls that the Division believes are in the first instance matters that the board of directors is generally in a better position to determine. A board of directors, acting as steward with fiduciary duties to a company's shareholders, generally has significant duties of loyalty and care in overseeing management and the strategic direction of the company. A board acting in this capacity and with the knowledge of the company's business and the implications for a particular proposal on that company's business is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote.

Accordingly, going forward, we would expect a company's no-action request to include a discussion that reflects the board's analysis of the particular policy issue raised and its significance. That explanation would be most helpful if it detailed the specific processes employed by the board to ensure that its conclusions are well-informed and well-reasoned. We believe that a well-developed discussion of the board's analysis of these matters will greatly assist the staff with its review of no-action requests under Rule 14a-8(i)(7).

C. Rule 14a-8(i)(5)

1. Background

Rule 14a-8(i)(5), the "economic relevance" exception, is one of the substantive bases for exclusion of a shareholder proposal in Rule 14a-8. It permits a company to exclude a proposal that "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."

2. History of Rule 14a-8(i)(5)

Prior to adoption of the current version of the exclusion in Rule 14a-8(i)(5), the rule permitted companies to omit any proposal that "deals with a matter that is not significantly related to the issuer's business." In proposing changes to that version of the rule in 1982, the Commission noted that the staff's practice had been to agree with exclusion of proposals that bore no economic relationship to a company's business, but that "where the proposal has reflected social or ethical issues, rather than economic concerns, raised by the issuer's business, and the issuer conducts any such business, no matter how small, the staff has not issued a no-action letter with respect to the omission of the proposal."[5] The

Commission stated that this interpretation of the rule may have "unduly limit[ed] the exclusion," and proposed adopting the economic tests that appear in the rule today.[6] In adopting the rule, the Commission characterized it as relating "to proposals concerning the functioning of the economic business of an issuer and not to such matters as shareholders' rights, e.g., cumulative voting."[7]

Shortly after the 1983 amendments, however, the District Court for the District of Columbia in *Lovenheim v. Iroquois Brands, Ltd.*, 618 F. Supp. 554 (D.D.C. 1985) preliminarily enjoined a company from excluding a proposal regarding sales of a product line that represented only 0.05% of assets, $79,000 in sales and a net loss of ($3,121), compared to the company's total assets of $78 million, annual revenues of $141 million and net earnings of $6 million. The court based its decision to grant the injunction "in light of the ethical and social significance" of the proposal and on "the fact that it implicates significant levels of sales." Since that time, the Division has interpreted *Lovenheim* in a manner that has significantly narrowed the scope of Rule 14a-8(i)(5).

3. The Division's application of Rule 14a-8(i)(5)

Over the years, the Division has only infrequently agreed with exclusion under the "economic relevance" exception. Under its historical application, the Division has not agreed with exclusion under Rule 14a-8(i)(5), even where a proposal has related to operations that accounted for less than 5% of total assets, net earnings and gross sales, where the company conducted business, no matter how small, related to the issue raised in the proposal. The Division's analysis has not focused on a proposal's significance to the company's business. As a result, the Division's analysis has been similar to its analysis prior to 1983, with which the Commission expressed concern.

That analysis simply considered whether a company conducted any amount of business related to the issue in the proposal and whether that issue was of broad social or ethical concern. We believe the Division's application of Rule 14a-8(i)(5) has unduly limited the exclusion's availability because it has not fully considered the second prong of the rule as amended in 1982 – the question of whether the proposal "deals with a matter that is not significantly related to the issuer's business" and is therefore excludable. Accordingly, going forward, the Division's analysis will focus, as the rule directs, on a proposal's significance to the company's business when it otherwise relates to operations that account for less than 5% of total assets, net earnings and gross sales. Under this framework, proposals that raise issues of social or ethical significance may be included or excluded, notwithstanding their importance in the abstract, based on the application and analysis of each of the factors of Rule 14a-8(i)(5) in determining the proposal's relevance to the company's business.

Because the test only allows exclusion when the matter is not "otherwise significantly related to the company," we view the analysis as dependent upon the particular circumstances of the company to which the proposal is submitted. That is, a matter significant to one company may not be significant to another. On the other hand, we would generally view substantive governance matters to be significantly related to almost all companies.

Where a proposal's significance to a company's business is not apparent on its face, a proposal may be excludable unless the proponent demonstrates that it is "otherwise significantly related to the company's business."[8] For example, the proponent can provide information demonstrating that the proposal "may have a significant impact on other segments of the issuer's business or subject the issuer to significant contingent liabilities."[9] The proponent could continue to raise social or ethical issues in its arguments,

but it would need to tie those to a significant effect on the company's business. The mere possibility of reputational or economic harm will not preclude no-action relief. In evaluating significance, the staff will consider the proposal in light of the "total mix" of information about the issuer.

As with the "ordinary business" exception in Rule 14a-8(i)(7), determining whether a proposal is "otherwise significantly related to the company's business" can raise difficult judgment calls. Similarly, we believe that the board of directors is generally in a better position to determine these matters in the first instance. A board acting with the knowledge of the company's business and the implications for a particular proposal on that company's business is better situated than the staff to determine whether a particular proposal is "otherwise significantly related to the company's business." Accordingly, we would expect a company's Rule 14a-8(i)(5) no-action request to include a discussion that reflects the board's analysis of the proposal's significance to the company. That explanation would be most helpful if it detailed the specific processes employed by the board to ensure that its conclusions are well-informed and well-reasoned.

In addition, the Division's analysis of whether a proposal is "otherwise significantly related" under Rule 14a-8(i)(5) has historically been informed by its analysis under the "ordinary business" exception, Rule 14a-8(i)(7). As a result, the availability or unavailability of Rule 14a-8(i)(7) has been largely determinative of the availability or unavailability of Rule 14a-8(i)(5). Going forward, the Division will no longer look to its analysis under Rule 14a-8(i)(7) when evaluating arguments under Rule 14a-8(i)(5). In our view, applying separate analytical frameworks will ensure that each basis for exclusion serves its intended purpose.

We believe the approach going forward is more appropriately rooted in the intended purpose and language of Rule 14a-8(i)(5), and better helps companies, proponents and the staff determine whether a proposal is "otherwise significantly related to the company's business."

D. Proposals submitted on behalf of shareholders

While Rule 14a-8 does not address shareholders' ability to submit proposals through a representative, shareholders frequently elect to do so, a practice commonly referred to as "proposal by proxy." The Division has been, and continues to be, of the view that a shareholder's submission by proxy is consistent with Rule 14a-8.[10]

The Division is nevertheless mindful of challenges and concerns that proposals by proxy may present. For example, there may be questions about whether the eligibility requirements of Rule 14a-8(b) have been satisfied. There have also been concerns raised that shareholders may not know that proposals are being submitted on their behalf. In light of these challenges and concerns, and to help the staff and companies better evaluate whether the eligibility requirements of Rule 14a-8(b) have been satisfied, going forward, the staff will look to whether the shareholders who submit a proposal by proxy provide documentation describing the shareholder's delegation of authority to the proxy.[11] In general, we would expect this documentation to:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;

- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

We believe this documentation will help alleviate concerns about proposals by proxy, and will also help companies and the staff better evaluate whether the eligibility requirements of Rule 14a-8(b) have been satisfied in connection with a proposal's submission by proxy. Where this information is not provided, there may be a basis to exclude the proposal under Rule 14a-8(b).[12]

E. Rule 14a-8(d)

1. Background

Rule 14a-8(d) is one of the procedural bases for exclusion of a shareholder proposal in Rule 14a-8. It provides that a "proposal, including any accompanying supporting statement, may not exceed 500 words."

2. The use of images in shareholder proposals

Questions have recently arisen concerning the application of Rule 14a-8(d) to proposals that include graphs and/or images.[13] In two recent no-action decisions,[14] the Division expressed the view that the use of "500 words" and absence of express reference to graphics or images in Rule 14a-8(d) do not prohibit the inclusion of graphs and/or images in proposals.[15] Just as companies include graphics that are not expressly permitted under the disclosure rules, the Division is of the view that Rule 14a-8(d) does not preclude shareholders from using graphics to convey information about their proposals.[16]

The Division recognizes the potential for abuse in this area. The Division believes, however, that these potential abuses can be addressed through other provisions of Rule 14a-8. For example, exclusion of graphs and/or images would be appropriate under Rule 14a-8(i)(3) where they:

- make the proposal materially false or misleading;
- render the proposal so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing it, would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires;
- directly or indirectly impugn character, integrity or personal reputation, or directly or indirectly make charges concerning improper, illegal, or immoral conduct or association, without factual foundation; or
- are irrelevant to a consideration of the subject matter of the proposal, such that there is a strong likelihood that a reasonable shareholder would be uncertain as to the matter on which he or she is being asked to vote.[17]

Exclusion would also be appropriate under Rule 14a-8(d) if the total number of words in a proposal, including words in the graphics, exceeds 500.

---

[1] Release No. 34-40018 (May 21, 1998).

[2] *Id*.

[3] *Id*.

[4] *See* Staff Legal Bulletin No. 14H (Oct. 22, 2015), *citing* Staff Legal Bulletin No. 14E (Oct. 27, 2009) (stating that a proposal generally will not be excludable "as long as a sufficient nexus exists between the nature of the proposal and the company").

[5] Release No. 34-19135 (Oct. 14, 1982).

[6] *Id*.

[7] Release No. 34-20091 (Aug. 16, 1983).

[8] Proponents bear the burden of demonstrating that a proposal is "otherwise significantly related to the company's business." *See* Release No. 34-39093 (Sep. 18, 1997), *citing* Release No. 34-19135.

[9] Release No. 34-19135.

[10] We view a shareholder's ability to submit a proposal by proxy as largely a function of state agency law provided it is consistent with Rule 14a-8.

[11] This guidance applies only to proposals submitted by proxy after the date on which this staff legal bulletin is published.

[12] Companies that intend to seek exclusion under Rule 14a-8(b) based on a shareholder's failure to provide some or all of this information must notify the proponent of the specific defect(s) within 14 calendar days of receiving the proposal so that the proponent has an opportunity to cure the defect. *See* Rule 14a-8(f)(1).

[13] Rule 14a-8(d) is intended to limit the amount of space a shareholder proposal may occupy in a company's proxy statement. *See* Release No. 34-12999 (Nov. 22, 1976).

[14] *General Electric Co.* (Feb. 3, 2017, *recon. granted* Feb. 23, 2017); *General Electric Co.* (Feb. 23, 2016).

[15] These decisions were consistent with a longstanding Division position. *See Ferrofluidics Corp.* (Sep. 18, 1992).

[16] Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.

[17] *See General Electric Co.* (Feb. 23, 2017).

http://www.sec.gov/interps/legal/cfslb14i.htm

Home | Previous Page

Modified: 11/01/2017

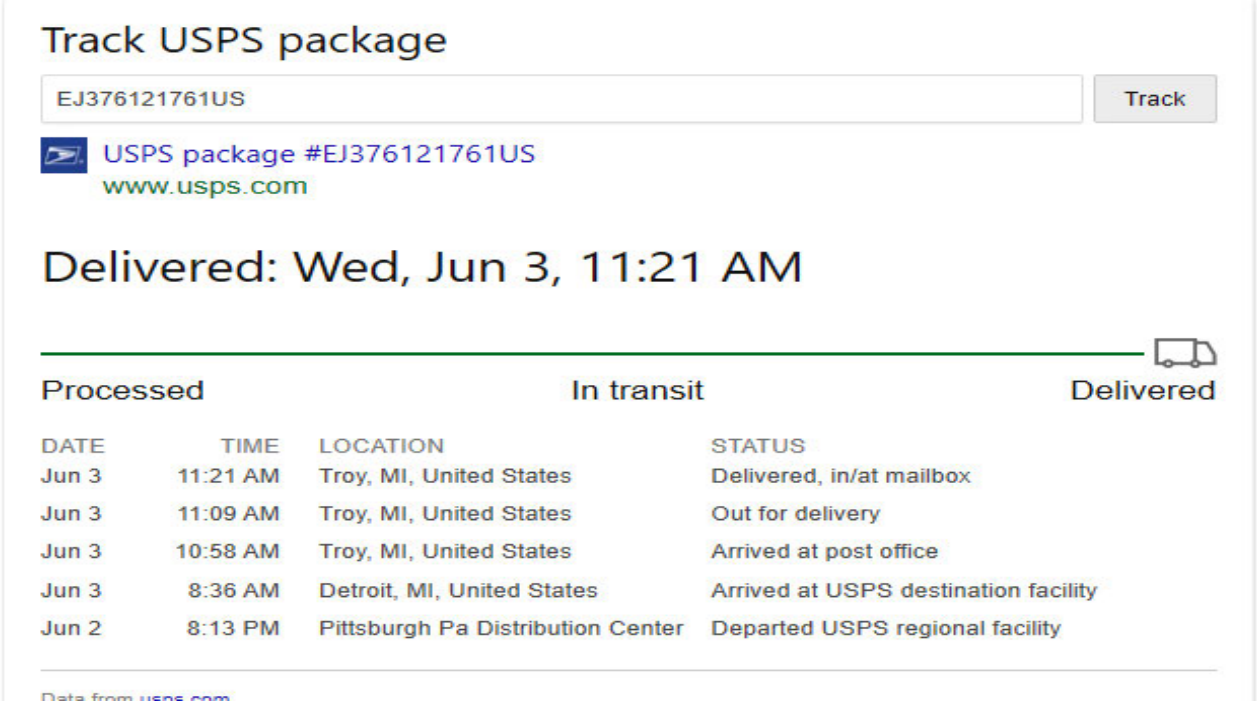
From: Microsoft Outlook <MicrosoftExchange329e71ec88ae4615bbc36ab6ce41109e@AlcoaInc.onmicrosoft.com>
To: gfox@rdsservices.us
Sent: Tuesday, June 2, 2020 2:32 PM
Subject: Relayed: Alcoa Corporation - Stockholder Proposal

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

gfox@rdsservices.us (gfox@rdsservices.us)

Subject: Alcoa Corporation - Stockholder Proposal

STOCKHOLDER PROPOSAL DEFICIENCY LETTER DELIVERY CONFIRMATION



Track USPS package

EJ376121761US

Track

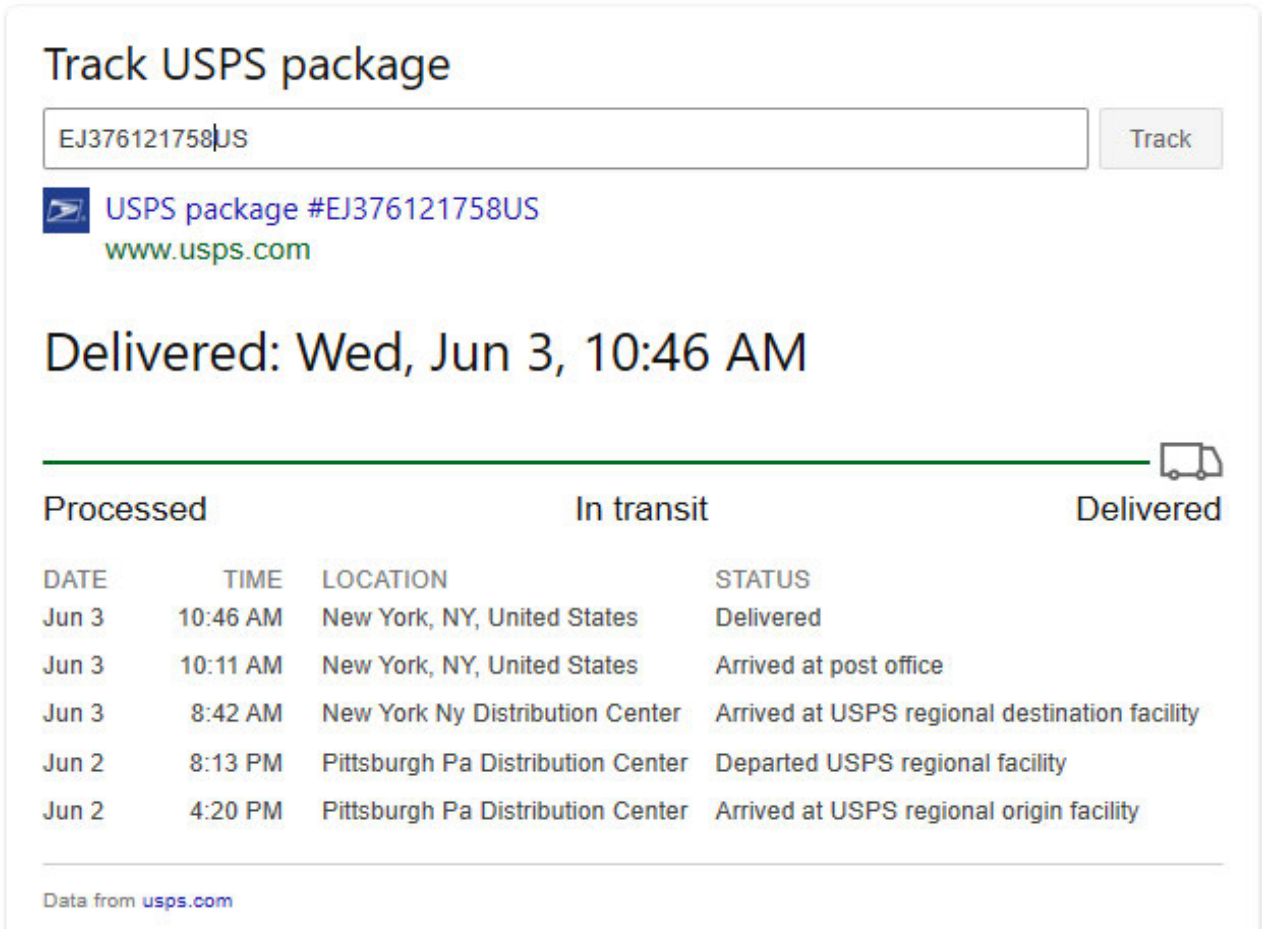
USPS package #EJ376121761US
www.usps.com

Delivered: Wed, Jun 3, 11:21 AM

Processed — In transit — Delivered

DATE	TIME	LOCATION	STATUS
Jun 3	11:21 AM	Troy, MI, United States	Delivered, in/at mailbox
Jun 3	11:09 AM	Troy, MI, United States	Out for delivery
Jun 3	10:58 AM	Troy, MI, United States	Arrived at post office
Jun 3	8:36 AM	Detroit, MI, United States	Arrived at USPS destination facility
Jun 2	8:13 PM	Pittsburgh Pa Distribution Center	Departed USPS regional facility

Data from usps.com



Track USPS package

EJ376121758US

Track

USPS package #EJ376121758US
www.usps.com

Delivered: Wed, Jun 3, 10:46 AM

Processed — In transit — Delivered

DATE	TIME	LOCATION	STATUS
Jun 3	10:46 AM	New York, NY, United States	Delivered
Jun 3	10:11 AM	New York, NY, United States	Arrived at post office
Jun 3	8:42 AM	New York Ny Distribution Center	Arrived at USPS regional destination facility
Jun 2	8:13 PM	Pittsburgh Pa Distribution Center	Departed USPS regional facility
Jun 2	4:20 PM	Pittsburgh Pa Distribution Center	Arrived at USPS regional origin facility

Data from usps.com

Appendix C

Response Letter and Related Attachments

RDS SERVICES LLC
Subsidy Recovery Specialists

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

Monday, June 1, 2020

Marissa P. Earnest, Senior Vice President,
Chief Governance Counsel and Secretary
ALCOA Corporation
201 Isabella Street, Suite 500
Pittsburgh, PA 15212-5858

RE: Response to letter of June 2, 2020

Dear Ms. Earnest,

Thank you for your kind letter dated June 2, 2020 that was received at my offices located at RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084. In your letter dated June 2, 2020, you outlined several items that you will require to be clarified, in relation to the shareholder proposal (herein Exhibit D) that was submitted on behalf of Bethann W. Richter (the "shareholder") to ALCOA Corporation on May 22, 2020 by George Fox (the "proxy") via a certified letter. (the "Letter")

As noted in the Staff Legal Bulletin No. 14:

> "Rule 14a-8(f) provides that a shareholder's response to a company's notice of defect(s) must be postmarked, or transmitted electronically, no later than 14 days from the date the shareholder received the notice of defect(s). Therefore, a shareholder should respond to the company's notice of defect(s) by a means that allows the shareholder to demonstrate when he or she responded to the notice." (Legal, 2001)

Therefore, please take note that the stockholder has complied with this requirement concerning your letter of June 2, 2020. (herein attached as Exhibit A)

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

Definitions

Stockholder:	The term of Stockholder will be referred to as, "Stockholder", "Shareholder", "Investor", "Proponent", "Account Holder", "TD Ameritrade Account Holder", and "TD Bank Account Holder". All these terms will have the same meaning as "Stockholder" for purposes of the shareholder proposal.
Investor:	In relation to the term "Investor", the use of "Investor" in any documents related to the shareholder proposal and all related correspondence shall have the same meaning as, "Shareholder", and shall also refer to the stockholder "Bethann W. Richter".
AA:	Shall mean ALCOA Corporation, et al, as shown in the Form 10, (herein Exhibit D) that was filed with the United States Securities and Exchange Commission for the Fiscal Period ending December 31, 2019. The name ALCOA USA Corp. and the common name ALCOA and shall also carry the designation assigned by the New York Stock Exchange as the trading symbol AA of a publicly traded company or the New York Stock Exchange. (Staff, 2020)
Proposal by Proxy:	For purposes of the shareholder proposal by the "Investor" and all related correspondence to the shareholder proposal, the term "Proposal by Proxy" shall mean the "Qualified Representative", "Proxy" (as to mean Designee) and or the "RDS Services, LLC, Director" and shall have "delegated authority to vote client proxies". ("Regulation of Investment Advisers by the U.S. Securities and Exchange Commission", 2013)

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

RDS Services, LLC

Director:	The "RDS Services, LLC Director" shall be defined as the individual appointed by the "Investor" to act on behalf of the "Stockholder" and/or the "Investor" as a "Qualified Representative" to advance the "Shareholder Proposal" that was submitted to the "Company"
Qualified Representative:	For purposes of the shareholder proposal by the "Investor", the term "Qualified Representative" shall include the term "Family Offices" as defined in the Regulation of Investment Advisers by the U.S. Securities and Exchange Commission ("Regulation of Investment Advisers by the U.S. Securities and Exchange Commission", 2013)
Designee:	The term "Designee" shall have the same meaning as "Qualified Representative" and / or "RDS Services, LLC Director"
Company:	The Term "Company" for the purposes of the "Shareholder Proposal" submitted by the "Investor" shall be "ALCOA Corporation", which is designated at AA on the New York Stock Exchange.
Shareholder Proposal:	The "Shareholder Proposal" shall be defined by the "Division of Corporation Finance: Staff Legal Bulletin No. 14". (Legal, 2001) and shall conform to the definition therein.
USPS:	Shall mean "United States Postal Service" and all locations and facilities located within the United States, protectorates, territories, and common wealth's, et al.

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

Response to June 2, 2020 Letter

In response to the letter dated June 2, 2020 from Marissa P. Earnest, Senior Vice President, Chief Governance Counsel and Secretary of ALCOA Corporation, with corporate offices located at 201 Isabella Street, Suite 500 Pittsburgh, PA 15212-5858 (herein Exhibit A) as noted in the 2019 Annual Shareholder Report and in compliance with the Shareholder Proposal rules outlined in Staff Legal Bulletin No. 14I and Rule 14a-8, the following information is being submitted to support the Shareholder Proposal submitted to ALCOA Corporation on June 2, 2020 by the "Shareholder" (herein Exhibit B) .

Exhibit A

Page 1, 1 **Proposal by Proxy**

Shareholder: Bethann W. Richter (Proponent)
***

Proxy: George L. Fox, Director (Designee)
RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
(516) 361-9404

In compliance with stated Rule 14a-8, the "Designee" is authorized by the "Proponent" to act as the proponent's "proxy" to advance the "shareholder proposal" submitted on or prior to May 19, 2020 and received by ALCOA Corporation on June 2, 2020 via certified letter (tracking USPS 70192970000221412836) to be presented during the annual shareholder annual meeting to be held in 2021, on a date to be announced by ALCOA Corporation.

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

The "proponent" states and affirms that the designation of the "proxy" or "designee" is effective on or before May 19, 2020 as of the date officially affixed to this letter by the "USPS" and shall continue in perpetuity or until revoked in writing by the "proponent".

In compliance with stated Rule 14a-8, the authority of the "designee" to act as "proxy" will apply to the "shareholder proposal" that proposes the engagement of "RDS Services, LLC Director" to conduct a Retiree Drug Subsidy Reopening to recover, on behalf of ALCOA Corporation, also known as AA and for the benefit of the shareholders of AA stock, the projected $1,246,714 in additional subsidy that is forecasted to be due ALCOA Corporation.

In response to the letter dated from Marissa P. Earnest, Senior Vice President, Chief Governance Counsel and Secretary of ALCOA Corporation, the follow responses reply:

Page 2, section (i)

The shareholder proposal is being submitted to ALCOA Corporation.

Page 2, section (ii)

The ALCOA Corporation Stockholder Annual meeting that the "shareholder proposal" is being submitted for is to take place in 2021 at a time, place, and location to be announced by ALCOA Corporation Board of director. The anticipated date to be May 6, 2021.

Page 2, section (ii) (c)

The shareholder proposal is being submitted one hundred and twenty days (120) before the 2021 annual stockholder meeting, as noted in section (ii) The date for the annual stockholder meeting has yet to be announced by the ALCOA Corporation, however, the "shareholder proposal" is being submitted as of the date of May 22, 2020, which is consistent with rule 14a-8 in that:

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

"Rule 14a-8 establishes specific deadlines for the shareholder proposal process. The following table briefly describes those deadlines." (Legal, 2001)

120 days ***before*** the release date disclosed in the previous year's proxy statement	Proposals for a regularly scheduled annual meeting must be received at the company's principal executive offices ***not less than 120 calendar days before the release date of the previous year's annual meeting proxy statement.*** Both the release date and the deadline for receiving rule 14a-8 proposals for the next annual meeting should be identified in that proxy statement.

I would note for the record, that the 14a-8 rule is silent of the need to specify a specific date for the stockholder meeting, only that the shareholder proposal arrive one hundred and twenty (120) days prior to the annual stockholder meeting and for the prior years annual report.

The 14a-8 rule, as explained in the Legal Bulletin goes on to state:

"If a company is planning to have a regularly scheduled annual meeting in May of 2003 and the company disclosed that the release date for its 2002 proxy statement was April 14, 2002, how should the company calculate the deadline for submitting rule 14a-8 proposals for the company's 2003 annual meeting?

- The release date disclosed in the company's 2002 proxy statement was April 14, 2002.
- Increasing the year by one, the day to begin the calculation is April 14, 2003.
- "Day one" for purposes of the calculation is April 13, 2003.
- "Day 120" is December 15, 2002.
- The 120-day deadline for the 2003 annual meeting is December 15, 2002.
- A rule 14a-8 proposal received after December 15, 2002 would be untimely.

If the 120th calendar day before the release date disclosed in the previous year's proxy statement is a Saturday, Sunday or federal holiday, does this change the deadline for receiving rule 14a-8 proposals?" (Legal, 2001)

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

Therefore the 2021 anticipated stockholder annual meeting should occur on or about May 6, 2021 and all shareholder proposal should be submitted as timely on or before Tuesday, January 5, 2021 and therefore the shareholder proposal submitted by the proxy on behalf of the proponent is for that date.

The shareholder proposal received by ALCOA Corporation on May 22, 2020 is compliant with the stated requirements for the 2021 annual shareholder meeting.

Exhibit A

Page 3, 2 **Proof of Ownership Under Rule 14a-8(b)**

Page 3 & 4 Section (ALL INCLUSIVE)

Enclosed with this letter (herein Exhibit C) is the required statement from the proponent's custodian brokerage account that complies with the requirements of demonstrating beneficial ownership of the requisite share of ALCOA Corporation.

The signatories to this letter, affirm and attest that the matters contained herein at true to the best of their belief and knowledge.

Bethann W. Richter (Proponent)

X Bethann Richter

Notary:

50 W. Big Beaver, Suite 220 | Troy, MI 48084
P 248.878.2140 | F 248.878.2101
www.rdsservices.us

Respectfully,

X George Fox

George Fox, LUTCF
National Sales Director
RDS Services, LLC (Designee)

Notary: Ankit R. Patel

Document Notarized using a Live Audio-Video Connection

Exhibit A

RDS Services, LLC
Presented by George Fox, LUTCF National Director of Accounts
Phone (516) 361-9404
Email: ***
gfox@rdsservives.us

Alcoa

Alcoa Corporation

Alcoa Corporate Center
201 Isabella Street, Suite 500
Pittsburgh, PA 15212-5858 USA
Tel: 412-315-2900

June 2, 2020

VIA OVERNIGHT CERTIFIED MAIL AND ELECTRONIC MAIL

Mr. George Fox
Director of National Accounts
RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
gfox@rdsservices.us

Ms. Bethann Richter
***

Dear Mr. Fox:

I am writing on behalf of Alcoa Corporation (the "***Company***"). On May 22, 2020, the Company received by certified mail a letter dated May 7, 2020 (the "***Letter***") from you on behalf of Bethann Richter (the "***Proponent***") regarding a stockholder proposal submitted by Ms. Richter pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), for inclusion in the proxy statement for the Company's annual meeting of stockholders (the "***Proposal***"). The Letter states that you are the Proponent's proxy to act on behalf of the Proponent's investment in Alcoa USA Corp and to manage her shares in Alcoa USA Corp.

The Letter, the Proposal and related materials contain certain procedural deficiencies, as set forth below, which the rules and regulations of the Securities and Exchange Commission ("***SEC***") require us to bring to your attention. Unless these deficiencies can be remedied in the appropriate timeframe required under applicable SEC rules as described below, the Company will be entitled to exclude the Proposal from its proxy materials for the Company's 2021 Annual Meeting of Stockholders.

1. **Proposals by Proxy**

The Letter and related materials do not include sufficient documentation demonstrating that you have the legal authority to submit the Proposal on behalf of the Proponent as of the date the Proposal was submitted (i.e., May 19, 2020). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) ("***SLB 14I***"), the SEC's Division of Corporation Finance ("***Division***") noted that proposals submitted by proxy, such as the Proposal, may present challenges and concerns, including

"concerns raised that [stockholders] may not know that proposals are being submitted on their behalf." Accordingly, in evaluating whether there is a basis to exclude the proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that the Division will look to whether stockholders who submit a proposal by proxy provide documentation describing the stockholder's delegation of authority to the proxy, and in general, would expect this documentation to:

- identify the stockholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted; and
- be signed and dated by the stockholder.

The Letter and related materials raise the concerns referred to in SLB 14I. Specifically, the documentation describing the Proponent's delegation of authority to you, as her proxy with respect to the Proposal (in particular, the Letter and the Authorized Representative Affidavit attached to the Letter as Exhibit B):

(i) does not accurately identify the company to which the proposal is directed. The Letter, the Authorized Representative Affidavit, and the Proposal generally refer to "Alcoa USA Corp," whereas the purported Statement from TD Bank attached to the Letter as Exhibit C refers only to the Company's ticker symbol (AA) (as further described below in Item 2 of this letter, this Statement from TD Bank is not signed, dated or printed on the bank's letterhead);

(ii) does not identify the annual meeting for which the proposal is submitted. The Letter notes that:

(a) "[t]he authority granted by the Petitioners designation is from the date of this letter, May 7, 2020 12:00 and up to and for the Alcoa USA Corp Shareholders Annual Meeting on or about May 6, 2020 10:00;"

(b) "[i]f the annaul [sic] shareholder meeting has occurred prior to receiving the letter or will occur within one hundread [sic] and twenty one (121) days of receipt of the letter and accompanying Shareholder Proposal, an automatic extension to the next Alcoa USA Corp shareholder meeting is implied and the Representatives authority will continue to the next shareholder meeting that will occur within the next twelve months and one day;" and

(c) "[t]he shareholder proposal is being submitted more than one hundred and twenty (120) days in advance of the annual shareholder meeting."

However, these statements conflict with one another and do not specifically identify (nor can it be inferred) the meeting to which the Proposal is intended to relate – the date of the

Company's 2021 Annual Meeting of Stockholders has not been designated at this time and it is not clear from the documentation whether the authority purported to be granted will continue to be valid or apply to such future meeting; and

(iii) was not dated by the Proponent (i.e., the Authorized Representative Affidavit appointing you as proxy in connection with the Proposal was signed by Ms. Richter but not dated).

To remedy these defects, the Proponent must provide documentation that confirms that on or prior to May 19, 2020 (the date you submitted the Proposal to the Company), that the Proponent had instructed or authorized you to submit this specific Proposal to the Company, specifically, on the Proponent's behalf. This documentation must (i) accurately identify Alcoa Corporation as the company to which the proposal is directed, (ii) identify the Company's 2021 Annual Meeting of Stockholders as the meeting to which the Proposal relates, and (iii) both be signed and dated by the Proponent.

2. **Proof of Ownership under Rule 14a-8(b)**

Rule 14a-8(b) of the Exchange Act provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's securities entitled to vote on the proposal for at least one year from the date that the stockholder proposal was submitted. The Company's stock records do not indicate that the Proponent is a record owner of shares of the Company's common stock (the "***Shares***") to satisfy this requirement. In addition, to date, we have not received adequate proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you or the Proponent must submit sufficient proof of the Proponent's continuous ownership of the requisite number of Shares for the one-year period preceding and including May 19, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in Division guidance, sufficient proof must be in the form of:

(1) a written statement from the "record" holder of the Proponent's Shares (usually a broker or bank) verifying that, at the time the Proposal was submitted to the Company, the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020; or

(2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5 (or amendments to those documents or updated forms) reflecting the Proponent's ownership of the requisite number of Shares, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level, and a written statement that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020.

If the Proponent intends to demonstrate her ownership by submitting a written statement from the "record" holder of her 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.), or an affiliate thereof.

Under SEC Staff Legal Bulletin Nos. 14F and 14G ("***SLB 14F***" and "***SLB 14G***," respectively), only DTC participants, or affiliates of DTC participants, are viewed as record holders of securities. The Proponent can confirm whether her broker or bank is a DTC participant or an affiliate of a DTC participant by asking her broker or bank or by checking DTC's participant list, which is available at *http://www.dtcc.com/client-center/dtc-directories*. In these situations, stockholders need to obtain proof of ownership from the DTC participant or an affiliate of a DTC participant through which the securities are held, as follows:

(1) If the broker or bank is a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit a written statement from the broker or bank verifying that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020 (i.e., this written statement and the written statements described in (2) below should be printed on the entity's letterhead, dated, and signed by an authorized person for such entity).

(2) If the broker or bank is not a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant or affiliate of a DTC participant through which the Shares are held verifying that the Proponent continuously held the requisite number of Shares for the one-year period preceding and including May 19, 2020. If the Proponent's broker is an introducing broker, the Proponent also may be able to learn the identity and telephone number of the DTC participant or affiliate of a DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements generally will be a DTC participant or an affiliate of a DTC participant. If the DTC participant or affiliate of a DTC participant that holds the Proponent's Shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including May 19, 2020, the requisite number of Shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership and (ii) the other from the DTC participant or affiliate of a DTC participant confirming the broker or bank's ownership.

The SEC's rules require that a response to remedy the deficiencies set forth in this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter that has been sent to you by overnight certified mail and by electronic mail. Please address any response to me at Alcoa Corporation, 201 Isabella Street, Suite 500, Pittsburgh, PA 15212 and marissa.earnest@alcoa.com.

If you have any questions with respect to the foregoing, please contact me at (412) 315-2797 or at my email address set forth above. For your reference, I am enclosing copies of Rule 14a-8 and SLB 14F, SLB 14G and SLB 14I.

Sincerely,

Marissa P. Earnest
Senior Vice President, Chief Governance Counsel and Secretary

Enclosures:
A: Rule 14a-8
B: SLB 14F
C: SLB 14G
D: SLB 14I

cc: Bethann Richter

Exhibit B

RDS Services, LLC
Presented by George Fox, LUTCF National Director of Accounts
Phone (516) 361-9404
Email: ***
gfox@rdsservives.us

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://www.sec.gov/forms/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.

---

[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.

http://www.sec.gov/interps/legal/cfslb14f.htm

Home | Previous Page

Modified: 10/18/2011

Exhibit C

RDS Services, LLC
Presented by George Fox, LUTCF National Director of Accounts
Phone (516) 361-9404
Email:***
gfox@rdsservives.us

Exhibit D

RDS Services, LLC
Presented by George Fox, LUTCF National Director of Accounts
Phone (516) 361-9404
Email: ***
gfox@rdsservives.us

RDS Services, LLC 50 West Big Beaver, Suite 220 Troy MI 48084

May 7, 2020 12:00 By: Letter Certified 70192970000221412836
Fax:

William G. Morris, Chairman
Alcoa USA Corp (Respondant)
201 isabella Street, Suite 500
Pittsburgh, PA 15212

RE: Shareholder Proposal and Supporting Statement

Dear Mr. Morris,

Greetings and the best of wishes for your continued health and happiness.

My name is George Fox, National Director of Accounts for RDS Services, LLC. Today, May 7, 2020 12:00, I write to you after attempting to contact the head of Alcoa USA Corp benefits and finance department on behalf of the Bethann Richter (Petitioner), and a shareholder of Alcoa USA Corp and named in the Shareholder Proposal enclosed with this cover letter.

The Petitioner, as named in the accompanying Shareholder Proposal, (exhibit A) has delegated George Fox, (Representative) who serves as Director of National Accounts for RDS Services, LLC; a Michigan based company located at 50 West Big Beaver, Suite 220, Troy MI 48084, to submit the following "proposal by proxy" which is consistant with Staff Legal Bulletin 14I. The appointment of the Representaive by the Petitioner is to act on behalf of the Petitioners investment in Alcoa USA Corp, as granted by Rule 14a-8. The Representative will enjoy the full authority granted by the designation of Authorized Representative and these powers are outline in the Authorized Representative Affidavit (exhibit B).

The authority granted by the Petitioners designation is from the date of this letter, May 7, 2020 12:00 and up to and for the Alcoa USA Corp Shareholders Annual Meeting on or about May 6, 2020 10:00. If the annaul shareholder meeting has occured prior to recieving the letter or will occur within one hundread and twenty one (121) days of reciept of the letter and accompaniying Shareholder Proposal, an automatic extension to the next Alcoa USA Corp shareholder meeting is implied and the Representatives authority will continue to the next shareholder meeting that will occur within the next twelve months and one day.

To furtherance of the Representaives authority and purpose, the attached Shareholder Proposal is being submitted to the executive offices of Alcoa USA Corp by the Representative on behalf of the Petitioner as listed in the company's previous years proxy. The shareholder proposal is being submitted more than one hundred and twenty (120) days in advance of the annual shareholder meeting via certified mail and / or fax within the context of Rule 14a-8(e). The terms and conditions of the Petitioners proposal are outlined in the Shareholders Proposal attached (exhibit A).

The Shareholder has submitted with this proposal, an accounting of the holdings (exhibit C) that confirms the shareholder minimally required beneficial ownership of Alcoa USA Corp voting stock with a "Market

Value" of more than $2000 in the 60 days prior to the submission of the Shareholder Proposal. The Alcoa USA Corp stock is held in "Street Name" consistent with Rule 14a-8(b).

The shareholder has been a long-term stockholder of Alcoa USA Corp for more than three hundred and ninety six (396) days and intends to continue to hold the securities through the date of the next shareholder meeting consistent with Rule 14a-8(b)

If Alcoa USA Corp (Respondent) asserts that the Petitioners Shareholder Proposal has a defect that must be cured, all notices of the specific assertion should be mailed, certified to the Petitioners legal address at *** with copies to the Representative at the office address listed in this letter signature.

The Representative intends to attend the annual shareholder meeting on behalf of the Petitioner on the date, as published in the annual statement and proxy, consistent with Rule 14a-8(h)(3). The Petitioner is submitting the enclosed Shareholder Proposal within the context of Rule 14a-8(a), 14a-8(b), 14a-8(d).

I thank you for your time and effort that you will expend on this matter. I look forward to the thoughts and comments on the proposed actions that will enhance shareholder value. Any discussion concerning modifications, amendments, withdrawls or settlements of the Shareholder Proposal, should be directed to the Representaive.

Please call me directly with any question and I look forward to speaking with you in the coming days that will proceed the annual meeting. I look forward to the time when all shareholders of the Alcoa USA Corp will get to express their decision on this vital proposal that impacts shareholder value.

Respectfully,

X _____

George Fox, LUTCF
Director of National Accounts
RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
(516)361-9404
gfox@rdsservices.us

X _____

Bethann Richter

***

CC: File-One drive
Mark Manquen

Word Count: 536

Ankit R. Patel

ANKIT R. PATEL ELECTRONIC NOTARY PUBLIC NOTARY ID 132230815 STATE OF TEXAS | EXP. 10/29/23

Document Notarized using a Live Audio-Video Connection

This is the Exhibit Cover Page

Exhibit A

Word Count 465

SHAREHOLDER PROPOSAL and STATEMENT (RDS-14492017)

Bethann Richter, *** , beneficially owns voting shares of Alcoa USA Corp. submits the following:

RESOLVED: That shareholders of Alcoa USA Corp, assembled at the annual meeting in person and by proxy, to demand that the Board of Directors immediately engage *RDS Services, LLC* to conduct a ***Retiree Drug Subsidy Reopening*** to evaluate and recover the estimated **($1,246,714.52)** and **($ 890,469)** speciality drug subsidies, in additional unclaimed Federal Drug Subsidies due Alcoa USA Corp. Thereby enhanceing shareholder value by increasing dividends or increasing share price. The shareholders further request that the Board annually engage RDS Services, LLC to maximize the Federal Retiree Drug Subsidy.

Statement: You are urged to vote **"Yes"** for this proposal for the following reasons.

1.Alcoa USA Corp applies for and receives the Federal Retiree Drug Subsidy payments called the **Retiree Drug Subsidy,** for retiree drug benefit cost paid out of company earnings yearly.

2. Alcoa USA Corp has applied for and received $8,311,430.10 in Retiree Drug Subsidy for 2015, 2016, 2017, 2018.

3. RDS Services, LLC has notified the Executive management of Alcoa USA Corp of the potential Retiree Drug Subsidy payment enlargement by certified letter (#70190700000151340468) for the last twelve months or more from the date of this shareholder proposal.

4. RDS Services, LLC has a documented and proven track record of increasing and recovering additional Retiree Drug Subsidy for plan sponsors by an average increase of 115%.

5. RDS Services, LLC will recover the additionally projected $1,246,714.52 in Retiree Drug Subsidy payment at **no cost** to Alcoa USA Corp shareholders.

RDS Services, LLC has been successful in delivering Retiree Drug Subsidy recoveries that can directly increase dividends and share prices. RDS Services, LLC has recovered millions of additional dollars for large enterprise employers, exactly like Alcoa USA Corp that participate in the Retiree Drug Subsidy. The recovery of the additional subsidy dollars should reduce operating cost and increase dividends.

As the owner of Alcoa USA Corp Company stock, Bethann Richter believes the Company's has not received 100% of the drug subsidy that was due to Alcoa USA Corp, based upon the projected underpayment of $1,246,714.52 demonstrated by the RDS Services, LLC data analysis. The shareholder, Bethann Richter who advanced this proposal has seen numberious examples, of the high value provide by the Retiree Drug Subsidy Reopening process. These examples can be provided upon request.

As a committed investor in Alcoa USA Corp, the proposer's focus is for the Company to enhance value for its investors. Based on the aforesaid examples, no other subsidy improvements can unleash the Company's shares' true value like the Retiree Drug Subsidy Reopening performed by RDS Services, LLC and there is NO COST to shareholders or Alcoa USA Corp.

The Board must take advantage of this **no cost** opportunity to recover the additional Retiree Drug Subsidy and increase shareholder equity. Find More Information at www.rdsservices.us

X Bethann Richter Shareholder Date: May 7, 2020 12:00

This is the Exhibit Cover Page

Exhibit B

Word Count 149

Authorized Representative Affidavit

This agent, George Fox, herein referred to in the Shareholder Proposal as Authorized Representative, is hereby given the authority to take charge of Bethann Richter shares in Alcoa USA Corp, as Authorized Representative. In managing the shares, the agent has the authority to:

1. Buy and sell all shares that is used in connection with the shareholders accounts.

2. Sign any and all checks, notes, drafts, bills, commercial paper and documents related to the shares.

3. State accounts and prosecute, collect, or settle all claims due, that exist or may arise in connection with the shares.

4. Take control of the business, and to buy, sell, pledge or mortgage any notes, bonds, leases, contracts, security agreements and mortgages that are connected with the business; and

5. Do all other acts of management that are in connection with running the shares and or business.

Bethann Richter

Signature

Bethann Richter

***

Document Notarized using a Live Audio-Video Connection

Ankit R. Patel

This is the Exhibit Cover Page

Exhibit C

Statement from TD Bank

Shares held in "Street Name"

TD Ameritrade

200 South 108th Ave

Omaha, NE 68154

RE: Your TD Ameritrade Account ending in ***

Dear Bethann Richter,

Thank you for allowing me at assist you today. As you requested, each purchase, date and cost per share of the stocks you currently hold is listed below.

Ticker Symbol:	AA
Purchase Date:	Apr 24, 2019
Shares Valuation:	$5,660.00

www.tdameritrade.com

TD Ameritrade

FAX

To: Bethann Richter

Fax Number: 212-320-0464

Total Pages: 3

From: Gaskin, Sara L

Fax Number:

Phone: (817) 490-2078

Date: 6/9/2020 15:34:04

Notes:

Your recent request for information

Ameritrade

06/09/2020

Bethann W Richter Rollover Ira Td Ameritrade Clearing, Custodian
***

Re: Confirmation of Your Account Transaction History

Dear Bethann Richter,

Thank you for your request regarding your TD Ameritrade account ending in *** . Here is the purchase information you requested. Shares have been continuously held from their respective purchase dates and are held in street name registered to Bethann W Richter Rollover Ira Td Ameritrade Clearing, Custodian. In addition, TD Ameritrade's DTC number is 0188.

AA –ALCOA CORP
04/24/2019 – Purchased 100 shares at $ 28.3045 per share for a total of $ 2,830.45
AA –ALCOA CORP
07/9/2019 – Purchased 100 shares at $ 21.2642 per share for a total of $ 2126.42

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account. If you have questions regarding your tax liability or need assistance with determining your cost basis, please consult with a qualified tax advisor. TD Ameritrade does not provide tax advice.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Sara L Gaskin

Sara L Gaskin
Resource Specialist
TD Ameritrade

Market volatility, volume, and system availability may delay account access and trade executions.

Affidavit of Service

State of New York, County of New York

The undersigned being duly sworn, deposes and says:

George Fox *** **is not a party to the action, is over the age of eighteen (18) years of age and resides at .**

That of the date of May 7, 2020 12:00 deponent served within a "Shareholder Proposal" that is consistent with Rule 14a-8, upon Alcoa USA Corp. The enclosed Shareholdr Proposal is to be heard at the annaul meeting located at Fairmont Pittsburgh Grand Ballroom 510 Market Street Pittsburgh PA 15222.

Mode of service:

Service my mail, by depositing a true copy of the aforesaid document in a post paid properly addresses envelope, certified, in a postal office depository under the exclusive care and custody of the United States Postal Service.

Signature of person serving papers

George Fox

Printed Name

Sworn to before this 05 **day of** June 20

Ankit R. Patel

Notary Public

Document Notarized using a Live Audio-Video Connection

Word Count 126

References

Legal, S. (2001, July 13). Division of Corporation Finance: Staff Legal Bulletin No. 14. Retrieved June 5, 2020, from https://www.sec.gov/interps/legal/cfslb14.htm

(2013).

Defines family office, Regulation of Investment Advisers by the U.S. Securities and Exchange Commission, Section II. (B., 7, a., b.) 2013

Staff, S. (2020, June 5). The Intercontinental Exchange. Retrieved June 5, 2020, from https://www.nyse.com/listings_directory/stock

https://www.nyse.com/contact

American Psychological Association 6th edition formatting by CitationMachine.net.

RDS Services, LLC
50 West Big Beaver, Suite 220
Troy, MI 48084
(516) 361-9404
www.rdsservices.us

1000

15212

U.S. POSTAGE PAID
FCM LG ENV
GREENLAWN, NY
11740
JUN 09, 20
AMOUNT
$5.95
R2304M113642-44

6A29

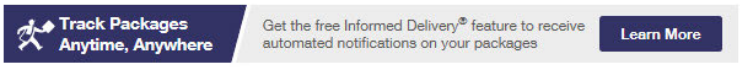
CERTIFIED MAIL®

7019 2970 0002 2141 2942

USPS Tracking®

Tracking | FAQs >

Track Another Package +



Tracking Number: 70192970000221412942

Remove ×

Your item was delivered to the front desk, reception area, or mail room at 12:58 pm on June 15, 2020 in PITTSBURGH, PA 15212.

Status

Delivered

June 15, 2020 at 12:58 pm
Delivered, Front Desk/Reception/Mail Room
PITTSBURGH, PA 15212

Get Updates

Delivered