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December 23, 2020

**BY ELECTRONIC MAIL**

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

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

Ladies and Gentlemen:

On behalf of General Dynamics Corporation, we are submitting this letter to respond to the Proponent’s letter to the staff dated December 21, 2020 (the “**Response Letter**”), objecting to the Company’s intention, expressed in our letter to the staff dated December 8, 2020 (the “**Initial Letter**”) to omit the Proposal from its 2021 proxy materials. For ease of reference, capitalized terms used in this letter have the same meaning ascribed to them in the Initial Letter.

As explained in the Initial Letter, the Proposal is excludable under Rule 14a-8(e)(2) because the Proposal was received at the Company’s principal executive offices after the deadline for submitting shareholder proposals for the 2021 annual meeting of shareholders.

In its Response Letter, the Proponent acknowledges that its mailed submission of the Proposal was not delivered to the Company’s principal executive offices by the Company’s deadline of November 26, 2020. The Response Letter states “Delivery by mail was first attempted on November 28th and completed on November 30th.” As discussed in the Initial Letter, the staff strictly enforces deadlines for the receipt of shareholder proposals under Rule 14a-8(e)(2). The Company similarly enforces the deadlines in a strict manner out of fairness to all shareholders. The Proponent requests an exception to this strictly enforced deadline due to the mitigating factors of the deadline falling on a holiday and difficulties related to submission of shareholder proposals during the COVID-19 pandemic. However, there is no basis to grant the Proponent an exception to the requirements of Rule 14a-8(e). The staff has explicitly stated that shareholder proposal deadlines may fall on weekends or federal holidays, and that any proposals submitted after the deadline are not timely for purposes of the rule. *See Staff Legal Bulletin No. 14*, Item C3(b) (July 3, 2001): “...if the deadline falls on a Saturday, Sunday or federal holiday ... rule 14a-8 proposals received after business reopens would be untimely.” Secondly, while the Company appreciates

that there may be additional logistical issues with submitting proposals during the pandemic, the Proponent had ample opportunity to plan in advance and submit the Proposal earlier or by a method that would have ensured timely delivery.

For example, despite the Proponent's claims that the delivery of the Proposal was delayed due to the mitigating circumstances of the COVID-19 pandemic, in fact the delivery was completed within the time frame contemplated by the Proponent's method of shipment. Based on the tracking information provided by the Proponent, the Proposal was received by the U.S. Postal Service ("USPS") at 5:06 p.m. on November 24, 2020. The Proponent submitted the Proposal using Priority Mail, a service which, according to the USPS's website, features a delivery time of "1-3 Business Days."<sup>1</sup> The Proposal was delivered on November 30, 2020, within the possible time frame of the delivery service through which the Proposal was submitted. To ensure timely delivery of the Proposal, the Proponent might have mailed the Proposal earlier than November 24, 2020. Alternatively, the Proponent might have selected a faster delivery method (for example, the USPS's "Priority Mail Express" promises an overnight delivery time, with a 2-day guarantee, and similar overnight options are available at other major delivery services). The Proponent's choice of delivery service does not render inapplicable the deadline requirements of Rule 14a-8(e)(2).

The Proponent cites the SEC's guidance applicable to presentation of shareholder proposals in the wake of the pandemic to support its request for an exception to Rule 14a-8(e)(2). However, the cited guidance is inapplicable, as it applies solely to the requirement under Rule 14a-8(h) for shareholder proponents to appear and present their proposals at annual meetings.<sup>2</sup> It is hard to see how the cited guidance applies to the simple mailing of a letter.

Having conceded that the mailed delivery was not compliant with the Rule 14a-8(e)(2) deadline, the Proponent next insists that the Proposal was properly submitted via e-mail. The Response Letter included a PDF of an e-mail purportedly sent to the Company's General Counsel on November 24, 2020, but the Proponent has provided no evidence whatsoever that the e-mail was received by the recipient (whether by "read receipt," return reply, or otherwise). As stated in the Initial Letter, the e-mail was not received by the Company's General Counsel, who has confirmed that, following a search of his e-mail records, the correspondence from the Proponent was not received by him on the date indicated. Notably, the Proponent's subsequent correspondence on November 30, 2020, relating to proof of ownership of the Company's common stock, was received timely at the specified e-mail address indicating there was no error in the Company's e-mail systems receiving electronic correspondence from the Proponent.

It is worth noting the Company's 2020 proxy materials instruct shareholders to submit written proposals by mail, to be "sent to the Corporate Secretary, General Dynamics Corporation, 11011 Sunset Hills Road, Reston, Virginia 20190." The 2020 proxy materials made no reference to electronic or e-mail submissions for this purpose and neither invited nor encouraged that means of delivery. We also note that the text of Rule 14a-8(e)(2) states "[i]n order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery." Here, the only means provided to prove the date of delivery is the tracking information for the mailed submission. The PDF of the purported e-mail submission in

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<sup>1</sup> <https://www.usps.com/ship/priority-mail.htm>.

<sup>2</sup> <https://www.sec.gov/ocr/staff-guidance-conducting-annual-meetings-light-covid-19-concerns>

the Response Letter contains no evidence proving delivery. If the Proponent had wanted to ensure that its submission was received in time, it could have submitted the Proposal using the method specified in the Company's proxy statement in a timely fashion. This is the same avenue for proposal submissions that is available to all of the Company's shareholders, and would have provided acceptable means to prove the date of delivery. However, the Proponent did not do so but rather chose a means that introduced certain delivery risks. The Proponent having failed to successfully deliver the Proposal to the recipient by the applicable deadline through the means it chose, the Proposal is excludable under Rule 14a-8(e)(2).

For these reasons, and the reasons set forth in the Initial Letter, the Company believes it may omit the Proposal from its 2021 proxy materials. If the staff has any questions or needs additional information, please feel free to contact me at (202) 637-6832 or by e-mail at [alex.bahn@hoganlovells.com](mailto:alex.bahn@hoganlovells.com).

Sincerely,

A handwritten signature in cursive script that reads "C. Alex Bahn".

C. Alex Bahn

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



December 21, 2020

Via e-mail at [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

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

Re: Request by General Dynamics Corporation to omit proposal submitted by the Franciscan Sisters of Allegany, NY

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Franciscan Sisters of Allegany, NY (the “Proponent”) submitted a shareholder proposal (the “Proposal”) to General Dynamics Corporation (“General Dynamics” or the “Company”). The Proposal asks General Dynamics to report to shareholders on the Company’s human rights due diligence process to identify, assess, prevent, mitigate, and remedy actual and potential human rights impacts associated with high-risk products and services, including those in conflict-affected areas.

In a letter to the Division dated December 8, 2020 (the “No-Action Request”), General Dynamics stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company’s 2021 annual meeting of shareholders. General Dynamics argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(e)(2), on the ground that the Proposal was received after the deadline for submitting proposals for inclusion in the proxy materials. As discussed more fully below, the Proponent respectfully requests that General Dynamics’ request for relief be denied.

### **The Proposal**

The Proposal states,

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

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

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

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

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

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

<sup>2</sup> [https://www.codepink.org/general\\_dynamics](https://www.codepink.org/general_dynamics)

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

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

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

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

In addition to contracts with foreign governments,<sup>7</sup> General Dynamics also has highly controversial contracts with U.S. government agencies, including providing casework services publicly linked to the family separation crisis at the U.S. – Mexico border.<sup>8</sup> It also supplies remote video surveillance systems which may violate rights to privacy and seeking asylum.<sup>9</sup> Finally, General Dynamics faces human capital management risks related to worker health and safety, including exposure to COVID-19, and labor strikes.<sup>10</sup>

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

14a-(8)(e)(2) states, “The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting.” This year, General Dynamics’ deadline to submit proposals fell on a national holiday, Thanksgiving. There is a global pandemic that has resulted in the death of over 300,000 Americans, with over 16.8 million people infected. COVID-19 is highly contagious and makes entering public places such as post offices more risky.

COVID-19 has also affected the speed, timing, and reliability of mail delivery. Accordingly, the Proponent submitted the proposal by both mail and email to ensure that it would arrive in a timely manner. It is customary practice among proponents to submit proposals through the mail and electronic means. In fact, some proponents only submit proposals through electronic means.

As indicated in the filing cover letter, the Proponent submitted the Proposal both by priority mail and by email to the Corporate Secretary. The Proposal was emailed to the Corporate Secretary on November 24, 2020 (see Attachment A). The Proposal was sent to Gregory Gallopoulos at [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com) (the “Recipient E-mail Address”).

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

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

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

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

While the Company states “the e-mail records of the identified recipient do not indicate that any e-mail from the Proponent submitting the Proposal was ever received,” the Proponent did not receive an error message or return email from the Recipient E-mail Address. The Proponent has corresponded with executives at General Dynamics in the past, with Investor Relations copying the Recipient E-mail Address on messages to the Proponent (see Attachment B). These facts are at odds with General Dynamics’ assertion that the Proposal was not received at the Recipient E-mail Address.

The Proposal was also sent by United States Postal Service (“USPS”) via Priority Mail, postmarked on November 24, 2020 (see Attachment C). While sent with the intention for the Proposal to be received by November 26<sup>th</sup>, the pandemic and Thanksgiving holiday interfered with a timely arrival, as indicated in the USPS records and tracking information in Attachment C. Delivery by mail was first attempted on November 28<sup>th</sup> and completed on November 30<sup>th</sup>.

The Division has recognized that the public health and safety concerns posed by COVID-19 necessitate flexibility in the shareholder proposal process. In guidance it issued in the spring, the Division encouraged issuers to allow proponents to present proposals through alternatives to in-person attendance and provided that non-attendance at annual meetings due to “inability to travel or other hardships related to COVID-19” would constitute “good cause” for purposes of Rule 14a-8’s requirement that proponents appear to present their proposals or risk exclusion the following year.<sup>11</sup> It is likewise appropriate for the Division to consider the circumstances when determining whether to allow exclusion on procedural grounds that are affected by the ongoing pandemic, including timely submission, where—as here--the proponent shows that it exercised diligence.

\* \* \*

For the reasons set forth above, General Dynamics has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(e)(2). The Proponents thus respectfully request that General Dynamics’ request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at (973) 509 - 8800.

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<sup>11</sup> <https://www.sec.gov/ocr/staff-guidance-conducting-annual-meetings-light-covid-19-concerns>

Sincerely,

A handwritten signature in black ink that reads "Mary Beth Gallagher". The signature is written in a cursive style with a large, looped 'G' at the end.

Mary Beth Gallagher  
Investor Advocates for Social Justice  
On behalf of the Franciscan Sisters of  
Allegany, NY

cc: Sister Gloria Oehl, \*\*\*  
Neal Wheeler, [nwheeler@generaldynamics.com](mailto:nwheeler@generaldynamics.com)  
Weston Gaines, [weston.gaines@hoganlovells.com](mailto:weston.gaines@hoganlovells.com)  
Alex Bahn, [alex.bahn@hoganlovells.com](mailto:alex.bahn@hoganlovells.com)



# Attachment A

**From:** Ellen Weaver [ejweaver@fsallegany.org](mailto:ejweaver@fsallegany.org)   
**Subject:** Shareholder Participation Documents  
**Date:** November 24, 2020 at 3:57 PM  
**To:** [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com)  
**Cc:** Mary Beth Gallagher [mbgallagher@iasj.org](mailto:mbgallagher@iasj.org), Gloria Oehl ( \*\*\* ) \*\*\*,  
Chris J. Treichel ( \*\*\* ) [cjtreichel46@gmail.com](mailto:cjtreichel46@gmail.com)



Dear Mr. Gallopoulos,

Attached are two documents from the Franciscan Sisters of Allegany for your review. The hard copies of these items are being placed in today's US Mail to your attention. A letter of verification of ownership will be forthcoming.

Thank you and best to you,  
Ellen J Weaver  
Finance Manager / Franciscan Sisters of Allegany  
PO Box W, St Bonaventure, NY 14778  
Phone: 716-373-0200 Ext. 3209  
Fax: 716-372-5774



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

November 24, 2020

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

Via mail and email to: [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com)

Dear Mr. Gallopoulos:

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

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

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

I am hereby authorized to notify you of our intention to file the attached proposal requesting a report on human rights disclosure. I hereby submit it for inclusion in the proxy statement to be presented with the 2021 Annual Meeting of the

**From:** Ellen Weaver [ejweaver@fsallegany.org](mailto:ejweaver@fsallegany.org)  
**Subject:** Additional Shareholder Participation Documents



**Date:** November 30, 2020 at 12:17 PM

**To:** [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com)

**Cc:** Mary Beth Gallagher [mbgallagher@iasj.org](mailto:mbgallagher@iasj.org), Chris J. Treichel (\*\*\*),  
Gloria Oehl (\*\*\*)

Dear Mr. Gallopoulos,

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

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

Sincerely,  
Ellen J Weaver  
Finance Manager / Franciscan Sisters of Allegany  
PO Box W, St Bonaventure, NY 14778  
Phone: 716-373-0200 Ext. 3209  
Fax: 716-372-5774



Genera  
Dynam...ers.pdf



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

*Nov 27, 2020*

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

Via mail and email to: [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com)

Dear Mr. Gallopoulos:

## Attachment B

**From:** Rubel, Howard hrubel@generaldynamics.com  
**Subject:** RE: Investor Letter on coronavirus and protecting employees  
**Date:** April 14, 2020 at 4:31 PM  
**To:** Mary Beth Gallagher mbgallagher@iasj.org, Gallopoulos, Gregory ggallopoulos@generaldynamics.com



Dear Mary Beth,  
We appreciate that you have taken the effort to reach out to us to talk about Bath Iron Works. To be clear, the health, safety and wellbeing of all our employees is a top priority throughout General Dynamics.

To alleviate your concerns, I have spoken to our SVP of Human Resources and Administration, Kim Kuryea, who would like to join me for a call with you.

There is much good we are doing at Bath and at General Dynamics. The papers seems to gloss over much of it.

Rest assured, we are on top of the issues you have raised.

Could you please provide me with some times and dates over the next 10 days that would work for a thirty minute call.

Thank you in advance.  
Sincerely,

Howard


-----  
**Howard A. Rubel**  
Vice President, Investor Relations  
General Dynamics  
11011 Sunset Hills Road, Reston, Va. 20190  
(703) 876-3117 (o) | (203) 247-0919 (m)  
[hrubel@generaldynamics.com](mailto:hrubel@generaldynamics.com)

**From:** Mary Beth Gallagher <mbgallagher@iasj.org>  
**Sent:** Friday, April 10, 2020 1:58 PM  
**To:** Gallopoulos, Gregory <ggallopoulos@generaldynamics.com>; Rubel, Howard <hrubel@generaldynamics.com>  
**Subject:** Investor Letter on coronavirus and protecting employees

Dear Mr. Gallopoulos and Mr. Rubel,  
I hope this email finds you, your family, and colleagues well and healthy. We have been following the news about the Bath Iron Works shipyard and employee concerns about their health and safety. We understand General Dynamics must balance a number of factors at this difficult time, and we urge you to prioritize the health and safety of your workforce.

Please find attached an investor letter inquiring about the company's response to protect employee health and safety which includes recommendations for protecting the company's employees. We urge you to meet with union representatives, and as time permits, shareholders would appreciate the opportunity to speak with you to hear about the company's response.

# Attachment C



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**Tracking Number:** 9114901496451629164075 Remove X

**Status**  
**Delivered**  
November 30, 2020 at 11:04 am  
Delivered, Front Desk/Reception/Mail Room  
RESTON, VA 20190  
[Get Updates](#) ✓

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

**Delivered**

**Text & Email Updates** ✓

**Tracking History** ^

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

November 29, 2020, 9:41 am  
Delivery Attempted - No Access to Delivery Location  
RESTON, VA 20190

November 28, 2020, 7:10 am  
Out for Delivery  
RESTON, VA 20190

November 28, 2020, 8:38 am  
Arrived at Post Office  
RESTON, VA 20190

November 26, 2020, 1:27 am  
Departed USPS Regional Distribution Facility  
DULLES VA DISTR BUTION CENTER

November 27, 2020, 11:17 pm  
Arrived at USPS Regional Facility  
DULLES VA DISTR BUTION CENTER

November 27, 2020, 7:20 pm  
Departed USPS Facility  
HYUNTSVILLE, MD 20785

November 27, 2020, 6:17 pm  
Arrived at USPS Facility  
HYUNTSVILLE, MD 20785

November 27, 2020, 8:58 am  
Departed USPS Regional Facility  
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER

November 26, 2020, 9:28 pm  
Arrived at USPS Regional Origin Facility  
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER

November 26, 2020  
In Transit to Next Facility

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

November 24, 2020, 5:56 pm  
USPS in possession of item  
ALLEGANY, NY 14706

**Product Information** ^

Postal Product: Priority Mail®  
Features: USPS Tracking®  
Up to \$50 insurance included. Restrictions Apply ⓘ

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555 Thirteenth Street, NW  
Washington, DC 20004  
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**Rule 14a-8(e)(2)**

December 8, 2020

**BY ELECTRONIC MAIL**

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

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

Ladies and Gentlemen:

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

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

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

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

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

## **THE PROPOSAL**

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

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

## **BASIS FOR EXCLUSION**

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

#### ***A. Background***

Rule 14a-8(e)(2) provides that a shareholder proposal submitted with respect to a company's regularly-scheduled annual meeting "must be *received* at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting" (emphasis added). As required by Rule 14a-5(e), the Company included in its 2020 proxy statement the deadline for receiving shareholder proposals submitted for inclusion in the 2021 proxy materials, calculated in the manner described in Rule 14a-8(e). Specifically, page 82 of the 2020 proxy statement stated:

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

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

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

***B. Analysis***

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

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

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

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

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

## CONCLUSION

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

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

Sincerely,



C. Alex Bahn

Enclosures

cc:

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



**Exhibit A**

**Copy of the Proposal and Related Correspondence**

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

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



## Franciscan Sisters of Allegany, NY

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

November 24, 2020

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

Via mail and email to: [ggallopoulos@generaldynamics.com](mailto:ggallopoulos@generaldynamics.com)

Dear Mr. Gallopoulos:

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

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

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

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

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

Sincerely,

Sr. Chris Treichel, OSF  
Treasurer

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

Street Address: 115 East Main Street, Allegany, NY 14706-1318 ◊ 716-373-0200 ◊ Fax 716-372-5774  
[www.alleganyfranciscans.org](http://www.alleganyfranciscans.org)

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

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

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

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

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

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

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

<sup>2</sup> [https://www.codepink.org/general\\_dynamics](https://www.codepink.org/general_dynamics)

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

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

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

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

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

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

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

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

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

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

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

**Subject:** Additional Shareholder Participation Documents

Dear Mr. Gallopoulos,

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

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

Sincerely,

*Ellen J Weaver*

Finance Manager / Franciscan Sisters of Allegany

PO Box W, St Bonaventure, NY 14778

Phone: 716-373-0200 Ext. 3209

Fax: 716-372-5774





*Franciscan Sisters of Allegany, NY*

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

Nov 27, 2020

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

Via mail and email to: ggallopoulos@generaldynamics.com

Dear Mr. Gallopoulos:

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

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

Kindly confirm receipt of the verification.

Sincerely,

*Sr. Chris Treichel, OSF*  
Sr. Chris Treichel, OSF  
Treasurer



November 27, 2020

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

Account #:\*\*\*

Questions: +1 877-594-2578  
x53583

---

**Important information about your account.**

---

Dear Ellen Weaver,

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

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

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

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

Sincerely,

*Will Burnsed*

Will Burnsed  
ESCALATION SUPPORT  
3000 Schwab Way  
WESTLAKE, TX 76262



**Exhibit B**

**Copy of the Submission Envelope and USPS Tracking Information**

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### **Delivered**

November 30, 2020 at 11:04 am  
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RESTON, VA 20190

**Get Updates** ✓

Feedback

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**Text & Email Updates** ✓

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**November 30, 2020, 11:04 am**

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RESTON, VA 20190

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**November 28, 2020, 9:41 am**

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

**November 28, 2020, 7:10 am**

Out for Delivery  
RESTON, VA 20190

**November 28, 2020, 5:38 am**

Arrived at Post Office  
RESTON, VA 20190

**November 28, 2020, 1:27 am**

Departed USPS Regional Destination Facility  
DULLES VA DISTRIBUTION CENTER

**November 27, 2020, 11:17 pm**

Arrived at USPS Regional Facility  
DULLES VA DISTRIBUTION CENTER

**November 27, 2020, 7:20 pm**

Departed USPS Facility  
HYATTSVILLE, MD 20785

**November 27, 2020, 6:17 pm**

Arrived at USPS Facility  
HYATTSVILLE, MD 20785

**November 27, 2020, 9:55 am**

Departed USPS Regional Facility  
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER

**November 26, 2020, 9:26 pm**

Arrived at USPS Regional Origin Facility  
NORTHWEST ROCHESTER NY DISTRIBUTION CENTER

**November 26, 2020**

In Transit to Next Facility

**November 24, 2020, 6:52 pm**

Departed Post Office  
ALLEGANY, NY 14706

Feedback



November 24, 2020, 5:06 pm

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**Product Information**



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