

JOHN CHEVEDDEN

January 24, 2021

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

1 Rule 14a-8 Proposal
Charles River Laboratories International (CRL)
Proxy Access
Myra K. Young

Ladies and Gentlemen:

This is in regard to the January 22, 2021 no-action request.

Management has implicitly admitted it received the proposal.

In its attempt to devise an airtight defense management has tripped over itself and has implicitly admitted it received the proposal.

The January 22, 2021 letter seems to contradict the 2020 proxy. According to the 2020 proxy the Corporate Secretary is the one who excludes unrelated items such as advertisements and product-related communications.

“In order to provide shareholders and other interested parties with a direct and open line of communication to the Board, we adopted the following procedures for communications to directors. Shareholders and other interested parties may contact the lead director, any other directors or the independent members of the Board as a group through our Lead Director, Dr. Milne, by writing to the Lead Director, c/o Corporate Secretary, Charles River Laboratories International, Inc., 251 Ballardvale Street, Wilmington, Massachusetts 01887, or by email at CRLLeadDirector@crl.com. All communications received in this manner will be kept confidential, if requested, and relevant information will be forwarded by the Corporate Secretary to the Lead Director or to other directors if the communication is so directed. Items that are unrelated to a director's duties and responsibilities as a board member may be excluded by the Corporate Secretary, including solicitations and advertisements, junk mail, product-related communications, job referral materials such as resumes, surveys and material that is determined to be illegal or otherwise inappropriate. Any communication so excluded will be made available to any independent director upon request.”

How does a broker letter look like an advertisement or a product-related item?

Sincerely,


John Chevedden

cc: Matthew Daniel <Matthew.Daniel@crl.com>

Davis Polk

Ning Chiu

Davis Polk & Wardwell LLP 212 450 4908 tel
450 Lexington Avenue 212 701 5908 fax
New York, NY 10017 ning.chiu@davispolk.com

January 22, 2021

Office of the Chief Counsel

Division of Corporation Finance
Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Charles River Laboratories International, Inc., a Delaware corporation (the "**Company**"), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), we are filing this letter with respect to the shareholder proposal dated November 4, 2020 (the "**Proposal**") sent by Myra K. Young with John Chevedden authorized as the representative (the "**Proponents**") for inclusion in the proxy materials the Company intends to distribute in connection with its 2021 Annual Meeting of Shareholders (the "**2021 Proxy Materials**").

We hereby request confirmation that the Staff of the Division of Corporation Finance (the "**Staff**") will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2021 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2021 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

BACKGROUND

On or about January 14, 2021, the Company received by certified mail (the "**January Certified Mail**")¹ a printed copy of an email message dated January 5, 2021 (the "**January 5 email**"). The

¹ The January Certified Mail was postmarked with a January 8, 2021 date. According to U.S. Postal Service records, the January Certified Mail was retrieved from the Wilmington, MA postal facility on January 12, 2021. It is not clear when it was actually delivered to the Company's headquarters in Wilmington, MA (the "**Headquarters**"), and due to COVID pandemic restrictions, most of the Corporate Secretary and Legal personnel are not working at the Headquarters on a daily basis. The January Certified Mail was opened promptly after being routed to the Corporate Secretary's office on January 14, 2021.

January 5 email states that an attached broker letter relates to a shareholder proposal submitted on November 24, 2020. According to the printed copy of the email message, the January 5 email was addressed to: (a) mdaniel@criver.com, an email address which does not exist; and (b) CRLLeaddirector@crl.com, an email address provided to shareholders explicitly to communicate with the Company's lead independent director that is disclosed in the Company's 2020 proxy statement under the heading "Contacting the Board of Directors" (the "**Lead Director Email Address**"). Prior to January 14, 2021, the Company was not aware of the Proposal and has never previously received communications from any of the Proponents. The Corporate Secretary of the Company regularly checks the Lead Director Email Address inbox for communications and no shareholder proposal was received on November 24, 2020. A copy of the documents the Proponents sent via certified mail is attached as Exhibit A.

As the Company had no record of receiving the Proposal, upon receipt of the January Certified Mail, the Company began to research both (a) whether a paper copy of the Proposal had been received by the Company and (b) the Lead Director Email Address record. After substantial review of the Corporate Secretary's and General Counsel's offices at Headquarters, the Company determined that it had not received a paper copy of the Proposal.

Separately, upon substantial review by the Company's Information Technology (IT) Department, it was determined that according to the policies of the Company's email security vendor, emails are automatically deleted if the vendor concludes that there is sufficient probability that the emails are malicious. Some emails may be marked as potentially malicious ("**Potential Spam**") and are initially quarantined prior to being deleted after 30 days.

The IT Department reviewed the matter and ultimately determined that the Proponents had attempted to send two emails but neither was received by anyone at the Company. According to records that the IT Department has been able to retrieve via the external email vendor, the Proponents attempted to send an email on November 24, 2020 that was designated as potentially malicious and thus quarantined as Potential SPAM (the "**SPAM Hold**"). Because emails subject to a SPAM Hold are automatically deleted by the Company's email security vendor after 30 days, the Company has been unable to retrieve the email, although records of an email from the Proponents having been quarantined on November 25, 2020 and then permanently deleted on December 25, 2020 have been identified by the Company's IT Department.

The January 5 email was also designated as potentially malicious and subject to a SPAM Hold. However, since the Company was made aware of the existence of the January 5 email through the January Certified Mail within the 30 days of the implementation of the SPAM Hold, the Company's IT department was able to retrieve the January 5 email from the email security vendor on January 14, 2021.

According to the Company's IT department, an email message that is sent to both a non-existent email address (mdaniel@criver.com) and a valid email address (the Lead Director Email Address) made it more likely that the Company's email security system designated the email messages as malicious and never delivered the messages even to the valid email address.²

² It is difficult to determine exactly all of the factors that lead to the Proponents' emails being identified as potentially malicious, but the Company's IT Department also believes that another

Other than the January Certified Mail, the Proponent made no attempt to contact the Company to obtain a valid email address for the Corporate Secretary or confirm receipt of the Proposal.

On January 16, 2021, the Company contacted the Proponents to obtain a copy of the Proposal. See Exhibit B.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal from the Proponents at its principal executive offices before the November 26, 2020 deadline for submitting stockholder proposals to the Company. The deadline was disclosed in the Company's proxy statement for the 2020 annual meeting.

Staff Legal Bulletin No. 14 emphasizes that "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline...." Staff Legal Bulletin No. 14C states that "[a] shareholder proponent is encouraged to submit a proposal...by means that allows him or her to determine when the proposal or response was received by the company." The Proponents failed to verify the email address for the proper submission of the Proposal that would have ensured receipt by the Company, and the Proponents' use of a non-existent email address as the primary addressee of the email used to submit the Proposal caused the message to be marked as malicious and therefore impeded delivery. In addition, the Proponents also did not send a hard copy to the Corporate Secretary at the Headquarters.

Recently, in *Teledoc Health, Inc.* (Mar. 20, 2020), the Staff concurred in the exclusion of a proposal where the company did not receive an email from the Proponent, which that company believes may not have been delivered due to being blocked by the email security vendor as a potentially malicious email. Like the Company, Teledoc Health, Inc. did not receive an indication that the Proponent had sent a shareholder proposal to the specified email address until after the deadline for submission for passed.

The Staff has concurred in other instances where the submission of a shareholder proposal by email was not properly received (e.g. *Sprint Corp.* (Apr. 3, 2018) (the proponent submitted the proposal via email to a company employee who no longer worked for the company and to an employee who was not an attorney); *Alcoa, Inc.* (Jan. 12, 2009) (the proponent submitted a proposal by email to the company's investor relations department and by facsimile to a number that was not in the company's principal executive offices).

The Company further requests that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company "intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy. However, Rule 14a-8(j)(1) allows the Staff to waive the deadline if a company can show "good cause." The Company did not receive notice of the Proposal until on or about January 14, 2021, which is less than 80 days before the Company intends to file its 2020 Proxy Materials on March 26 2021. Further, the Company has not received a copy of the Proposal. Accordingly, we believe

variable could have been that the email emanated from an email domain known to be often utilized by spammers, phishers and other actors with bad intent, in addition to legitimate users.

that the Company has "good cause" for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

CONCLUSION

The Company requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, the Company omits the Proposal from its 2021 Proxy Materials. If you should have any questions, please contact the undersigned at (212) 450-4908 or ning.chiu@davispolk.com.

Respectfully,



Ning Chiu

Attachment

cc w/ att: Matthew Daniel, Senior Vice President, General Counsel & Corporate Secretary, Charles River Laboratories International, Inc.

John Chevedden

Exhibit A

From: John Chevedden ***
Subject: Rule 14a-8 Proposal (CRL) blb w1
Date: January 5, 2021 at 7:06:44 AM PST
To: "Matthew L. Daniel" <mdaniel@criver.com>
Cc: George Milne <CRLLeadDirector@crl.com>

Mr. Daniel,

Please see the attached broker letter.

This broker letter goes with the rule 14a-8 proposal submitted on November 24, 2020.

Please confirm receipt within a day.

Sincerely,

John Chevedden



11/27/2020

Myra Young

Re: Your TD Ameritrade Account Ending in ***

Dear Myra Young,

Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least 13 months, 25 shares of Charles River Laboratories International Inc. (CRL) common stock in her account ending in *** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

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,

Gabriel Elliott
Resource Specialist
TD Ameritrade

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Exhibit B

-----Original Message-----

From: Daniel, Matthew

Sent: Saturday, January 16, 2021 5:32 PM

To: ***

Cc: 'jm@corpgov.net' <jm@corpgov.net>

Subject: Certified Letter - Possible Shareholder Proposal

Dear Mr. Chevedden,

On January 14, 2021, we received by certified mail the attached broker letter which indicates the submission of a shareholder proposal to Charles River on behalf of Myra Young. Charles River Laboratories International, Inc. does not have any record of having received such a shareholder proposal. We are looking into the matter further, and in the meantime I am reaching out so that we can obtain a copy of the proposal.

Please note that my correct email address is matthew.daniel@crl.com. I have copied Mr. Jim McRitchie as well since I have not been able to locate an email address for Ms. Young. Thank you.

Best regards,

Matt

Matthew Daniel

Corporate Senior Vice President, General Counsel, Chief Compliance Officer & Corporate Secretary |
Charles River

251 Ballardvale Street, Wilmington, MA 01887

Direct: 781.222.6273 | Main: 781.222.6000 | Cell: 508.423.6728 | Fax: 978.988.5665

matthew.daniel@crl.com | www.criver.com LinkedIn | Twitter | Facebook | Eureka

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