



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 17, 2021

Andrew Davisson  
PRA Health Sciences, Inc.  
davissonandrew@prahts.com

Re: PRA Health Sciences, Inc.  
Incoming letter dated January 15, 2021

Dear Mr. Davisson:

This letter is in response to your correspondence dated January 15, 2021 concerning the shareholder proposal (the "Proposal") submitted to PRA Health Sciences, Inc. (the "Company") by Myra K. Young (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated January 17, 2021, January 21, 2021 and February 24, 2021. Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2020-2021-shareholder-proposals-no-action>.

Sincerely,

M. Hughes Bates  
Special Counsel

Enclosure

cc: John Chevedden  
\*\*\*

March 17, 2021

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: PRA Health Sciences, Inc.  
Incoming letter dated January 15, 2021

The Proposal relates to the election of directors by majority vote.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(e)(2). Our decision to deny relief is based on the significant and well known delivery delays incurred by the United States Postal Service due to the pandemic and surge in holiday deliveries, which were outside the control of the Proponent. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(e)(2).

It is important to our determination that the Proponent used the address that the Company stated in the proxy statement was the appropriate means of submitting proposals and allowed an amount of time for delivery consistent with the expectations set by the delivery service. The Proponent also attempted to submit the Proposal by electronic mail to addresses that the Proponent identified on its own and not identified by the Company. We do not base our determination on these electronic submissions. To the extent a proponent faces obstacles to timely delivery to a mailing address beyond its control and seeks to submit the proposal by an alternate means not provided for in the proxy statement, the proponent should first contact the company to obtain any approved, alternate means for submitting proposals. The proponent also should request that a company employee confirm that the company received the proposal given the proponent bears the burden of proving the date of delivery.

Sincerely,

Bernard Nolan  
Special Counsel

JOHN CHEVEDDEN

\*\*\*

February 24, 2021

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

**# 2 Rule 14a-8 Proposal**  
**PRA Health Sciences Inc. (PRAH)**  
**Elect Directors by Majority Vote**  
**Myra K. Young**

Ladies and Gentlemen:

Management admitted in its January 15, 2021 no-action request that it received the proposal in time and therefore the proposal was received in time. Management admitted the proposal was timely received at a company email address and the company did not claim that this email address was located outside the headquarters of the company.

Sincerely,

  
John Chevedden

cc: Andrew Davisson <DavissonAndrew@prahs.com>

JOHN CHEVEDDEN  
\*\*\*

January 21, 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**  
**PRA Health Sciences Inc. (PRAH)**  
**Elect Directors by Majority Vote**  
**Myra K. Young**

Ladies and Gentlemen:

Management admitted in its January 15, 2021 no-action request that it received the proposal in time and therefore the proposal was received in time.

Rule 14a-8 has rules to establish timely proposal delivery in the event that management disputes timely delivery.

Sincerely,

  
John Chevedden

cc: Andrew Davisson <DavissonAndrew@prahs.com>

[PRAH: Rule 14a-8 Proposal, November 27, 2020  
[This line and any line above it – *Not* for publication.]  
**Proposal [4] – Transition to Elect Directors by Majority Vote**

Resolved: Shareholders of PRA Health Sciences Inc ('PRAH' or 'Company') request the Board of Directors amend our Company's policies, articles of incorporation and/or bylaws to provide that director nominees be elected by the affirmative vote of the majority of votes cast, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. This proposal includes that a director who receives less than a majority vote be removed as soon as a replacement director can be qualified on an expedited basis. If such a removed director has key experience, they can transition to a consultant or director emeritus. With written justification, the board can set an effective date several years into the future for these changes to take effect.

Supporting Statement: To provide shareholders a meaningful role in director elections, our Company's current director election standard should transition from a plurality vote standard to a majority vote standard when only board nominated candidates are on the ballot.

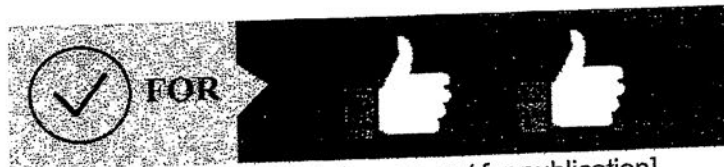
Under our Company's current voting system, a director can be elected if all shareholders oppose the director but one shareholder votes FOR, even by mistake. More than 90% of the companies in the S&P 500 have adopted majority voting for uncontested elections.

In 2019 and 2020 majority shares voted FOR similar proposals at TG Therapeutics, Lipocine, Abeona Therapeutics, Alico, Guidewire Software, Stemline Therapeutics, Caesars Entertainment, RadNet, Gannett, New Residential Investment, Safety Insurance Group, First Community Bancshares, Greenhill, and Advaxis.

BlackRock's proxy voting guidelines include the following: "Majority voting standards assist in ensuring that directors who are not broadly supported by shareholders are not elected to serve as their representatives." Many of our other large shareholders have similar proxy voting policies.

This request should be seen in the context that our Company has a classified board, does not allow shareholders to call special meeting, and a supermajority vote is required to amend certain bylaws. Our Board is locked into an outdated governance structure that reduces board accountability to shareholders. We are at risk of *Zombies on Board: Investors Face the Walking Dead*. (<https://www.msci.com/www/blog-posts/zombies-on-board-investors-face/02161045315>)

**To Enhance Shareholder Value, Vote FOR  
Elect Directors by Majority Vote – Proposal [4]**



[This line and any below are *not* for publication]  
Number 4\* to be assigned by PRAH

The graphic above is intended to be published with the rule 14a-8 proposal.  
The graphic would be the same size as the largest management graphic (and accompanying bold or

JOHN CHEVEDDEN

\*\*\*

January 17, 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**  
**PRA Health Sciences Inc. (PRAH)**  
**Elect Directors by Majority Vote**  
**Myra K. Young**

Ladies and Gentlemen:

This is in regard to the January 15, 2021 no-action request.

It is questionable whether management has any role in this no action request.  
Management is not even a cc on this no action request.

Sincerely,

  
John Chevedden

cc: Christopher L. Gaenzle <InvestorRelations@PRAHS.com>  
Corporate Secretary



PRA Corporate Headquarters  
4130 ParkLake Avenue • Suite 400 • Raleigh, North Carolina 27612 • USA  
P +1 919.786.8200 • F +1 919.786.8201

[prahs.com](http://prahs.com)

January 15, 2021

**VIA E-MAIL**

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

**Re: PRA Health Sciences, Inc.  
Stockholder Proposal on Election of Directors by Majority Vote**

Ladies and Gentlemen:

We write to inform you that PRA Health Sciences, Inc. (the “Company” or “we”) intends to exclude from its proxy statement and form of proxy for its 2021 annual meeting of stockholders (collectively, the “2021 Proxy Materials”) a stockholder proposal and related supporting statement regarding the election of Company directors by majority vote (together, the “Proposal”) received from Myra K. Young, designating John Chevedden to act as her agent with regard to the Proposal (Ms. Young and Mr. Chevedden shall collectively be referred to as the “Proponent” herein), pursuant to Rule 14a-8(e)(2) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), because the Proposal was not timely received at the Company’s principal executive offices by the properly determined deadline. The Company respectfully requests that the Staff of the Division of Corporation Finance (the “Staff”) concur with the Company’s view that it may properly omit the Proposal from its 2021 Proxy Materials in reliance on Rule 14a-8(e)(2) under the Exchange Act.

Pursuant to Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are submitting this letter and its attachments to the Staff via e-mail at [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov), and the undersigned has included both his name and telephone number in this letter. In accordance with Rule 14a-8(j) under the Exchange Act and SLB 14D, copies of this letter and its attachments are being sent concurrently to the Proponent as notice of the Company’s intent to exclude the Proposal from the 2021 Proxy Materials. Because the failure to submit timely a stockholder proposal is a deficiency that cannot be remedied, the Company has not provided to the Proponent the 14-day notice and opportunity to cure under Rule 14a-8(f)(1) under the Exchange Act. Rule 14a-8(f)(1) provides that a company is not required to provide a stockholder with notice of a deficiency in the stockholder’s proposal “if the deficiency cannot be remedied, such as if [the stockholder] fails to submit a proposal by the company’s properly determined deadline.”

We take this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Securities and Exchange Commission (the “Commission”) or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company in accordance with Rule 14a-8(k) under the Exchange Act and SLB 14D.

**I. The Proposal**

The Proposal provides, in relevant part:

“Shareholders of PRA Health Sciences Inc. (‘PRAH’ or ‘Company’) request the Board of Directors amend our Company’s policies, articles of incorporation and/or bylaws to provide that director nominees be elected by the affirmative vote of the majority of votes cast, with a





Office of Chief Counsel  
 January 15, 2021

plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. This proposal includes that a director who receives less than a majority vote be removed as soon as a replacement director can be qualified on an expedited basis. If such a removed director has key experience, they can transition to a consultant or director emeritus. With written justification, the board can set an effective date several years into the future for these changes to take effect.”

A copy of the full text of the Proposal is included in the attached Exhibit A.

## II. Basis for Exclusion

The Company may properly exclude the Proposal from the 2021 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proposal was received by the Company after December 4, 2020, the deadline under Rule 14a-8 for proposals for the Company’s 2021 annual meeting of stockholders (the “2021 Annual Meeting”). The Company believes there may be substantive and other procedural bases for excluding the Proposal. However, because the Proponent has not satisfied the eligibility requirements of Rule 14a-8(e)(2), only such procedural matters are addressed in this letter. The Company reserves the right to raise additional bases for excluding the Proposal, including, but not limited to, substantive bases.

## III. Background

For a stockholder proposal to be included in the 2021 Proxy Materials, it was required to be received at the Company’s principal executive offices at 4130 Parklake Avenue, Suite 400, Raleigh, North Carolina 27612 by December 4, 2020. This deadline and the address of the Company’s principal executive offices were publicly disclosed in the Company’s definitive proxy statement for its 2020 annual meeting of stockholders (the “2020 Annual Meeting”) filed with the Commission on April 3, 2020 (the “2020 Proxy Statement”), in the following notice to stockholders wishing to submit Rule 14a-8 proposals:

“If any stockholder wishes to propose a matter for consideration at our 2021 Annual Meeting of Stockholders, the proposal should be mailed by certified mail return receipt requested, to our Corporate Secretary, PRA Health Sciences, Inc., 4130 Parklake Avenue, Suite 400, Raleigh, North Carolina 27612. To be eligible under the SEC’s stockholder proposal rule (Rule 14a-8(e) of the Exchange Act) for inclusion in our 2021 Annual Meeting Proxy Statement and form of proxy, a proposal must be received by our Corporate Secretary on or before December 4, 2020. Failure to deliver a proposal in accordance with this procedure may result in it not being deemed timely received.”

In Part II, Item 5 of its subsequent quarterly reports on Form 10-Q filed with the Commission, the Company did not disclose a revised deadline for receipt of Rule 14a-8 stockholder proposals. Copies of the relevant excerpts of the 2020 Proxy Statement and quarterly reports are attached hereto as Exhibit B.

On December 10, 2020, the Company received at its principal executive offices by United States Postal Service mail a letter from the Proponent dated November 27, 2020 (the “Submission Letter”), containing the Proposal and asking Christopher Gaenzle, the Company’s Corporate Secretary and General Counsel, to include the Proposal in the Company’s 2021 Proxy Materials in accordance with Rule 14a-8 under the Exchange Act. A copy of the Submission Letter is included in the attached Exhibit A. We have also attached hereto as Exhibit C a copy of the United States Postal Service tracking information, which shows that the Submission Letter and Proposal were delivered to the Company’s principal executive offices, and thus received by the Company, on December 10, 2020.





Office of Chief Counsel  
 January 15, 2021

The Submission Letter containing the Proposal received by the Company via postal mail on December 10, 2020 also stated in the address line “Via: [chris.gaenzle@prahs.com](mailto:chris.gaenzle@prahs.com) & [chrisgaenzle@prahs.com](mailto:chrisgaenzle@prahs.com)”, and following the signature, “cc: [Investorrelations@prahs.com](mailto:Investorrelations@prahs.com)”. Neither [chris.gaenzle@prahs.com](mailto:chris.gaenzle@prahs.com) nor [chrisgaenzle@prahs.com](mailto:chrisgaenzle@prahs.com) is the correct e-mail address for the Company’s Corporate Secretary, Mr. Gaenzle, so he never received a copy of the Submission Letter or Proposal via e-mail. The [investorrelations@prahs.com](mailto:investorrelations@prahs.com) e-mail address is monitored by the Company’s outside investor relations consultant, as the Company does not maintain an internal investor relations function. This outside investor relations consultant is unconnected to the Corporate Secretary’s office and is not tasked with monitoring this e-mail address’s inbox for stockholder proposals. Thus, while the outside investor relations consultant received the Submission Letter and Proposal by e-mail prior to December 4, 2020, it did not notify anyone at the Company of such receipt until December 28, 2020, after the December 4, 2020 deadline.

**IV. Analysis: the Proposal May Be Excluded Under Rule 14a-8(e)(2) Because the Proposal Was Not Received by the Company at its Principal Executive Offices by the Company’s Properly Determined Deadline.**

The Proposal is excludable under Rule 14a-8(e)(2) as it was not received by the Company at its principal executive offices by the properly determined deadline. Rule 14a-8(e)(2) under the Exchange Act provides that a stockholder 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 anniversary of the date on which the company’s proxy statement was released to stockholders in connection with the previous year’s annual meeting. The date that the proxy statement is “released” to stockholders is the “approximate date on which the proxy statement and form of proxy were first sent or given to [stockholders].” *See* Staff Legal Bulletin No. 14 (July 13, 2001). As disclosed in the Company’s 2020 Proxy Statement, the 2020 Proxy Statement was first distributed or made available to stockholders on April 3, 2020. In accordance with Rule 14a-5(e) under the Exchange Act, the Company disclosed in its 2020 Proxy Statement the proper deadline for receipt of Rule 14a-8 stockholder proposals for its 2021 Annual Meeting (i.e., December 4, 2020), as well as the address of the Company’s principal executive offices for submitting those proposals.

Rule 14a-8(e)(2) under the Exchange Act further provides that if the date of the current year’s annual meeting has changed by more than 30 days from the date of the previous year’s meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials. Under such circumstances, Rule 14a-5(f) under the Exchange Act requires that the company timely inform stockholders of such change and the new deadline in Part II, Item 5 of its earliest possible quarterly report on Form 10-Q, or, “if impracticable,” by “any means reasonably calculated to inform [stockholders].” As the proposed date of the 2021 Annual Meeting has not changed by more than 30 days from the anniversary of the date of the 2020 Annual Meeting, the Company did not disclose in any quarterly report on Form 10-Q or other filing made with the Commission after the filing of the 2020 Proxy Statement a revised deadline for receipt of Rule 14a-8 stockholder proposals for its 2021 Annual Meeting.

The Proposal may be properly excluded from the Company’s 2021 Proxy Materials because the Proposal was received at the Company’s principal executive offices on December 10, 2020, after the December 4, 2020 deadline for receipt of Rule 14a-8 stockholder proposals. The Staff has regularly concurred with the exclusion of the Proponent’s past proposals pursuant to Rule 14a-8(e)(2) on the basis that they were received by the applicable companies at their principal executive offices on an untimely basis. *See, e.g., Discover Financial Services* (avail. Mar. 20, 2020) (“*Discover*”); *Caterpillar Inc.* (avail. Apr. 4, 2019); and *Ellie Mae Inc.* (avail. Mar. 12, 2015) (“*Ellie Mae*”).



Office of Chief Counsel  
 January 15, 2021

Furthermore, while the Proponent attempted to submit the Proposal on time by e-mail, it did so in a way that did not appropriately notify the Company of the Proposal under Rule 14a-8 standards. In Staff Legal Bulletin No. 14C (June 28, 2005), the Staff provided guidance for stockholders submitting proposals via facsimile. This guidance provided that if a stockholder intends to submit a proposal by facsimile, the proponent “should ensure that he or she has obtained the correct facsimile number for making such submissions.” The Staff encouraged stockholders to contact the company to obtain the correct facsimile number for submitting proposals, because if “the facsimile number is incorrect, the shareholder proponent’s proposal may be subject to exclusion on the basis that the shareholder proponent failed to submit the proposal or response in a timely manner.” No-action letter precedent makes clear that the guidance in SLB 14C on proposals submitted by facsimile also applies to the submission of proposals via e-mail. The Staff has concurred with the exclusion of the Proponent’s past proposals pursuant to Rule 14a-8(e)(2), due to the Proponent’s failure to submit an otherwise timely proposal to the correct company e-mail address and to confirm (consistent with the SLB 14C guidance on facsimiled proposals) the correct e-mail address with the company prior to submission. *See, e.g., Discover; Teladoc Health, Inc.* (avail. Jan. 22, 2020); and *Sprint Corp.* (avail. Aug. 1, 2018) (“*Sprint*”). Additionally, the Staff has granted no-action relief under Rule 14a-8(e)(2) where a proponent timely submitted a proposal via e-mail to the company’s general investor relations e-mail address, which the company did not regularly monitor for stockholder proposals. *See, e.g., Sprint; Ellie Mae; and Alcoa, Inc.* (avail. Jan. 12, 2009).

In an effort to contact the Company’s Corporate Secretary by e-mail before the December 4, 2020 receipt deadline, the Proponent appears to have sent the Proposal and accompanying Submission Letter, dated November 27, 2020, to two incorrect e-mail addresses. Consistent with the SLB 14C guidance and above-cited no-action letters, the Proponent should have contacted the Company to obtain the appropriate e-mail address before submitting the Proposal. The Proponent also emailed the Submission Letter and Proposal to an investor relations e-mail address, which is not monitored by the Company itself and is instead maintained by the Company’s outside investor relations consultant. This consultant did not forward the Submission Letter and Proposal to the Company until after the December 4, 2020 receipt deadline. As in the above-cited no-action letters, the Company had no reason to arrange for the monitoring of its investor relations e-mail address for stockholder proposals, and as a result, the Company only had reason to know of the Proposal after the receipt deadline.

## V. Conclusion

Based on the foregoing, we hereby respectfully request that the Staff concur with our view that the Company may properly omit the Proposal from its 2021 Proxy Materials in reliance on Rule 14a-8(e)(2). Should the Staff disagree with this conclusion, we would appreciate the opportunity to confer with the Staff prior to the issuance of the Staff’s response.

Please do not hesitate to contact me at (919) 788-3345 or [davissonandrew@prahs.com](mailto:davissonandrew@prahs.com) if you have any questions or require any additional information.



PRA Corporate Headquarters  
4130 ParkLake Avenue • Suite 400 • Raleigh, North Carolina 27612 • USA  
P +1 919.786.8200 • F +1 919.786.8201  
prahs.com

Office of Chief Counsel  
January 15, 2021

Very truly yours,

A handwritten signature in blue ink, appearing to read "Andrew Davisson", with a long horizontal flourish extending to the right.

**Andrew Davisson**  
Corporate Counsel

cc: Dov Gottlieb, White & Case LLP  
Scott Levi, White & Case LLP  
Myra K. Young  
John Chevedden

Enclosures

**Exhibit A**

See attached.

# Corporate Governance

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PRA Health Sciences Inc.  
Christopher L. Gaenzle, Corporate Secretary  
4130 Parklake Avenue, Suite 400  
Raleigh, North Carolina 27612  
Via: [chris.gaenzle@prahs.com](mailto:chris.gaenzle@prahs.com) & [chrisgaenzle@prahs.com](mailto:chrisgaenzle@prahs.com)

Dear Corporate Secretary,

I am pleased to be a shareholder in PRA Health Sciences Inc. (PRAH) and appreciate the company's leadership. We believe our company has further unrealized potential that can be unlocked through low or no cost measures by making our corporate governance more competitive.

We are submitting a shareholder proposal for a vote at the next annual shareholder meeting to **Transition to Elect Directors by Majority Vote.**

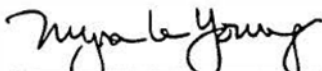
The proposal meets all Rule 14a-8 requirements, including the continuous ownership of the required stock value for over a year. We pledge to continue to hold stock until after the date of the next shareholder meeting. Our submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This letter confirms that I am delegating John Chevedden to act as my agent regarding this Rule 14a-8 proposal, including its submission, negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding our rule 14a-8 proposal to John Chevedden

\*\*\* to facilitate prompt communication. Please identify me as the proponent of the proposal exclusively.

Your consideration and the consideration of the Board of Directors is appreciated in responding to this proposal. We expect to forward a broker letter soon, so if you simply acknowledge our proposal in an email message to \*\*\* it may not be necessary for you to request such evidence of ownership.

Sincerely,

  
\_\_\_\_\_  
Myra K. Young

November 27, 2020

\_\_\_\_\_  
Date

cc: [InvestorRelations@PRAHS.com](mailto:InvestorRelations@PRAHS.com)

[PRAH: Rule 14a-8 Proposal, November 27, 2020  
[This line and any line above it – *Not* for publication.]  
**Proposal [4] – Transition to Elect Directors by Majority Vote**

Resolved: Shareholders of PRA Health Sciences Inc ('PRAH' or 'Company') request the Board of Directors amend our Company's policies, articles of incorporation and/or bylaws to provide that director nominees be elected by the affirmative vote of the majority of votes cast, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. This proposal includes that a director who receives less than a majority vote be removed as soon as a replacement director can be qualified on an expedited basis. If such a removed director has key experience, they can transition to a consultant or director emeritus. With written justification, the board can set an effective date several years into the future for these changes to take effect.

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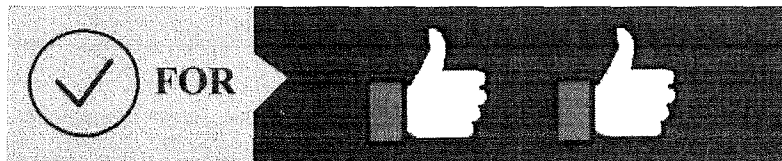
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This request should be seen in the context that our Company has a classified board, does not allow shareholders to call special meeting, and a supermajority vote is required to amend certain bylaws. Our Board is locked into an outdated governance structure that reduces board accountability to shareholders. We are at risk of *Zombies on Board: Investors Face the Walking Dead*. (<https://www.msci.com/www/blog-posts/zombies-on-board-investors-face/02161045315>)

**To Enhance Shareholder Value, Vote FOR  
Elect Directors by Majority Vote – Proposal [4]**



[This line and any below are *not* for publication]  
Number 4\* to be assigned by PRAH

The graphic above is intended to be published with the rule 14a-8 proposal.  
The graphic would be the same size as the largest management graphic (and accompanying bold or



highlighted management text with a graphic) or any highlighted management executive summary used in conjunction with a management proposal or a rule 14a-8 shareholder proposal in the 2021 proxy.

The proponent is willing to discuss the in unison elimination of both shareholder graphic and management graphic in the proxy in regard to specific proposals.

Reference: SEC Staff Legal Bulletin No. 14I (CF)

[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.

Notes: This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also Sun Microsystems, Inc. (July 21, 2005)

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

\*\*\*

\*\*\*



Mr. Christopher L. Gaenzle  
Headquarters  
PRA Health Sciences Inc.  
4130 Parklake Avenue, Suite 400  
Raleigh, North Carolina 27612

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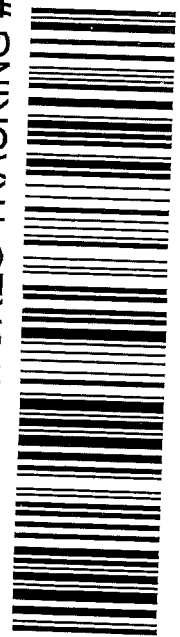
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R2303S103297-2

EXPECTED DELIVERY DAY: 12/03/20

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\* For International shipments, the maximum weight is 4 lbs.

27612-448200

EP14H July 2013 Outer

**Exhibit B**

See attached.



April 3, 2020

Dear Fellow Stockholders:

Please join us for the PRA Health Sciences, Inc. Annual Meeting of Stockholders on Monday, May 18, 2020, at 9:00 a.m. EDT at our headquarters at 4131 Parklake Avenue, 6<sup>th</sup> Floor, Raleigh, North Carolina 27612.

In accordance with the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet, we sent stockholders of record at the close of business on March 20, 2020 a Notice of Internet Availability of Proxy Materials on or about April 3, 2020. The notice contains instructions on how to access our Proxy Statement and Annual Report and vote online. If you would like to receive a printed copy of our proxy materials from us instead of downloading a printable version from the Internet, please follow the instructions for requesting such materials included in the notice, as well as in the attached Proxy Statement.

Attached to this letter are a Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the business to be conducted at the meeting.

Your vote is important to us. Whether you own a few shares or many, and whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented and voted at the meeting. You may vote your shares by proxy on the Internet, by telephone or by completing, signing and promptly returning a proxy card, or you may vote in person at the Annual Meeting. Voting online, by telephone or by returning your proxy card does not deprive you of your right to attend the Annual Meeting and to vote your shares in person. If you do attend the Annual Meeting and wish to vote your shares personally, you may revoke your proxy at or prior to the Annual Meeting.

Thank you for your continued support of PRA Health Sciences, Inc.

Sincerely,

A handwritten signature in black ink, appearing to read "Colin Shannon", with a long horizontal line extending to the right.

Colin Shannon  
*President, Chief Executive Officer and Chairman of the Board of Directors*

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September 6, 2019. The offering also included our repurchase of 3,079,765 shares out of the 6,666,684 shares of common stock subject to the offering from the Underwriter at \$97.41 per share, which was the price the Underwriter purchased the shares from KKR in the offering. The closing of the share repurchase occurred substantially concurrently with closing of the offering, and the shares of common stock that were repurchased by us were retired.

#### STOCKHOLDER PROPOSALS FOR THE 2021 ANNUAL MEETING

If any stockholder wishes to propose a matter for consideration at our 2021 Annual Meeting of Stockholders, the proposal should be mailed by certified mail return receipt requested, to our Corporate Secretary, PRA Health Sciences, Inc., 4130 Parklake Avenue, Suite 400, Raleigh, North Carolina 27612. To be eligible under the SEC's stockholder proposal rule (Rule 14a-8(e) of the Exchange Act) for inclusion in our 2021 Annual Meeting Proxy Statement and form of proxy, a proposal must be received by our Corporate Secretary on or before December 4, 2020. Failure to deliver a proposal in accordance with this procedure may result in it not being deemed timely received.

In addition, our bylaws permit stockholders to nominate directors and present other business for consideration at our Annual Meeting of Stockholders. To make a director nomination or present other business for consideration at the Annual Meeting of Stockholders to be held in 2021, you must submit a timely notice in accordance with the procedures described in our bylaws. To be timely, a stockholder's notice shall be delivered to the Corporate Secretary at the principal executive offices of our Company not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting. Therefore, to be presented at our Annual Meeting to be held in 2021, such a proposal must be received on or after January 18, 2021, but not later than February 17, 2021. In the event that the date of the Annual Meeting of Stockholders to be held in 2021 is advanced by more than 30 days, or delayed by more than 70 days, from the anniversary date of this year's Annual Meeting of Stockholders, such notice by the stockholder must be so received no earlier than 120 days prior to the Annual Meeting of Stockholders to be held in 2021 and not later than the 90th day prior to such Annual Meeting of Stockholders to be held in 2021 or 10 calendar days following the day on which public announcement of the date of such Annual Meeting is first made. Any such proposal will be considered timely only if it is otherwise in compliance with the requirements set forth in our bylaws. The proxy solicited by the Board for the 2021 Annual Meeting of Stockholders will confer discretionary authority to vote as the proxy holders deem advisable on such stockholder proposals which are considered untimely.

#### HOUSEHOLDING OF PROXY MATERIALS

SEC rules permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements and notices with respect to two or more stockholders sharing the same address by delivering a single proxy statement or a single notice addressed to those stockholders. This process, which is commonly referred to as "householding," provides cost savings for companies. Some brokers household proxy materials, delivering a single proxy statement or notice to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or notice, or if your household is receiving multiple copies of these documents and you wish to request that future deliveries be limited to a single copy, please notify your broker. You can also request prompt delivery of a copy of the proxy statement and annual report by contacting Corporate Secretary, 4130 Parklake Avenue, Suite 400, Raleigh, North Carolina 27612.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2020

or  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 001-36732

**PRA Health Sciences, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-3640387**  
(I.R.S. Employer  
Identification No.)

**4130 ParkLake Avenue, Suite 400, Raleigh, NC 27612**  
(Address of principal executive offices) (Zip Code)  
**(919) 786-8200**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Name of exchange on which registered	Trading symbol
Common Stock \$0.01 par value	Nasdaq Global Select Market	PRAH

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding
Common Stock \$0.01 par value	63,961,026 shares outstanding as of July 31, 2020

- refusal of the United States Food and Drug Administration to accept data from clinical trials in these affected geographies.

Our Data Solutions business is relatively more insulated from the effects of the virus due to a high portion of recurring license revenue in this segment. However, businesses in this segment that rely on face-to-face interactions or are dependent on in-person gatherings, events or conferences may experience significant disruption.

We also closed the majority of our physical office locations worldwide in March, requiring most of our workforce in both our Clinical Research and Data Solutions businesses to work remotely. While we have begun limited re-openings of some of our offices, we may have to close those offices once again if an outbreak recurs in the geographic locations of those offices. We are unsure as to how long offices will remain closed in locations where outbreaks continue to occur. While we believe that most of our employees are able to work remotely in an effective way, our operations could be disrupted if key members of our senior management or a significant percentage of our workforce are unable to continue to work because of illness, government directives or otherwise. Having shifted to remote working arrangements, we also face a heightened risk of cybersecurity attacks or data security incidents and are more dependent on internet and telecommunications access and capabilities.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) *Not applicable.*

(b) *Not applicable.*

(c) *Purchases of Equity Securities by the Issuer*

On August 30, 2019, our board of directors authorized a share repurchase program, or the Repurchase Program, pursuant to which we may repurchase up to \$500 million of common stock, effective immediately and through and including December 31, 2021, when the Repurchase Program will expire. Under the repurchase program, we are authorized to repurchase shares through open market purchases, privately-negotiated transactions, secondary offerings, block trades or otherwise in accordance with all applicable securities laws and regulations, including through Rule 10b5-1 trading plans and pursuant to Rule 10b-18 under the Exchange Act.

No repurchases were made during the three months ended June 30, 2020. As of June 30, 2020, we have remaining authorization to repurchase up to \$200.0 million of common stock under the Repurchase Program.

## **Item 3. Defaults Upon Senior Securities**

Not applicable.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## **Item 5. Other Information**

Not applicable.



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

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Common Stock \$0.01 par value	Nasdaq Global Select Market	PRAH

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Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding
Common Stock \$0.01 par value	64,149,626 shares outstanding as of October 30, 2020

- refusal of the United States Food and Drug Administration to accept data from clinical trials in these affected geographies.

Our Data Solutions business is relatively more insulated from the effects of the virus due to a high portion of recurring license revenue in this segment. However, service offerings in this segment that rely on face-to-face interactions or are dependent on in-person gatherings, events or conferences may experience significant disruption.

We also closed the majority of our physical office locations worldwide in March, requiring most of our workforce in both our Clinical Research and Data Solutions businesses to work remotely. While we have re-opened many of our offices in some capacity, we may have to close those offices once again if an outbreak recurs in the geographic locations of those offices. We are unsure as to how long offices will remain closed in locations where outbreaks continue to occur. While we believe that most of our employees are able to work remotely in an effective way, our operations could be disrupted if key members of our senior management or a significant percentage of our workforce are unable to continue to work because of illness, government directives or otherwise. Having shifted to remote working arrangements, we also face a heightened risk of cybersecurity attacks or data security incidents and are more dependent on internet and telecommunications access and capabilities.

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No repurchases were made during the three months ended September 30, 2020. As of September 30, 2020, we have remaining authorization to repurchase up to \$200.0 million of common stock under the Repurchase Program.

## **Item 3. Defaults Upon Senior Securities**

Not applicable.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## **Item 5. Other Information**

Not applicable.

**Exhibit C**

See attached.

Tracking Number: 9510813178730335555159

Remove X

### Status

Your item was delivered at 12:26 pm on December 10, 2020 in RALEIGH, NC 27612. The item was signed for by G WOODWARD.

 **Delivered**

December 10, 2020 at 12:26 pm  
Delivered  
RALEIGH, NC 27612

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Text & Email Updates 

Proof of Delivery 

Tracking History 

December 10, 2020, 12:26 pm

Delivered

RALEIGH, NC 27612

Your item was delivered at 12:26 pm on December 10, 2020 in RALEIGH, NC 27612. The item was signed for by G WOODWARD.

December 10, 2020, 8:27 am

Out for Delivery

RALEIGH, NC 27612

December 10, 2020, 8:16 am

Arrived at Post Office

RALEIGH, NC 27613

December 9, 2020, 8:05 pm

Departed USPS Regional Facility

RALEIGH NC DISTRIBUTION CENTER

December 9, 2020, 4:51 am

Arrived at USPS Regional Destination Facility

RALEIGH NC DISTRIBUTION CENTER

December 5, 2020

In Transit to Next Facility

December 1, 2020, 5:25 pm

Arrived at USPS Regional Origin Facility

LOS ANGELES CA DISTRIBUTION CENTER

November 30, 2020, 9:45 am

USPS in possession of item

REDONDO BEACH, CA 90278