



DIVISION OF
CORPORATION FINANCE

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

November 21, 2022

Jenna Cooper
Latham & Watkins LLP

Re: Apple Inc. (the "Company")
Incoming letter dated November 17, 2022

Dear Jenna Cooper:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Steven McGrath (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its October 24, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Beth Young

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

October 24, 2022

VIA ELECTRONIC MAIL

Office of the Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
shareholderproposals@sec.gov

Re: **Apple Inc. Shareholder Proposal Submitted by Steven McGrath**

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, on behalf of Apple Inc., a California corporation (“*Apple*” or the “*Company*”). The Company has received a shareholder proposal (the “*McGrath Proposal*”) and related supporting statement (the “*McGrath Supporting Statement*”) submitted by Steven McGrath (the “*Proponent*”) for inclusion in the Company’s proxy statement (the “*2023 Proxy Materials*”) for the Company’s 2023 Annual Meeting of Shareholders. A copy of the McGrath Proposal and the McGrath Supporting Statement, together with other correspondence relating to the McGrath Proposal, is attached hereto as Exhibit A.

On behalf of the Company, we hereby advise the staff of the Division of Corporation Finance (the “*Staff*”) that the Company intends to exclude the McGrath Proposal from its 2023 Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “*Commission*”) if the Company excludes the McGrath Proposal pursuant to Rule 14a-8(i)(11), because the McGrath Proposal substantially duplicates a proposal submitted to the Company on September 1, 2022 by lead filer Trillium ESG Global Equity Fund (the “*Trillium Proposal*”) and, together with the McGrath Proposal, the “*Proposals*”) and related supporting statement (the “*Trillium Supporting Statement*”) and, together with the McGrath Supporting Statement, the “*Supporting Statements*”), which the Company expects to include in its 2023 Proxy Materials. A copy of the Trillium Proposal and the Trillium Supporting Statement, together with other correspondence relating to the Trillium Proposal, is attached hereto as Exhibit B.

By copy of this letter, we are advising the Proponent of the Company’s intention to exclude the McGrath Proposal as described above. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D (November 7, 2008), on behalf of the Company, we are submitting by electronic mail (i) this letter, which sets forth the Company’s reasons for excluding the McGrath Proposal, and (ii) the Proponent’s letter submitting the McGrath Proposal.

Pursuant to Rule 14a-8(j)(1), we are submitting this letter on the Company’s behalf not less than 80 days before the Company intends to file its 2023 Proxy Materials and are sending a copy of this letter concurrently to the Proponent.

I. The Proposals

The Company received the McGrath Proposal on September 7, 2022. A copy of the relevant correspondence submitting the McGrath Proposal is included in Exhibit A. The McGrath Proposal, in material part, requests that the Company's shareholders approve the following:

“Resolved

Shareholders of Apple Inc. (“Apple”) ask that the Board of Directors prepare (at reasonable cost and omitting confidential and proprietary information) a public report to analyze how effective Apple's policies and practices are in protecting the rightful application of the fundamental rights of freedom of association and collective bargaining as guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights for its own workers and those in its supply chain. The report should be publicly disclosed on the Company's website.”

On September 1, 2022, six days before receiving the McGrath Proposal, the Company received the Trillium Proposal, which the Company expects to include in its 2023 Proxy Materials. A copy of the relevant correspondence submitting the Trillium Proposal is included in Exhibit B. The Trillium Proposal requests the following:

“Resolved: Shareholders urge the Board of Directors to commission and oversee an independent, third-party assessment of Apple's adherence to its stated commitment to workers' freedom of association and collective bargaining rights as contained in the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and the UN Guiding Principles on Business and Human Rights and explicitly referenced in Apple's Human Rights Policy. The assessment should apply to Apple's direct and licensed operations and address management non-interference when employees exercise their right to form or join a trade union as well as steps to remedy any practices inconsistent with Apple's stated commitments. The assessment, prepared at reasonable cost and omitting confidential, proprietary or legally privileged information, should be publicly disclosed on Apple's website by September 5, 2023.”

II. The McGrath Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates the Trillium Proposal

The Company requests that the Staff concur in its view that the Company may exclude the McGrath Proposal from the 2023 Proxy Materials pursuant to Rule 14a-8(i)(11) because it substantially duplicates the Trillium Proposal, which the Company expects to include in its 2023 Proxy Materials.

A. Rule 14a-8(i)(11) Permits a Company to Exclude a Subsequently Received Substantially Duplicative Proposal

Rule 14a-8(i)(11) permits a company to exclude a proposal if it substantially duplicates a proposal previously submitted by another proponent that will be included in the company's proxy materials. When two substantially duplicative proposals are received by a company, the Staff has indicated that the company

must include the first of the proposals it received in its proxy materials, unless that proposal otherwise may be excluded. *See, e.g., Great Lakes Chemical Corp.* (avail. Mar. 2, 1998); and *Pacific Gas & Electric Co.* (avail. Jan. 6, 1994). The purpose for this exclusion, according to the Commission, is to “eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” *See* Exchange Act Release No. 34-12999 (Nov. 22, 1976). It also ensures that a company is not burdened with the need to include several versions of essentially the same proposal in its proxy materials.

Proposals need not be identical or identically worded to warrant exclusion under Rule 14a-8(i)(11). The current standard that the Staff has applied for determining whether a proposal substantially duplicates an earlier-received proposal is whether the proposals present the same “principal thrust” or “principal focus,” and not whether the proposals are identical or whether there is a difference in the breadth of the proposals. *See, e.g., Pacific Gas & Electric Co.* (avail. Feb. 1, 1993); *Exxon Mobil Corp.* (avail. Mar. 19, 2010); and *Union Pacific Corp.* (avail. Feb. 1, 2012, *recon. denied* Mar. 30, 2012). For example, in *Apple Inc.* (avail. Dec. 20, 2021), the Staff concurred that a proposal requesting that the Company issue a report on “the extent to which its products are produced through the direct or indirect use of forced (or slave) labor” was substantially duplicative of a proposal requesting that the Company issue a report on “the extent to which Apple’s policies and procedures effectively protect workers in its supply chain from forced labor.” In requesting no action relief, the Company noted that “although not identical, the [proposals] are substantially duplicative.”

This is even the case where there is a difference in the breadth of the proposals or the actions requested. In *Apple Inc.* (avail. Dec. 20, 2021), for example, the earlier-received proposal specified a number of specific items that the requested report should contain that were not included in the later-received proposal. In *Amazon.com, Inc.* (avail. Apr. 6, 2022), the Staff concurred with the exclusion of a later-received proposal requesting a report on “workplace health and safety” as substantially duplicative of an earlier-received proposal seeking a report on “working conditions and treatment” faced by Amazon warehouse workers, which Amazon described as broader in scope than the later-received proposal. In *Cooper Industries, Ltd.* (avail. Jan. 17, 2006), the Staff determined that a proposal requesting that the company “review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and report its findings” was substantially duplicative of an earlier submitted proposal requesting that the company “commit itself to the implementation of a code of conduct” based on identified, internationally-recognized human rights standards. In *Apple Inc.* (avail. Dec. 21, 2017), the Staff concurred that a proposal requesting that the Company issue a report on its role in promoting freedom of expression, particularly “policy options” available to the Company to assure that citizens of countries with severe censorship records have unfettered access to the Internet, was substantially duplicative of a proposal requesting that the Company assess, enhance, and issue a report on its human rights policies and practices. In its request for no action relief, the Company argued that, “while the two proposals call for different actions, they share a single common concern”. In *Exxon Mobil Corporation* (avail. Mar. 13, 2020), the Staff concurred with the exclusion of a proposal requesting that the board evaluate and report on how the company’s lobbying activities align with the goal of limiting average global warming to well below 2 degrees Celsius as substantially duplicative of an earlier proposal requesting that the company report on lobbying, including policies and procedures, payments made and the oversight process for such payments. In responding to the company’s request for no action relief, the Staff noted that the “two proposals share a concern for seeking additional transparency from the Company about its lobbying activities and how these activities align with the [c]ompany’s expressed policy positions” despite the proposal requesting different disclosures. *See also Chevron Corp. (Benta B.V.)* (avail. Mar. 30, 2021) (concurring with the exclusion of a later proposal requesting the company to “devis[e] a method to set emission reduction targets” as substantially duplicative of an earlier proposal, requesting a report addressing how certain Scope 3 emissions will be addressed to “meet [the Company’s] post-2050 Paris Accord carbon emission reduction

goals”); *Chevron Corp.* (avail. Mar. 28, 2019) (concurring that a proposal seeking annual disclosure of greenhouse gas targets was substantially duplicative of a proposal requesting the preparation of a report on how the company can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Climate Agreements goals); *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009) (concurring that a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest was substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company’s products and operations); and *Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring that a proposal seeking a review and report on internal controls related to loan modifications, foreclosures and securitizations was substantially duplicative of a proposal requesting a report on the company’s residential mortgage loss mitigation policies and outcomes).

B. The McGrath Proposal Substantially Duplicates the Trillium Proposal

As discussed above, we are requesting on behalf of the Company the Staff’s concurrence that the McGrath Proposal is excludable under Rule 14a-8(i)(11). The Company expects to include the Trillium Proposal in its 2023 Proxy Materials. As discussed below, the principal thrust and focus of both of the Proposals are the same, and the later-received McGrath Proposal therefore should be excluded.

Although the Proposals are not phrased identically, their principal thrust and focus and indeed their core concern are the same: they both request that the Company’s Board of Directors (the “**Board**”) prepare a report regarding the Company’s adherence to freedom of association and collective bargaining rights as outlined by the International Labour Organization¹ and the United Nations,² and that the Company make such report available on the Company’s website. The substantial duplication is clear from a line-by-line comparison of the Proposals and Supporting Statements:

	The McGrath Proposal	The Trillium Proposal
Both Proposals request the preparation of a report and its disclosure on the Company’s website.	“...prepare [...] a public report [...] [which] should be publicly disclosed on the Company’s website.”	“...to commission and oversee an independent, third-party assessment [...] [which] should be

¹ Both Proposals refer to the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work.

² The McGrath Proposal refers to the United Nations Universal Declaration of Human Rights and the Trillium Proposal refers to the United Nations Guiding Principles on Business and Human Rights. The United Nations Guiding Principles on Business and Human Rights states:

The responsibility of business enterprises to respect human rights refers to internationally recognized human rights – understood, at a minimum, as those expressed in the International Bill of Human Rights

See United Nations Guiding Principles on Business and Human Rights (Guiding Principle 12, Page 13).

The United Nations International Bill of Human Rights consists of the United Nations Universal Declaration of Human Rights and the main instruments through which it has been codified. Therefore, the reference to the United Nations Guiding Principles on Business and Human Rights in the Trillium Proposal is broader than, and encompasses, the standards of the United Nations Universal Declaration of Human Rights referenced in the McGrath Proposal.

		publicly disclosed on Apple’s website...”
Both Proposals request that the Board of Directors oversee preparation of the report.	“Shareholders of Apple Inc. (“Apple”) ask that the Board of Directors prepare...”	“Shareholders urge the Board of Directors to commission and oversee...”
Both Proposals request that the report assess how effectively the Company carries out its policies respecting freedom of association and collective bargaining rights.	“...how effective Apple’s policies and practices are in protecting the rightful application of the fundamental rights of freedom of association and collective bargaining as guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights for its own workers and those in its supply chain.”	“...Apple’s adherence to its stated commitment to workers’ freedom of association and collective bargaining rights as contained in the International Labour Organization’s (ILO) Declaration on Fundamental Principles and Rights at Work and the UN Guiding Principles on Business and Human Rights and explicitly referenced in Apple’s Human Rights Policy.”
Both Proposals refer to standards set by the International Labour Organization and the United Nations.	“...fundamental rights of freedom of association and collective bargaining as guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights...”	“...freedom of association and collective bargaining rights as contained in the International Labour Organization’s (ILO) Declaration on Fundamental Principles and Rights at Work and the UN Guiding Principles on Business and Human Rights...”
Both Proposals request that the assessment encompass the Company’s direct and indirect operations.	The Company’s “own workers and those in its supply chain.”	The Company’s “direct and licensed operations...”
Both Supporting Statements cite media reports regarding union organizing efforts and the Company’s alleged responses to such efforts.	“...during recent unionization efforts in its retail stores in the United States (US), there were multiple reports about captive audience meetings, which are used to unilaterally pressure and intimidate employees to oppose organizing and unionization. Apple also reportedly hired an anti-union law firm to help in fighting unionizing efforts in the United States and supplied store managers with anti-union talking points to use during daily meetings at the	“Since 2021, employees accused Apple of engaging in such interference through intimidation tactics to deter organizing, including one-on-one manager meetings, captive audience meetings, retaliatory firings, and threats of reduction or elimination of benefits. As of August 25, 2022, the National Labor Relations Board was investigating 14 charges of unfair labor practices.”

	start of a shift. In May, even Apple’s Vice President of Retail and People recorded an internal video sowing doubt about Apple’s future relationship to its workers if they were to unionize. Additional actions dissuasive of organizing activities have been widely publicized in Australia and reported in Japan.”	
Both Supporting Statements reference the Company’s Supplier Code of Conduct.	“Apple’s Supplier Code of Conduct states, under ‘ <u>1.2 Neutrality</u> ’: ‘ <i>Supplier is not required to take an active role in supporting Workers’ efforts to associate or organize, but Supplier must ensure that Workers can exercise their right to organize in a climate free of violence, pressure, fear, intimidation, and threats.</i> ’”	“Apple’s own non-interference practices should be consistent with those it requires from suppliers, which are explicitly referenced in its Supplier Code of Conduct: ‘ <i>Supplier[s] shall freely allow Workers’ lawful rights to associate with others, form and join (or refrain from joining) organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment.</i> ’”
Both Supporting Statements claim that the requested report is intended to address potential reputational harm to the Company and the Company’s relationship with its workforce.	“...thus may damage both its reputation and its relationship to its employees.”	“...could harm Apple’s reputation with consumers and hurt its ability to attract and retain a high-performing workforce...”

Here, notwithstanding the differences in how the Proposals are worded, they have the same principal thrust and focus and each address the same fundamental concern: both Proposals request that the Board oversee a report assessing the Company’s adherence to freedom of association and collective bargaining rights, and that the Company disclose its findings in a public report.

Although the Trillium Proposal requests certain items that go beyond what is requested in the McGrath Proposal – for example, that the report address steps to remedy any practices inconsistent with Apple’s stated commitments, that the assessment be conducted by an independent third party and that the report be publicly disclosed by a specified deadline – the Staff has consistently permitted a company to exclude a proposal as substantially duplicative of an earlier proposal where the earlier proposal is broader in scope or requests that the company take additional actions as compared to those requested in the later proposal. *See, e.g., Apple Inc.* (avail. Dec. 20, 2021); *Amazon.com, Inc.* (avail. Apr. 6, 2022); and *Cooper Industries, Ltd.* (avail. Jan. 17, 2006). Moreover, the Proposals address not only the same subject matter but also seek the same objectives (assessing how effectively the Company carries out its policies respecting

freedom of association and collective bargaining rights) by the same means (a report prepared under the oversight of the Board).

For the reasons described above, the inclusion of both proposals in the 2023 Proxy Materials would cause shareholders to have to consider two substantially identical proposals, contrary to the stated purpose of Rule 14a-8(i)(11). Therefore, the Company respectfully requests that the Staff concur that the McGrath Proposal is substantially duplicative of the Trillium Proposal and, as a result, may be excluded from the 2023 Proxy Materials pursuant to Rule 14a-8(i)(11).

III. Conclusion

If the Staff is unable to concur with the Company's position that the Proposal may be excluded pursuant to Rule 14a-8(i)(11), we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response they may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (212) 906-1324 or by email at jenna.cooper@lw.com to discuss any questions you may have regarding this matter.

Sincerely,



Jenna Cooper
of LATHAM & WATKINS LLP

Enclosures

cc: Steven McGrath
Beth Young
Sam Whittington, Apple Inc.

Exhibit A

Copy of the McGrath Proposal and Supporting Statement and Related Correspondence

Copy of the McGrath Proposal and Supporting Statement

Report on protection of worker rights for Apple employees

Resolved

Shareholders of Apple Inc. (“Apple”) ask that the Board of Directors prepare (at reasonable cost and omitting confidential and proprietary information) a public report to analyze how effective Apple’s policies and practices are in protecting the rightful application of the fundamental rights of freedom of association and collective bargaining as guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights for its own workers and those in its supply chain. The report should be publicly disclosed on the Company’s website.

Supporting Statement

Apple is proud to be a company that “[does] the right thing. Even when it’s not easy.”¹ Yet, during recent unionization efforts in its retail stores in the United States (US), there were multiple reports about captive audience meetings², which are used to unilaterally pressure and intimidate employees to oppose organizing and unionization³. Apple also reportedly hired an anti-union law firm to help in fighting unionizing efforts in the United States⁴ and supplied store managers with anti-union talking points to use during daily meetings at the start of a shift⁵. In May, even Apple’s Vice President of Retail and People recorded an internal video sowing doubt about Apple’s future relationship to its workers if they were to unionize⁶. Additional actions dissuasive of organizing activities have been widely publicized in Australia⁷ and reported in Japan.

Apple’s Supplier Code of Conduct states, under “**1.2 Neutrality**”: “Supplier is not required to take an active role in supporting Workers’ efforts to associate or organize, but Supplier must ensure that Workers can exercise their right to organize in a climate free of violence, pressure, fear, intimidation, and threats.”⁸ It seems that Apple is failing to adhere to these standards of non-interference, which it expects its suppliers to meet, and thus may damage both its reputation and its relationship to its employees. We need transparency on where the company is falling short, so corrective action can be taken.

¹ <https://www.macrumors.com/2013/11/20/tim-cook-to-apple-employees-in-new-video-at-apple-we-do-the-right-thing>

² <https://www.engadget.com/apple-union-busting-accused-atlanta-165534373.html>

³ <https://www.nlr.gov/news-outreach/news-story/nlr-general-counsel-jennifer-abruzzo-issues-memo-on-captive-audience-and>

⁴ <https://www.theverge.com/2022/4/25/23041632/apple-hires-anti-union-lawyers-littler-mendelson-union-fight-cwa>

⁵ <https://www.engadget.com/apple-is-circulating-anti-union-talking-points-to-managers-083901849.html>

⁶ <https://techcrunch.com/2022/05/25/apple-union-employee-warning/>

⁷ <https://www.smh.com.au/technology/apple-accused-of-bad-faith-in-trying-to-rush-through-pay-deal-20220823-p5bbzz.html>

⁸ <https://www.apple.com/supplier-responsibility/pdf/Apple-Supplier-Code-of-Conduct-and-Supplier-Responsibility-Standards.pdf>

Copy of Related Correspondence

From: Steve McGrath <[REDACTED]>
Subject: Shareholder resolution on rights of Apple workers
Date: September 7, 2022 at 3:45:26 PM PDT
To: shareholderproposal@apple.com
Cc: Beth Young [REDACTED]

Hello,

I hope you've had a chance to enjoy the day!

I'm enclosing a shareholder proposal and filing letter (PDF).

I will follow up with the proof of ownership letter.

Please reply to let me know you received that, and let me know if you have any questions.

Take care,

Steven McGrath
[REDACTED]

By email to shareholderproposal@apple.com:

Katherine Adams
Senior Vice President, General Counsel and Secretary
c/o Apple Investor Relations
MS 927-4INV
One Apple Park Way
Cupertino, CA 95014 USA

Steven McGrath

Attn: Katherine Adams, Secretary

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

September 7, 2022

Dear Apple Inc.,

Included with this letter is a shareholder resolution. I submit this resolution for inclusion in the proxy statement for Apple's 2023 annual meeting of shareholders ("AGM") in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filer will attend the annual meeting to move the resolution as required by SEC rules.

I have owned at least \$25,000 of Apple common stock for the past three years as of the date of this submission, and intend to continue to hold sufficient shares through the date of the AGM. Verification of this ownership will be sent under separate cover.

I am available to meet with the company via teleconference on September 19, September 23, or October 3 between 2:00PM and 5:00PM Pacific time, or at another time that is mutually agreeable.

Please copy any correspondence regarding this proposal to my representative Beth Young, who can be contacted at [REDACTED] or [REDACTED].

Sincerely,



Steven McGrath

[REDACTED]

Report on protection of worker rights for Apple employees

Resolved

Shareholders of Apple Inc. (“Apple”) ask that the Board of Directors prepare (at reasonable cost and omitting confidential and proprietary information) a public report to analyze how effective Apple’s policies and practices are in protecting the rightful application of the fundamental rights of freedom of association and collective bargaining as guaranteed by the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights for its own workers and those in its supply chain. The report should be publicly disclosed on the Company’s website.

Supporting Statement

Apple is proud to be a company that “[does] the right thing. Even when it’s not easy.”¹ Yet, during recent unionization efforts in its retail stores in the United States (US), there were multiple reports about captive audience meetings², which are used to unilaterally pressure and intimidate employees to oppose organizing and unionization³. Apple also reportedly hired an anti-union law firm to help in fighting unionizing efforts in the United States⁴ and supplied store managers with anti-union talking points to use during daily meetings at the start of a shift⁵. In May, even Apple’s Vice President of Retail and People recorded an internal video sowing doubt about Apple’s future relationship to its workers if they were to unionize⁶. Additional actions dissuasive of organizing activities have been widely publicized in Australia⁷ and reported in Japan.

Apple’s Supplier Code of Conduct states, under “1.2 Neutrality”: “Supplier is not required to take an active role in supporting Workers’ efforts to associate or organize, but Supplier must ensure that Workers can exercise their right to organize in a climate free of violence, pressure, fear, intimidation, and threats.”⁸ It seems that Apple is failing to adhere to these standards of non-interference, which it expects its suppliers to meet, and thus may damage both its reputation and its relationship to its employees. We need transparency on where the company is falling short, so corrective action can be taken.

¹ <https://www.macrumors.com/2013/11/20/tim-cook-to-apple-employees-in-new-video-at-apple-we-do-the-right-thing>

² <https://www.engadget.com/apple-union-busting-accused-atlanta-165534373.html>

³ <https://www.nlr.gov/news-outreach/news-story/nlr-general-counsel-jennifer-abruzzo-issues-memo-on-captive-audience-and>

⁴ <https://www.theverge.com/2022/4/25/23041632/apple-hires-anti-union-lawyers-littler-mendelson-union-fight-cwa>

⁵ <https://www.engadget.com/apple-is-circulating-anti-union-talking-points-to-managers-083901849.html>

⁶ <https://techcrunch.com/2022/05/25/apple-union-employee-warning/>

⁷ <https://www.smh.com.au/technology/apple-accused-of-bad-faith-in-trying-to-rush-through-pay-deal-20220823-p5bbzz.html>

⁸ <https://www.apple.com/supplier-responsibility/pdf/Apple-Supplier-Code-of-Conduct-and-Supplier-Responsibility-Standards.pdf>

Exhibit B

Copy of the Trillium Proposal and Supporting Statement and Related Correspondence

Copy of the Trillium Proposal and Supporting Statement

Worker Rights Assessment

Resolved: Shareholders urge the Board of Directors to commission and oversee an independent, third-party assessment of Apple's adherence to its stated commitment to workers' freedom of association and collective bargaining rights as contained in the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and the UN Guiding Principles on Business and Human Rights and explicitly referenced in Apple's Human Rights Policy. The assessment should apply to Apple's direct and licensed operations and address management non-interference when employees exercise their right to form or join a trade union as well as steps to remedy any practices inconsistent with Apple's stated commitments. The assessment, prepared at reasonable cost and omitting confidential, proprietary or legally privileged information, should be publicly disclosed on Apple's website by September 5, 2023.

Supporting Statement: Apple made a global commitment to freedom of association, including non-interference, and collective bargaining rights in its Human Rights Policy. According to the ILO, "Freedom of association refers to the right of workers ... to create and join organizations of their choice freely and without fear of reprisal or interference" and collective bargaining "allows workers to negotiate their working conditions freely with their employers."

Since 2021, employees accused Apple of engaging in such interference through intimidation tactics to deter organizing, including one-on-one manager meetings, captive audience meetings, retaliatory firings, and threats of reduction or elimination of benefits. As of August 25, 2022, the National Labor Relations Board was investigating 14 charges of unfair labor practices.

Apple's own non-interference practices should be consistent with those it requires from suppliers, which are explicitly referenced in its Supplier Code of Conduct: "Supplier[s] shall freely allow Workers' lawful rights to associate with others, form and join (or refrain from joining) organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment."

We believe the apparent misalignment between Apple's public commitments and its reported conduct represents meaningful reputational, legal, and operational risks, and may negatively impact its long-term value. Failing to respect workers' rights could harm Apple's reputation with consumers and hurt its ability to attract and retain a high-performing workforce, a crucial element of its ability to provide quality products and service. Research shows that union membership may have a positive effect on retention, in some cases, reducing quits by as much as 65%.¹ Studies show companies spend approximately 20% of an employee's salary to replace them.²

In contrast, Microsoft recently adopted companywide Principles³ that recognize the importance of employer non-interference, and announced a "labor neutrality agreement" at Activision Blizzard which "reflects a fundamental belief ... that enabling workers to freely and fairly make a choice about union representation will benefit Microsoft and its employees...".⁴

Greater transparency on these issues could help address concerns about Apple's reputation and enable investors to assess its adherence to its human rights commitments and perform human rights due diligence.

¹<https://www.researchgate.net/publication/226530917> The Impact of Union Membership on Intent to Leave Additional Evidence on the Voice Face of Unions

² <https://www.americanprogress.org/article/there-are-significant-business-costs-to-replacing-employees/>

³ <https://blogs.microsoft.com/on-the-issues/2022/06/02/employee-organizing-engagement-labor-economy/#:~:text=We%20believe%20in%20the%20importance,where%20we%20need%20to%20improve>

⁴ <https://news.microsoft.com/2022/06/13/cwa-microsoft-announce-labor-neutrality-agreement/>

Copy of Related Correspondence

From: Jonas Kron [REDACTED]
Subject: Shareholder Proposal and Filing letter
Date: September 1, 2022 at 10:02:58 AM PDT
To: "shareholderproposal@apple.com" <shareholderproposal@apple.com>
Cc: "[sam whittington@apple.com](mailto:sam_whittington@apple.com)" <[sam whittington@apple.com](mailto:sam_whittington@apple.com)>, Hyewon Han
[REDACTED]

Hello,

Attached, please find the filing materials for a shareholder proposals being co-lead by Trillium ESG Global Equity Fund.

Thank you,

Jonas Kron

Jonas Kron | Chief Advocacy Officer

Trillium | Portland

P [REDACTED] | E: [REDACTED] | Fax: [REDACTED]



ATTENTION: This email message (including any attachments) may be confidential and is intended solely for the use of the individual or entity to which it is addressed.
If you have received it by mistake please notify the sender by return e-mail and delete this message (including any attachments) from your system.
You are hereby notified that any disclosure, reproduction, distribution or use of this message without the authority of Trillium Asset Management, LLC is strictly prohibited and that no rights can be derived from such distribution.
For information on how Trillium Asset Management collects and processes personal data please read our Privacy Policy.



September 1, 2022

Via e-mail and FedEx

Apple, Inc.
One Apple Park Way, MS: 927-4GC
Cupertino, CA 95014
shareholderproposal@apple.com

Attn: Corporate Secretary

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Corporate Secretary:

Trillium ESG Global Equity Fund is submitting the attached shareholder proposal, for inclusion in the Company's 2023 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Parnassus Core Equity Fund, Service Employees International Union Master Trust Pension Plan, SOC Investment Group, and NYC Comptroller Brad Lander on behalf of the New York City Retirement Systems are also filing the proposal alongside Trillium ESG Global Equity Fund as co-lead filers.

Per Rule 14a-8, Trillium ESG Global Equity Fund holds more than \$25,000 of the Company's common stock, acquired more than one year prior to today's date and held continuously for that time. Trillium ESG Global Equity Fund intends to hold the required number of shares continuously through the date of the 2023 annual meeting. Verification of Trillium ESG Global Equity Fund's ownership will be sent separately.

The co-lead filers are available to meet with the Company on September 14, 2022 at 9AM PT or September 15, 2022 at 10AM PT. Please let us know within 10 days if the Company would like to meet at one of these times. After 10 days we may no longer be able to hold these dates and times.

Active Portfolios, Global Impact: Putting Assets into Action since 1982



We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

I, Jonas Kron, will be the main point of contact for the co-lead filers. I can be contacted at [REDACTED] or by email at [REDACTED] and request a confirmation of receipt of this letter via email.

Sincerely,

A handwritten signature in black ink, appearing to read "Jonas Kron", written in a cursive style.

Jonas Kron
Chief Advocacy Officer

Active Portfolios, Global Impact: Putting Assets into Action since 1982

AMSTERDAM BOSTON EDINBURGH LONDON MELBOURNE PORTLAND SAN FRANCISCO SINGAPORE SYDNEY

www.trilliuminvest.com

Worker Rights Assessment

Resolved: Shareholders urge the Board of Directors to commission and oversee an independent, third-party assessment of Apple's adherence to its stated commitment to workers' freedom of association and collective bargaining rights as contained in the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work and the UN Guiding Principles on Business and Human Rights and explicitly referenced in Apple's Human Rights Policy. The assessment should apply to Apple's direct and licensed operations and address management non-interference when employees exercise their right to form or join a trade union as well as steps to remedy any practices inconsistent with Apple's stated commitments. The assessment, prepared at reasonable cost and omitting confidential, proprietary or legally privileged information, should be publicly disclosed on Apple's website by September 5, 2023.

Supporting Statement: Apple made a global commitment to freedom of association, including non-interference, and collective bargaining rights in its Human Rights Policy. According to the ILO, "Freedom of association refers to the right of workers ... to create and join organizations of their choice freely and without fear of reprisal or interference" and collective bargaining "allows workers to negotiate their working conditions freely with their employers."

Since 2021, employees accused Apple of engaging in such interference through intimidation tactics to deter organizing, including one-on-one manager meetings, captive audience meetings, retaliatory firings, and threats of reduction or elimination of benefits. As of August 25, 2022, the National Labor Relations Board was investigating 14 charges of unfair labor practices.

Apple's own non-interference practices should be consistent with those it requires from suppliers, which are explicitly referenced in its Supplier Code of Conduct: "Supplier[s] shall freely allow Workers' lawful rights to associate with others, form and join (or refrain from joining) organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment."

We believe the apparent misalignment between Apple's public commitments and its reported conduct represents meaningful reputational, legal, and operational risks, and may negatively impact its long-term value. Failing to respect workers' rights could harm Apple's reputation with consumers and hurt its ability to attract and retain a high-performing workforce, a crucial element of its ability to provide quality products and service. Research shows that union membership may have a positive effect on retention, in some cases, reducing quits by as much as 65%.¹ Studies show companies spend approximately 20% of an employee's salary to replace them.²

In contrast, Microsoft recently adopted companywide Principles³ that recognize the importance of employer non-interference, and announced a "labor neutrality agreement" at Activision Blizzard which "reflects a fundamental belief ... that enabling workers to freely and fairly make a choice about union representation will benefit Microsoft and its employees...".⁴

Greater transparency on these issues could help address concerns about Apple's reputation and enable investors to assess its adherence to its human rights commitments and perform human rights due diligence.

¹https://www.researchgate.net/publication/226530917_The_Impact_of_Union_Membership_on_Intent_to_Leave_Additional_Evidence_on_the_Voice_Face_of_Unions

² <https://www.americanprogress.org/article/there-are-significant-business-costs-to-replacing-employees/>

³ <https://blogs.microsoft.com/on-the-issues/2022/06/02/employee-organizing-engagement-labor-economy/#:~:text=We%20believe%20in%20the%20importance,where%20we%20need%20to%20improve>

⁴ <https://news.microsoft.com/2022/06/13/cwa-microsoft-announce-labor-neutrality-agreement/>

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

November 17, 2022

VIA ELECTRONIC MAIL

Office of the Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
shareholderproposals@sec.gov

Re: **Apple Inc. Shareholder Proposal Submitted by Steven McGrath**

To the addressee set forth above:

On October 24, 2022, Apple Inc. (the “*Company*”) submitted a letter requesting that the staff of the Division of Corporation Finance (the “*Staff*”) concur that the Company could exclude a shareholder proposal (the “*Proposal*”) submitted by Steven McGrath (the “*Proponent*”) from its proxy materials for its 2023 annual meeting of shareholders (the “*2023 Annual Meeting*”).

In email correspondence dated November 15, 2022, attached hereto as Exhibit A, the Proponent informed the Company of his decision to conditionally withdraw the Proposal, predicated and conditioned on the understanding that a shareholder proposal received from lead filer Trillium ESG Global Equity Fund (the “*Trillium Proposal*”) will be included in the Company’s proxy materials for the 2023 Annual Meeting. Based on the conditional withdrawal of the Proposal, the Company hereby informs the Staff that the Company is withdrawing its no-action request of October 24, 2022 relating to the Proposal.

Please contact the undersigned at (212) 906-1324 or by email at jenna.cooper@lw.com to discuss any questions you may have regarding this matter.

Sincerely,



Jenna Cooper
of LATHAM & WATKINS LLP

Enclosures

cc: Steven McGrath
Beth Young
Sam Whittington, Apple Inc.

Exhibit A

Correspondence from Proponent

From: Steve McGrath
Sent: Tuesday, November 15, 2022 3:38 PM
To: Sam Whittington
Cc: Van Buiten, Gregory (OC); Cooper, Jenna (NY); Beth Young; Katerina Kousoula; Lilly Icard; Jonas Kron
Subject: Re: Apple Inc. - Rule 14a-8 No-Action Request (McGrath)

Hi Sam,

I recently had the opportunity to meet with Jonas Kron, Chief Advocacy Officer at Trillium, as well as review their proposal. I am in agreement that my Proposal substantially duplicates the Trillium Proposal, and that my interests will be satisfied by working for adoption of their proposal.

Therefore, predicated and conditioned on the understanding that the Trillium Proposal will be included in the Company's proxy materials, I would like to withdraw my proposal.

Thanks and take care,

Steve