



DIVISION OF
CORPORATION FINANCE

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

February 1, 2022

Ning Chiu
Davis Polk & Wardwell LLP

Re: S&P Global Inc. (the "Company")
Incoming letter dated February 1, 2022

Dear Ms. Chiu:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by James McRitchie and Myra K. Young (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its December 31, 2021 request for a no-action letter from the Division.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/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: James McRitchie

December 31, 2021

Re: Shareholder Proposal Submitted by James McRitchie and Myra K. Young

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

Ladies and Gentlemen:

On behalf of S&P Global Inc., a New York 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 (the “**Proposal**”) submitted by James McRitchie and Myra K. Young (together, the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2022 Annual Meeting of Shareholders (the “**2022 Proxy Materials**”). The Proposal is attached hereto as Exhibit A.

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 2022 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence 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 2022 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders of Standard & Poor’s Global Ratings (“S&P”) ask the Board of Directors to oversee the preparation of a report, at reasonable cost and omitting confidential and proprietary information, analysing the feasibility of strengthening climate risk assessment by increasing the assessment period to greater than five years when considering exposure to climate risks for S&P’s issuer credit ratings and factoring long-term environmental, social and governance (“ESG”) risks into the company’s quantitative financial forecasts.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(2), because implementation of the Proposal would cause the Company to violate federal and foreign law, and Rule 14a-8(i)(10), because the essential objective of the Proposal has already been substantially implemented.

I. The Proposal May Be Excluded Under Rule 14a-8(i)(2) Because Implementation of the Proposal Would Cause the Company to Violate Federal and Foreign Law.

Rule 14a-8(i)(2) states in relevant part that a company will be permitted to exclude a proposal “[i]f the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject.”

The Proposal seeks to have the Company’s Board of Directors (the “**Board**”)¹ “oversee the preparation of a report” regarding S&P Global Ratings’ credit rating methodologies. The Proposal articulates a clear view of certain changes that the Proponent believes would “strengthen[]” S&P Global Ratings’ climate risk assessments, and seeks to have the Board assess the “feasibility” of making such changes.

If implemented, the Proposal would result in the shareholders and Board of the Company using their respective positions to influence the development of credit rating methodologies, in violation of S&P Global Ratings’ statutorily required policies and procedures.

S&P Global Ratings’ compliance with its policies and procedures is neither selective nor discretionary; it is mandated by federal and foreign law, overseen by S&P Global Ratings’ regulators, and essential to protect the independence and integrity of S&P Global Ratings’ credit ratings and methodologies.

For this reason, the Proposal may be excluded.

1. Federal and foreign law require S&P Global Ratings to have and adhere to policies and procedures for developing methodologies and managing actual, potential, and perceived conflicts of interest.

S&P Global Ratings operates globally as a credit rating agency, providing credit ratings and other products in over 20 jurisdictions.² In the United States, S&P Global Ratings is registered with the Securities and Exchange Commission (the “**SEC**”) as a Nationally Recognized Statistical Rating Organization (“**NRSRO**”). Its operations are governed by Section 15E of the Exchange Act, 15 U.S.C. § 78o-7 (“**Section 15E**”), as well as the rules and regulations issued thereunder, including 17 CFR §§ 240.17g-1 through 240.17g-10 (“**SEC Rule 17g**”). S&P Global Ratings’ compliance with these provisions is subject to comprehensive regulatory oversight by the SEC, including annual examination and routine supervision by the SEC’s Office of Credit Ratings (“**OCR**”).³

Section 15E and SEC Rule 17g – as administered by OCR and enforced by the SEC – mandate that NRSROs maintain and enforce internal controls (including policies and procedures) designed to protect the

¹ Although the Proposal seeks a vote on behalf of “the Shareholders of S&P Global Ratings,” the Proponent is not in fact a shareholder of S&P Global Ratings, but appears to be a shareholder of S&P Global Inc. S&P Global Ratings is an operating segment of S&P Global Inc. that operates as a credit rating agency and is registered with the SEC as a Nationally Recognized Statistical Rating Organization. S&P Global Ratings has its own Board of Managers that is separate from the Board of Directors of S&P Global Inc. We assume for purposes of this letter that the Proposal is submitted on behalf of the shareholders of S&P Global Inc. seeking action by the board of directors of S&P Global Inc.

² S&P Global Ratings and its affiliates that operate in foreign jurisdictions are subject to restrictions and oversight in those jurisdictions that are comparable to those discussed herein with respect to the United States. In particular, in the European Union, S&P Global Ratings is subject to comprehensive oversight by the European Securities and Markets Authority (“**ESMA**”) under EU Regulation (EC) No 1060/2009 on Credit Rating Agencies, as amended (“**EU CRA Regulation**”).

³ Under Dodd-Frank and its implementing regulations, OCR is charged with administration of the SEC rules regarding NRSROs for various purposes, including “to ensure that such ratings are not unduly influenced by conflicts of interest.” Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, Pub. L. No. 111-203, § 932(a), 124 Stat. 1376, 1877 (2010) (codified at 15 U.S.C. § 78o-7(p)).

independence of their credit rating methodologies from actual, potential, and perceived conflicts of interests.⁴ For example, Section 15E(c)(3)(A) requires each NRSRO to “establish, maintain, enforce, and document an effective internal control structure,” including policies and procedures, “governing the implementation of and adherence to policies, procedures, and methodologies for determining credit ratings....”⁵ Section 15E(h)(1) requires that each NRSRO “establish[es], maintain[s], and enforce[s] written policies and procedures reasonably designed...to address and manage any conflicts of interest that can arise from [the NRSRO’s] business.”⁶ Section 15E(q)(2)(F) requires that each NRSRO “include an attestation with any credit rating it issues affirming that no part of the rating was influenced by any other business activities, that the rating was based solely on the merits of the instruments being rated, and that such rating was an independent evaluation of the risks and merits of the instrument.”⁷ And SEC Rule 17g-8 requires that each NRSRO “establish[es], maintain[s], enforce[s], and document[s] policies and procedures reasonably designed to ensure” that the NRSRO follows its own policies and procedures when developing and modifying its methodologies.⁸

Together, these provisions require that each NRSRO has policies and procedures for the development of methodologies; that those policies and procedures include controls to address and manage actual, potential, and perceived conflicts of interest; and that the NRSRO adheres to its policies and procedures, once adopted. In furtherance of its statutory mandate to administer the SEC’s rules regarding NRSROs, OCR examines each NRSRO’s compliance with these provisions, including the NRSRO’s adherence to its own policies and procedures for developing methodologies and for managing actual, potential, and perceived conflicts of interest.

2. The Proposal, if implemented, would cause S&P Global Ratings to violate its statutorily required policies and procedures, and thereby violate federal and foreign law.

S&P Global Ratings develops published credit rating methodologies, that are “rigorous, systematic, continuous and based upon historical experience (including back-testing) and objective validation.”⁹ Pursuant to federal and foreign law, S&P Global Ratings maintains and enforces robust policies and procedures that govern the development of its methodologies, including policies and procedures designed to protect against the influence of actual, potential, and perceived conflicts of interest.¹⁰

⁴ Other foreign credit rating agency laws and regulations impose comparable requirements. For example, the EU CRA Regulation Article 6 (4) requires that credit rating agencies “establish, maintain, enforce and document an effective internal control structure governing the implementation of policies and procedures to prevent and mitigate possible conflicts of interest and to ensure the independence of credit ratings, rating analysts and rating teams regarding shareholders, administrative and management bodies and sales and marketing activities.”

⁵ See 15 U.S.C. § 78o-7(c)(3)(A).

⁶ See 15 U.S.C. § 78o-7(h)(1).

⁷ See 15 U.S.C. § 78o-7(q)(2)(F).

⁸ See 17 CFR § 240.17g-8.

⁹ See generally S&P Global Ratings, Form NRSRO (“Form NRSRO”) (Sept. 2, 2021) (online at <https://www.spglobal.com/ratings/en/regulatory/content/form-nrsro>); see also S&P Global Ratings, Methodology (Ex. 2 to Form NRSRO) at 1 (describing policies and procedures for development of “Criteria”); see also S&P Global Ratings, Glossary (Ex. 2 to Form NRSRO) at ¶ 51 (“S&P Global Ratings considers Criteria to be its methodologies.”).

¹⁰ See S&P Global Ratings, Methodology (Ex. 2 to Form NRSRO) at 1; see also S&P Global Ratings, S&P Global Ratings Code of Conduct (Ex. 5 to Form NRSRO) at ¶ 1.3 (S&P Global Ratings “establish[es] and maintain[s] measures that Employees must follow” for reviews of its ratings methodologies, “consistent with Regulatory Requirements.”); S&P Global Ratings, S&P Global Ratings Code of Conduct (Ex. 5 to Form NRSRO) at ¶ 3.6 (S&P Global Ratings “establish[es] and maintain[s] written policies and measures to (a) identify and (b) eliminate, or manage and disclose, as required by law or regulation or where otherwise feasible and appropriate, any actual or potential conflicts of interest that may influence S&P Global Ratings Credit Rating Activities as well as the opinions and analyses of S&P Global Ratings or the judgment and analyses of its Analysts.”)

Under S&P Global Ratings' policies and procedures, neither the Company's Board nor its shareholders may initiate or direct the development of S&P Global Ratings' methodologies. To manage the risk of actual, potential, and perceived conflicts of interests, S&P Global Ratings' policies and procedures narrowly define the individuals and groups that are permitted to direct the development of its methodologies. These individuals and groups do not include the Company's Board or its shareholders. That is because (among other reasons), S&P Global Ratings has identified both the Board and the shareholders as being subject to actual, potential, or perceived conflicts of interest due to their other business activities and commercial interests.¹¹

By directing the Company's Board to report on S&P Global Ratings' methodologies, however, the Proposal would result in the Company's shareholders and Directors using the mechanics of corporate governance to influence the development of methodologies, in violation of S&P Global Ratings' statutorily required policies and procedures. In addition, because the Proposal articulates a clear view in favor of certain changes regarding S&P Global Ratings' methodologies, and asks the Board to report on the "feasibility" of making such changes, there is a clear risk that implementation of the Proposal would influence the substance of S&P Global Rating's methodology, undermining its independence and integrity.

3. S&P Global Ratings statutorily required policies and procedures allow for public input, through appropriate processes.

This is not to say that the individuals who comprise the Company's shareholders or Board are unable to comment on or contribute to S&P Global Ratings' credit rating methodologies in their individual capacities or through other means.

S&P Global Ratings' statutorily required policies and procedures do include defined and highly controlled processes to solicit, receive and process comments and input from members of the public on proposed or in-use methodologies.¹² These policies and procedures allow internal compliance functions to screen and filter comments for commercial or otherwise inappropriate content, providing a control for S&P Global Ratings to protect its methodologies and analytical employees from actual, potential, or perceived conflicts of interest.

There is nothing that would prevent the Company's shareholders or directors from submitting comments in their individual capacities through such channels. But there is likewise nothing that would permit the Company's shareholders and the Board to circumvent these processes and use the mechanics of corporate governance to interfere with or exert influence over the development of S&P Global Ratings' methodologies.

Because S&P Global Ratings is required to adhere to its statutorily required internal controls (including policies and procedures), the Company cannot implement the Proposal without causing violations of Section 15E and SEC Rule 17g (and comparable violations of other foreign credit rating agency laws and regulations to which it is subject). For this reason, the Proposal may be excluded on the ground that its implementation would cause the Company to violate federal and foreign law.

¹¹ See S&P Global Ratings, Identification of Conflicts of Interests Relating to the Issuance of Credit Ratings (Ex. 6 to Form NRSRO) at 1 (specifically disclosing conflicts related to "Members of the Board of Directors of S&P Global Inc." as well as conflicts related to "shareholders of S&P Global Inc."); see generally 15 U.S.C. § 78o-7; 17 CFR § 240.17g-1 (requiring NRSROs to identify conflicts related to credit ratings in the publicly filed Form NRSRO).

¹² See 17 CFR § 240.17g-8; see also S&P Global Ratings, Methodology (Ex. 2 to Form NRSRO) at 1 (describing S&P Global Ratings' policies and procedures for receiving and processing public comments on proposed and in-use methodologies).

II. The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because The Company has Substantially Implemented the Essential Objective of the Proposal.

Rule 14a-8(i)(10) states in relevant part that a company will be permitted to exclude a proposal “[i]f the company has already substantially implemented the proposal.” The SEC has stated that “substantial” implementation under this rule does not require implementation in full or exactly as presented by the proponent (and in fact, full implementation of the Proposal would cause the Company to violate federal and foreign law, as discussed above). See Exchange Act Release No. 34-40018 (May 21, 1998, n.30). The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the “essential objective” of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail, or exercised discretion in determining how to implement the proposal. See *Apple Inc.* (Oct. 16, 2020) (proposal requesting an annual report on the company’s management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information); *Wal-Mart Stores, Inc.* (Mar. 25, 2015) (proposal requesting an employee engagement metric for executive compensation where a “diversity and inclusion metric related to employee engagement” was already included in the company’s management incentive plan); *Exelon Corp.* (Feb. 26, 2010) (concurring in the exclusion of proposal that requested a report on different aspects of the company’s political contributions when the company had already adopted its own set of corporate political contribution guidelines and issued a political contributions report that, together, provided “an up-to-date view of the [c]ompany’s policies and procedures with regard to political contributions”).

Accordingly, the Staff has also provided no-action relief under Rule 14a-8(i)(10) when a company conducts a review or assessment substantially similar to that requested by a proposal, even when the result does not align with the outcome sought by the Proposal. See *JPMorgan Chase & Co.* (Feb. 5, 2020) (proposal requesting that the company’s board review the Business Roundtable’s Statement of the Purpose of a Corporation and provide guidance as to how the company’s governance and management systems should be altered to conform, when the company made a representation that a board committee conducted a review and determined that the company already operated in accordance with the principles therein, and thus no further action was needed); *Amazon.com, Inc. (Sisters of the Order of St. Dominic of Grand Rapids et al.)* (Mar. 27, 2020) (proposal requesting that the compensation committee of the company’s board prepare a report assessing the feasibility of integrating sustainability metrics to measure senior executives performance and certain compensation conditions, when the company disclosed that the committee determined that performance conditions were feasible but not necessary or appropriate); *The Dow Chemical Co.* (Mar. 18, 2014, *recon. denied* Mar. 25, 2014) (proposal requesting that the company prepare a report assessing impacts of an environmental incident, when the company had disclosed information related to the incident); *Target Corp. (Johnson and Thompson)* (Mar. 26, 2013) (proposal requesting that the company’s board study the feasibility of adopting a policy prohibiting the use of treasury funds for direct or indirect political contributions, when the company disclosed its determination that such a policy would not be prudent or advisable).

As discussed above, the Proposal would result in the shareholders and the Board of the Company using their respective positions to influence the development of credit rating methodologies, in violation of S&P Global Ratings’ statutorily required policies and procedures. In any event, the Company has substantially implemented the Proposal’s “essential objective,” as the Board has received a report that already demonstrates that S&P Global Ratings’ business, after due and proper consideration by S&P Global Ratings that is consistent with its policies and procedures, does not impose a five-year limit when assessing the

physical and transition risks associated with climate change for S&P Global Ratings' issuer credit ratings and applies a long-term view regarding ESG in its assessments.

After receiving the Proposal and reviewing it with the Board, a report was prepared for the Nominating and Governance Committee of the Board that describes how S&P Global Ratings Methodologies team assesses ESG factors in its credit analysis under its credit rating methodologies and its views on "increasing the assessment period to greater than five years" (the "Report"). As noted in the Report, S&P Global Ratings' credit ratings are forward-looking opinions about an entity's relative creditworthiness, and ESG factors are incorporated into credit ratings analysis when they are viewed to be, or may be, relevant and material to creditworthiness, as a subset of all the factors that could be relevant to creditworthiness.

The Report also explains that on October 10, 2021, S&P Global Ratings made public its ESG Criteria (as defined in the Report) for determining ESG credit factors into its credit rating analysis, which emphasizes that S&P Global Ratings' "long-term issuer credit ratings do not have a predetermined time horizon."¹³ The credit ratings are informed by an entity's current and past performance, are forward-looking, include both qualitative and quantitative factors, and typically incorporate S&P Global Ratings' quantitative financial forecasts. A copy of the Report is attached hereto as Exhibit B. Additional publicly available information from S&P Global Ratings notes that S&P Global Ratings considers the time horizon over which it considers ESG credit ratings factors in its credit analysis "an important point," and further explains the rationale around the ESG credit ratings principle related to timing.¹⁴

The Report substantially implements the essential objective of the Proposal, which is to address the feasibility of increasing the period of assessment to greater than five years when considering the risks related to climate change and factoring in the long-term ESG risks for issuer credit ratings by S&P Global Ratings. Therefore, the Proposal may be omitted from the Company's 2022 Proxy Materials pursuant to Rule 14a-8(i)(10).

CONCLUSION

For the reasons set forth above, we believe that the Proposal may be excluded from the Company's 2022 Proxy Materials pursuant to Rule 14a-8(i)(2) and Rule 14a-8(i)(10). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2022 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the SEC if it so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Please do not hesitate to call me at (212) 450-4908 or Tasha K. Matharu, Corporate Secretary, at Tasha.Matharu@spglobal.com or (347) 880-1939 if we may be of any further assistance in this matter.

¹³ See S&P Global Ratings, General Criteria: Environmental, Social, and Governance Principles in Credit Ratings (Oct. 10 2021) (online at <https://www.spglobal.com/ratings/en/research/articles/211010-general-criteria-environmental-social-and-governance-principles-in-credit-ratings-12085396>).

¹⁴ S&P Global Ratings, RFC Process Summary: Environmental, Social, and Governance Principles in Credit Ratings (Oct. 10 2021) (online at <https://www.spglobal.com/ratings/en/research/articles/211010-rfc-process-summary-environmental-social-and-governance-principles-in-credit-ratings-12090569>).

Davis Polk

Respectfully yours,

A handwritten signature in blue ink, appearing to read "Ning Chiu".

Ning Chiu

Attachment

cc w/ att: Tasha K. Matharu

James McRitchie and Myra K. Young

Ahmed Abonamah, Scott Davey and Annemarie Ettinger, Office of Credit Ratings,
Securities and Exchange Commission

RESOLVED: Shareholders of Standard & Poor's Global Ratings ("S&P") ask the Board of Directors to oversee the preparation of a report, at reasonable cost and omitting confidential and proprietary information, analysing the feasibility of strengthening climate risk assessment by increasing the assessment period to greater than five years when considering exposure to climate risks for S&P's issuer credit ratings and factoring long-term environmental, social and governance ("ESG") risks into the company's quantitative financial forecasts.

SUPPORTING STATEMENT: Over the next decade, the probability and materiality of climate-related risks will increase. Due to the short time scales on which S&P assesses risk, this climate reality is largely missing from S&P's credit ratings - especially in its financial forecasts.

Of 2300 ESG rating actions between April and December 2020, environmental factors contributed in only 24.¹ Additionally, only credit rating analysts are part of credit rating committees "with potential for non-voting participation of sustainable finance analysts."²

In 2019 S&P downgraded Pacific Gas & Electric Company (PG&E) only after the raging California wildfire led to its bankruptcy.³ Hardly a black swan event, PG&E's exposure to wildfire risk had been increasing for over 20 years.⁴ This case is not isolated. In 2021, following the Texas freeze, Brazos Electric Power Cooperative filed for bankruptcy after holding an 'A' rating from S&P a week earlier.⁵ Such ex-post ratings actions and lack of attention to long-term horizons expose flaws in S&P's climate risk approach.

Time horizons for climate change stress testing need to reflect the duration over which climate change risk factors are expected to fully materialize. The Prudential Regulatory Authority of Bank of England highlights that climate-related financial risks will likely grow over time. Longer-term scenario analysis needs to inform strategy and risk assessment.⁶

S&P says forecasts "generally include quantitative information two to three years into the future" and states that even when ESG risk factors are sufficiently visible (but expected to crystallize outside the financial forecast horizon), they are factored into credit ratings only through qualitative considerations.⁷ Given the pertinence of quantitative financial forecasts for communicating credit materiality, it is essential that S&P take steps to factor long-term climate risk assessments in its quantitative financial forecasts.

The Principles for Responsible Investment, to which S&P is a signatory, states that rating agencies should "include scenario analysis to address long-term [ESG] trends and risk trajectories."⁸ Moritz Kraemer, who oversaw sovereign debt ratings at S&P until 2018, puts it plainly: "We have these really well-understood

¹ <https://www.spglobal.com/ratings/en/research/articles/210215-the-esg-pulse-2020-lookback-11835444>

² <https://www.spglobal.com/ratings/en/research/articles/211005-s-p-global-ratings-esg-roadmap-and-reminders-about-our-approach-12129801>

³ <https://www.cnbc.com/2019/01/08/sp-cuts-pge-ratings-to-junk-warns-of-further-downgrade.html>

⁴ <https://iopscience.iop.org/article/10.1088/1748-9326/ab83a7#erlab83a7s3>

⁵ <https://www.bloomberg.com/news/articles/2021-03-01/a-texas-power-firm-files-for-bankruptcy-after-historic-outages>

⁶ <https://www.bankofengland.co.uk/-/media/boe/files/prudential-regulation/publication/2021/october/climate-change-adaptation-report-2021.pdf?la=en&hash=FF4A0C618471462E10BC704D4AA58727EC8F8720>

⁷ <https://www.spglobal.com/ratings/en/research/articles/211005-s-p-global-ratings-esg-roadmap-and-reminders-about-our-approach-12129801>

⁸ <https://www.unpri.org/credit-risk-and-ratings/esg-credit-risk-and-ratings-part-1-the-state-of-play/78.article>

structural challenges coming our way over the time horizon of two, three, four decades, and that is in no way reflected in credit ratings.”⁹

Therefore we ask the Board to report on the feasibility of strengthening assessment of climate risk.

⁹ <https://www.bloomberg.com/news/articles/2021-09-23/climate-change-risk-looms-for-government-debt>

Memorandum

To: Nominating & Governance Committee of S&P Global's Board of Directors

From: _____, Global Head of Regulatory Affairs, S&P Global Ratings Legal
Department

Re: Report Regarding the Feasibility of Strengthening Climate Risk Assessment

S&P Global Inc. ("S&P Global") has received a shareholder proposal (the "Proposal") submitted by James McRitchie and Myra K. Young requesting a report related to how S&P Global Ratings assesses ESG factors in its credit ratings analysis. Following receipt, the S&P Global Ratings' Legal Department asked the S&P Global Ratings' Methodologies team to report on the time horizon over which S&P Global Ratings assess ESG factors in its credit analysis under its credit rating methodologies. Please find enclosed herewith a copy of the Methodologies team's report.

December 2021

Memorandum

To: _____, Global Head of Regulatory Affairs, S&P Global Ratings

From: _____, Global Head of Methodologies, S&P Global Ratings

Re: ESG and Credit Ratings Time Horizon

The Methodologies team has been asked to report on the time horizon over which S&P Global Ratings assesses environmental, social and governance (“ESG”) factors in its credit analysis under its credit rating methodologies, and on our view on “increasing the assessment period to greater than five years”.

S&P Global Ratings' credit ratings are forward-looking opinions about an entity's relative creditworthiness, that is the entity's capacity and willingness to meet its financial commitments as they come due. We incorporate ESG factors into our credit ratings analysis when we think they are, or may be, relevant and material to creditworthiness, as a subset of all the factors that could be relevant to creditworthiness. Given this, an entity with strong creditworthiness may not necessarily have strong ESG characteristics and vice versa.

On October 10, 2021, following a public consultation and request for comments, we published our ESG Principles in Credit Ratings criteria (“ESG Criteria”), which articulate the methodological principles that S&P Global Ratings applies to incorporate ESG credit factors into its credit ratings analysis (see <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/12085396>).

As we noted in response to comments received during the development of the ESG Criteria, we agree that the time horizon over which ESG factors are assessed in our credit ratings is an important point. For that reason, we address this subject explicitly in principle 1 (paragraphs 13-19) of the ESG Criteria: **Our long-term issuer credit ratings do not have a predetermined time horizon.**

Our credit ratings are informed by an entity's current and past performance, are forward-looking, include both qualitative and quantitative factors, and typically incorporate our quantitative financial forecasts. These financial forecasts are for the period over which we believe we have a sufficiently clear view of an entity's potential financial performance, considering the asset class, capital structure, and the potential impact of relevant credit factors, including ESG credit factors.

For example, our sovereign methodology considers an entity's financial ratios for the current year and forecasts for the next two or three years. Our financial forecasts may differ from an entity's own projections to adjust for our expectations for economic growth or the prospects of contingent risks, which could include ESG risks we expect to materialize over the forecast horizon. We may adjust our initial fiscal assessment up or down to incorporate risks that may be sufficiently visible but expected to crystallize outside of the financial forecast horizon. Those factors relate to a government's fiscal flexibility and vulnerabilities, as well as long-term trends, including an unsustainable or volatile revenue base, shortfalls in basic services and infrastructure that reflect underspending, and unaddressed

medium-term pressure due to age-related expenditures. In the case of sovereign ratings, we also factor qualitative considerations related to long-term ESG risks into our institutional assessment. For example, we consider an entity's track record and ability to deliver balanced economic growth and sustainable public finances over time, the cohesiveness of civil society, and the capacity of its political and civic institutions to respond to societal priorities.

While our long-term issuer credit ratings do not have a predetermined time horizon, an S&P Global Ratings' outlook assesses the potential direction of a long-term credit rating over the intermediate term, which is generally up to two years for investment-grade-rated entities and generally up to one year for speculative-grade-rated entities.

December 2021

February 1, 2022

Re: Withdrawal of No-Action Request Dated December 31, 2021

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

Ladies and Gentlemen:

We refer to our letter, dated December 31, 2021, (the “**No-Action Request**”), pursuant to which we requested that the Staff of the Division of Corporate Finance concur with our view that S&P Global Inc. (the “**Company**”) may exclude the shareholder proposal and supporting statement (the “**Proposal**”) submitted by James McRitchie and Myra K. Young (together, the “**Proponent**”) from the proxy materials it intends to distribute in connection with its 2022 Annual Meeting of Stockholders.

After discussions between the Company and the Proponent, the Proponent has agreed to withdraw this Proposal. Attached hereto as Exhibit A is a withdrawal communication dated January 31, 2022 (the “**Withdrawal Communication**”) from the Proponent to the Company in which the Proponent voluntarily agrees to withdraw the Proposal. In reliance on the Withdrawal Communication, we hereby withdraw the No-Action Request.

CONCLUSION

If you should have any questions or need additional information please contact the undersigned at (212) 450-4908 or ning.chiu@davispolk.com.

Respectfully yours,



Ning Chiu

Attachment

cc w/ att: Tasha K. Matharu

James McRitchie and Myra K. Young

Ahmed Abonamah, Scott Davey and Annemarie Ettinger, Office of Credit Ratings, Securities and Exchange Commission

Subject: FW: No-Action Letter (S&P Global Inc.)
Attachments: SPGI - No-Action Letter re. Climate Risk Assessment Proposal - final.PDF

From: James McRitchie <____>
Date: January 31, 2022 at 9:48:31 PM CST
To: SEC - Office of Chief Counsel <shareholderproposals@sec.gov>
Cc: "Matharu, Tasha" <____>, "Chiu, Ning" <____>, Nick Haines <____>
Subject: **Re: No-Action Letter (S&P Global Inc.)**

This is to withdraw our proposal.

Best Wishes,

James McRitchie and Myra K. Young

> On Dec 31, 2021, at 11:52 AM, Chiu, Ning <____> wrote: >

> The attached no-action letter on behalf of S&P Global Inc. is being submitted to the Office of Chief Counsel at the Division of Corporation Finance, pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), question C. A copy of this submission is being sent simultaneously to Mr. Jim McRitchie, who is copied here.

>
> A copy of the letter is also being provided to the persons named therein in the Office of Credit Ratings at the Commission.

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>
> Please direct any inquiries to:

>
> Ning Chiu
> Davis Polk & Wardwell LLP
>
>

> Thank you.

>
> Ning Chiu
> office
> mobile
> . >

> Davis Polk & Wardwell LLP

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