



DIVISION OF
CORPORATION FINANCE

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

January 12, 2023

Celia A. Soehner
Morgan, Lewis & Bockius LLP

Re: AmerisourceBergen Corporation (the "Company")
Incoming letter dated November 8, 2022

Dear Celia A. Soehner:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

We are unable to concur in your view that the Company may exclude the Proposal under Rules 14a-8(b) and 14a-8(f). Based on the materials provided, we are not able to determine whether the Proponent received the deficiency notice in a timely manner.

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/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

Morgan Lewis

Celia A. Soehner

Partner

+1.412.560.7441

celia.soehner@morganlewis.com

November 8, 2022

By email to shareholderproposals@sec.gov

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

Re: **AmerisourceBergen Corporation 2023 Annual Meeting of Stockholders
Shareholder Proposal of Kenneth Steiner**

Ladies and Gentlemen:

This letter is submitted on behalf of our client, AmerisourceBergen Corporation, a Delaware corporation ("AmerisourceBergen"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). AmerisourceBergen requests that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") not recommend enforcement action if AmerisourceBergen omits from its proxy materials (the "2023 proxy materials") for AmerisourceBergen's 2023 Annual Meeting of Stockholders (the "Annual Meeting") the shareholder proposal, supporting statement, and accompanying graphic (the "Proposal") submitted by John Chevedden (the "Purported Representative") to AmerisourceBergen, purportedly on behalf of Kenneth Steiner (the "Proponent"). A copy of the Initial Submission (as defined below), which includes the Proposal, is attached as **Exhibit A** hereto.¹

In accordance with Rule 14a-8(j), AmerisourceBergen is submitting this letter not less than 80 calendar days before AmerisourceBergen intends to file its definitive 2023 proxy materials with the Commission and has concurrently sent a copy of this correspondence by overnight courier to the Proponent as notice of AmerisourceBergen's intent to omit the Proposal from its 2023 proxy materials. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) provide that a shareholder proponent is required to send the company a copy of any correspondence relating to the proposal that the proponent submits to the Commission or the Staff. Accordingly, AmerisourceBergen hereby informs the Proponent that, if the

¹ In accordance with the Staff's Announcement Regarding Personally Identifiable and Other Sensitive Information in Rule 14a-8 Submissions and Related Materials (December 17, 2021), available at <https://www.sec.gov/corpfin/announcement/announcement-14a-8-submissions-pii-20211217> (the "December 2021 Announcement"), AmerisourceBergen has redacted from the exhibits to this letter personally identifiable and other sensitive information that is not relevant to the Staff's consideration of this no-action request. Because inclusion of the Proponent's contact information is necessary to establish that required notices and other relevant communications to the Proponent were properly addressed to, and received by, the Proponent, and therefore is directly relevant to the Staff's consideration of this no-action request, AmerisourceBergen has not redacted the Proponent's contact information.

Morgan, Lewis & Bockius LLP

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Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent should furnish a copy of that correspondence concurrently to the undersigned on behalf of AmerisourceBergen.

The Proposal

The Proposal states:

Shareholders request that the Board seek shareholder approval of any senior manager's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus.

Basis for Exclusion

In accordance with Rule 14a-8, AmerisourceBergen respectfully requests that the Staff confirm that it will not recommend an enforcement action against AmerisourceBergen if the Proposal is omitted from the 2023 proxy materials pursuant to Rule 14a-8(f)(1) because the Proponent failed to:

- 1) provide requisite proof of continuous stock ownership in a timely manner in response to AmerisourceBergen's explicit and proper request for such information pursuant to Rule 14a-8(b)(1)(i);
- 2) provide any written documentation that the Purported Representative was authorized to submit the Proposal on the Proponent's behalf as required by Rule 14a-8(b)(1)(iv); and
- 3) provide AmerisourceBergen with a written statement regarding the Proponent's ability to meet with AmerisourceBergen pursuant to Rule 14a-8(b)(1)(iii).

Procedural Background

The Purported Representative submitted the Proposal to AmerisourceBergen via email on September 25, 2022 (the "Proposal Submission Email" and, together with the Proposal, the "Initial Submission"). See **Exhibit A**. As described below, the Initial Submission did not comply with several procedural requirements mandated by Rule 14a-8(b). Specifically, the Initial Submission:

- 1) failed to include verification that the Proponent beneficially owned the requisite number of shares of AmerisourceBergen common stock continuously for at least the requisite period preceding and including September 25, 2022, in accordance with Rule 14a-8(b)(1)(i) and Rule 14a-8(b)(2);
- 2) did not include any documentation in satisfaction of the requirements set forth in Rule 14a-8(b)(1)(iv) that would authorize the Purported Representative to submit the Proposal on the Proponent's behalf, including a form of written documentation authorizing the Purported Representative to submit the Proposal and otherwise act on the Proponent's behalf; and
- 3) did not include a written statement of availability to meet with AmerisourceBergen in accordance with Rule 14a-8(b)(1)(iii).

Consistent with the requirements set forth in Rule 14a-8(f)(1), on September 29, 2022, or four

days after receiving the Initial Submission, AmerisourceBergen alerted the Proponent to these procedural deficiencies in a letter sent to the Proponent via overnight mail (the "Deficiency Notice"). Copies of the Deficiency Notice and evidence of delivery of the Deficiency Notice to the Proponent on September 30, 2022 are attached hereto as **Exhibit B** and **Exhibit C**, respectively.

The Deficiency Notice:

- informed the Proponent of the relevant procedural requirements of Rule 14a-8;
- stated that the Proponent did not satisfy the requirements in Rule 14a-8(b)(1)(iv) to document that the Purported Representative was authorized to submit the Proposal on behalf of the Proponent and requested that the Proponent provide written documentation of the Proponent's delegation of authority to the Purported Representative;
- stated that the Proponent failed to provide a written statement verifying that the Proponent beneficially owned the requisite number of shares of AmerisourceBergen common stock continuously for at least the requisite period preceding and including September 25, 2022, in accordance with Rule 14a-8(b)(1)(i) and Rule 14a-8(b)(2), and requested that the Proponent provide such written statement;
- stated that the Proponent did not provide the statement of availability to meet with AmerisourceBergen required by Rule 14a-8(b)(1)(iii) and requested that the Proponent provide such statement;
- advised the Proponent that the requested information and/or documentation must be postmarked or transmitted electronically to AmerisourceBergen within 14 days from the date that the Proponent received the Deficiency Notice; and
- included a copy of Rule 14a-8 and Staff Legal Bulletin Nos. 14F and 15G, as suggested in Section G.3 of Staff Legal Bulletin No. 14 (July 13, 2001), relating to eligibility and procedural issues.

As the Proponent received the Deficiency Notice on September 30, 2022, as documented in **Exhibit C**, the Proponent's response was required to be postmarked, or transmitted electronically, to AmerisourceBergen no later than October 14, 2022 (the "Response Deadline"). On October 18, 2022, four days past the Response Deadline, AmerisourceBergen received an email from the Purported Representative (the "Proof of Ownership Submission Email"), which included as an attachment thereto a letter from TD Ameritrade, dated as of September 26, 2022, verifying that the Proponent owned at least 500 shares of AmerisourceBergen common stock continuously since at least September 1, 2019 (the "Proof of Ownership Letter" and, together with the Proof of Ownership Submission Email, the "Second Submission"). The Second Submission, including the Proof of Ownership Letter, is attached hereto as **Exhibit D**. To date, the Proponent has not provided any documentation of the Purported Representative's authorization to submit the Proposal on the Proponent's behalf, as specifically requested in the Deficiency Notice and required by Rule 14a-8(b)(1)(iv). Additionally, to date, the Proponent has not provided the statement of availability to meet with AmerisourceBergen, as specifically requested in the Deficiency Notice and required by Rule 14a-8(b)(1)(iii).

Analysis

The Proposal May Be Excluded Under Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Establish the Requisite Eligibility to Submit the Proposal.

AmerisourceBergen may properly exclude the Proposal under Rule 14a-8(f)(1) because the Proponent failed to properly provide verification of eligibility to submit the Proposal under Rule 14a-8(b)(1)(i). Rule 14a-8(b)(1)(i) provides, in part, that in order to be eligible to submit a proposal, a stockholder must have continuously held: "(A) [a]t least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or (B) [a]t least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or (C) at least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year." Although the Second Submission included the Proof of Ownership Letter purporting to verify the Proponent's ownership of AmerisourceBergen securities, whether or not the Proof of Ownership Letter is sufficient proof is irrelevant, because it was sent to AmerisourceBergen more than 14 days after the date the Deficiency Notice was delivered to the Proponent.

Staff Legal Bulletin No. 14 ("SLB 14") specifies that when the stockholder is not the registered holder, the stockholder "is responsible for proving his or her eligibility to submit a proposal to the company," which the stockholder may do by one of two ways that are provided in Rule 14a-8(b)(2).² If the Proponent fails to include verification of such ownership with the submission of the Proposal, Rule 14a-8(f) requires AmerisourceBergen to notify the Proponent of such deficiency within 14 days of receipt of the Proposal, which AmerisourceBergen timely did. Upon AmerisourceBergen's timely notification of the deficiency, Rule 14a-8(f) requires the Proponent's response to be "postmarked, or transmitted electronically, no later than 14 days from the date [the stockholder] received the company's notification."

Rule 14a-8(f)(1) provides that a company may exclude a stockholder proposal if the proponent fails to timely provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem, and the proponent fails to correct the deficiency within the required time. As noted above, AmerisourceBergen satisfied its obligation under Rule 14a-8 by timely delivering, via overnight courier to the Proponent, the Deficiency Notice, which specifically set forth the information listed above consistent with the guidance provided in SLB 14F and SLB 14G. See **Exhibits B** and **C**. The Deficiency Notice was mailed to the Proponent on September 29, 2022, and AmerisourceBergen received confirmation of delivery to the Proponent on September 30, 2022. Accordingly, pursuant to Rule 14a-8(f)(1), the deadline for the Proponent to submit their response to the Deficiency Notice was October 14, 2022. As noted above, the Proponent did not purport to verify the Proponent's ownership of AmerisourceBergen securities until October 18, 2022.

On numerous occasions, the Staff has strictly applied the proof of beneficial ownership requirement in its no-action responses and has concurred in a company's omission of a stockholder proposal based on a proponent's failure to timely provide satisfactory evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1). See FedEx Corp. (June 5, 2019) (concurring with the exclusion of a shareholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that "the proponent appears to have failed to supply, within 14 days of receipt of the [c]ompany's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement..." where such proof of ownership was provided one day after the deadline). See also AT&T Inc. (Jan. 29, 2019) (proof of ownership was provided three days late) and *Time Warner Inc.* (March 13, 2018) (proof of ownership was provided four days late).

² See Section C.1.a, Staff Legal Bulletin No. 14 (July 13, 2001).

Accordingly, consistent with the precedent cited above, the Proposal should be excluded because, despite receiving timely and proper notice pursuant to Rule 14a-8(f)(1), the Proponent did not timely provide proof of ownership that the Proponent continuously owned the requisite number of AmerisourceBergen shares for the requisite time period, as required by Rule 14a-8(b).

The Proposal may be excluded pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent failed to provide written documentation that the Purported Representative was authorized to submit the Proposal on the Proponent's behalf as required by Rule 14a-8(b)(1)(iv).

Rule 14a-8(b)(1)(iv) provides:

If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

- (A) Identifies the company to which the proposal is directed;
- (B) Identifies the annual or special meeting for which the proposal is submitted;
- (C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;
- (D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;
- (E) Identifies the specific topic of the proposal to be submitted;
- (F) Includes your statement supporting the proposal; and
- (G) Is signed and dated by you.

The Initial Submission did not include any form of written documentation indicating that the Purported Representative was authorized to submit the Proposal on the Proponent's behalf as required by Rule 14a-8(b)(1)(iv). Within 14 calendar days of receiving the Initial Submission, AmerisourceBergen timely notified the Proponent in writing of this deficiency and clearly explained what was required to correct such deficiency. The Proponent failed to correct the deficiency. To date, AmerisourceBergen has received no written documentation indicating that the Purported Representative was authorized to submit the Proposal and otherwise act on the Proponent's behalf. Accordingly, AmerisourceBergen cannot ascertain that the Purported Representative is indeed authorized to submit the Proposal and otherwise act on the Proponent's behalf for the Annual Meeting.

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to comply with any of the eligibility or procedural requirements explained in Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency, and the proponent fails to correct the deficiency within the required time. The Staff has consistently permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence that a representative was authorized to submit a shareholder proposal on such proponent's behalf in response to a timely deficiency notice from the company. *See Verizon Communications Inc.* (February 24, 2022) (concurring with the exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to provide the company with sufficient written documentation that the representative was authorized to submit the proposal on the

proponent's behalf); *Fitbit, Inc.* (March 20, 2020) (concurring with the exclusion under Rule 14a-8(f)(1) of a proposal where the proponent's accompanying authorization letter was "without clear documentation of the [p]roponent's authorization"); and *General Motors Co. (Mayhugh)* (March 27, 2020) (concurring with the exclusion under Rule 14a-8(f)(1) of a proposal where the proponent's accompanying authorization letter was insufficient to demonstrate the requisite authorization).

Additionally, in Exchange Act Release No. 34-89964 (November 4, 2020), the Commission stated in Section II.B., regarding Rule 14a-8(b)(1)(iv):

We believe that these amendments will help safeguard the integrity of the shareholder proposal process and the eligibility restrictions by making clear that representatives are authorized to so act, and by providing a meaningful degree of assurance as to the shareholder-proponent's identity, role, and interest in a proposal that is submitted for inclusion in a company's proxy statement. We also believe that these requirements will reduce some of the administrative burdens associated with confirming a shareholder's role in the shareholder-proposal process and that the burden on shareholder-proponents of providing this information will be minimal; in fact, we note that much of it is often already provided.

The Proponent's and the Purported Representative's failure to provide any evidence that the Purported Representative was authorized to submit the Proposal on the Proponent's behalf runs afoul of the Commission's objective to help safeguard the integrity of the shareholder-proposal process. The Proponent's failure to provide written documentation required for the use of a representative, as required by Rule 14a-8(b)(1)(iv), permits AmerisourceBergen to exclude the Proposal under Rule 14a-8(f)(1).

The Proposal May Be Excluded Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Provide AmerisourceBergen with a Written Statement Regarding the Proponent's Ability to Meet with AmerisourceBergen as required by Rule 14-8(b)(1)(iii).

Rule 14a-8(b)(1)(iii) requires proponents to provide a written statement that they are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. Such statement must include contact information, as well as business days and specific times of availability that are within the regular business hours of the company's principal executive offices.

As discussed above, after receiving the Proposal on September 25, 2022, AmerisourceBergen timely sent the Deficiency Letter to the Proponent notifying the Proponent of, among other things, the Proponent's requirement to provide AmerisourceBergen with "a written statement that the (Proponent) is able to meet with (AmerisourceBergen), in person or via teleconference, no less than 10 calendar days, nor more than 30 calendar days, after submission of the (P)roposal" and "business days and specific times that the (Proponent) is available to discuss the (P)roposal with AmerisourceBergen." Consistent with

Rule 14a-8(f)(1), the Deficiency Letter requested that the Proponent's written statement of availability to meet with AmerisourceBergen be provided within 14 days of receipt of the Deficiency Letter. To date, AmerisourceBergen has not received the required written statement of the Proponent's ability to meet with AmerisourceBergen.

Pursuant to Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to comply with any of the eligibility or procedural requirements explained in Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency, and the proponent fails to correct the deficiency within the required time. The Staff has consistently permitted exclusion under Rule 14a-8(f)(1)

of shareholder proposals where a proponent has failed to provide a written statement regarding the proponent's availability to meet the company as required by Rule 14a-8(b)(1)(iii). *See, e.g., PPL Corporation* (March 9, 2022) (permitting the exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to provide the company with a written statement regarding the proponent's ability to meet with the company, after receiving the company's timely deficiency notice) and *The Walt Disney Co. (Grau)* (Jan. 19, 2022) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal, including the proponent's availability to meet with the company, after receiving the company's timely deficiency notice). Consistent with this precedent, the Proposal may be excluded from AmerisourceBergen's 2023 proxy materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

Conclusion

For the aforementioned reasons, AmerisourceBergen believes that the Proposal may be properly excluded from its 2023 proxy materials in reliance on Rule 14a-8(f)(1). AmerisourceBergen respectfully requests that the Staff confirm that it will not recommend enforcement action to the Commission if AmerisourceBergen omits the Proposal from its 2023 proxy materials.

If we can be of any further assistance in this matter, please do not hesitate to call the undersigned at (412) 560-7441. If the Staff is unable to concur with AmerisourceBergen's conclusions without additional information or discussions, AmerisourceBergen respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. In accordance with Staff Legal Bulletin No. 14F, Part F (Oct. 18, 2011), the undersigned respectfully requests that the Staff issue its response to this letter by email to celia.soehner@morganlewis.com and to the Proponent by mail at [REDACTED].

Very truly yours,



Celia A. Soehner

Enclosures

cc: Kenneth Steiner
Kourosh Q. Pirouz, AmerisourceBergen Corporation

Exhibit A

Initial Submission

[Attached]

From: John Chevedden [REDACTED]
Sent: Sunday, September 25, 2022 8:19 PM
To: Chou, John <JChou@amerisourcebergen.com>; Pirouz, Korey <KPirouz@amerisourcebergen.com>; Greenbaum, Missy <MKrain@amerisourcebergen.com>; Ebbesen, Anne <AEbbesen@amerisourcebergen.com>
Subject: Rule 14a-8 Proposal (ABC)

CAUTION: This email originated from outside of the organization. DO NOT CLICK links or open attachments unless you recognize the sender and know the content is safe.

Dear Mr. Chou,
Please see the attached rule 14a-8 proposal.
I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.
John Chevedden



CONFIDENTIALITY NOTICE. This electronic mail transmission may contain privileged, confidential and/or protected personal information and is intended only for the review of the party to whom it is addressed. Any unauthorized use or disclosure of the information contained herein may be a violation of applicable law. If you have received this transmission in error, please immediately return it to the sender, delete it and destroy it without reading it. Unintended transmission shall not constitute the waiver of the attorney-client or any other privilege.

Kenneth Steiner

Mr. John Chou
Corporate Secretary
AmerisourceBergen Corporation (ABC)
1 West First Avenue
Conshohocken, PA 19428-1800

Dear Mr. Chou,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

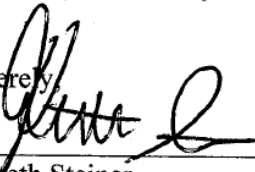
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

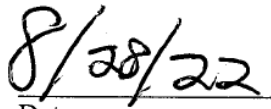
Please assign the proper sequential proposal number in each appropriate place.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,



Kenneth Steiner



Date

cc: Korey Pirouz <KPIrouz@amerisourcebergen.com>
Missy Greenbaum <MKrain@amerisourcebergen.com>
Anne Ebbesen <AEbbesen@amerisourcebergen.com>
PH: 610-727-7000
FX: 610-727-3600

[ABC: Rule 14a-8 Proposal, September 25, 2022]
[This line and any line above it – *Not* for publication.]
Proposal 4 – Shareholder Ratification of Termination Pay

Shareholders request that the Board seek shareholder approval of any senior manager's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus.

"Severance or termination payments" include cash, equity or other pay that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred pay earned and vested prior to termination.

"Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities, perquisites or benefits not vested under a plan generally available to management employees, post-employment consulting fees or office expense and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval after material terms are agreed upon.

Generous performance-based pay can sometimes be justified but shareholder ratification of "golden parachute" severance packages with a total cost exceeding 2.99 times base salary plus target short-term bonus better aligns management pay with shareholder interests.

For instance at one company, that does not have this policy, if the CEO is terminated he could receive \$44 million in termination pay – over 10 times his base salary plus short-term bonus. In the event of a change in control, the same person could receive a whopping \$124 million in accelerated equity payouts even if he remained employed.

This proposal topic received between 51% and 65% support at:

FedEx (FDX)
Spirit AeroSystems (SPR)
Alaska Air (ALK)
AbbVie (ABBV)
Fiserv (FISV)

The proposal is more important at AmerisourceBergen due to the information in this article:

'Deeply problematic': AmerisourceBergen rewards its CEO despite the ravages of the opioid crisis

In one of the more startling examples of tin-ear syndrome, AmerisourceBergen wants its shareholders to bless a \$14.3 million pay package for chief executive officer Steven Collis. Not only is this a hefty amount of money, but it represents a 26% boost over the previous year.

The pharmaceutical wholesaler can act so generously thanks to a tricky maneuver: excluding the cost of legal settlements for evaluating executives. For those not tracking the sprawling opioid litigation around the U.S., ABC is expected to pay \$6.6 billion to compensate communities for the cost of grappling with substance use disorder, prescription drug overdoses, and deaths.

By manipulating numbers this way, ABC turned a \$3.4 billion loss in 2020 – its biggest ever – into an adjusted profit of \$1.6 billion. And Mr. Collis qualified for nearly \$10.3 million in cash and stock he would not have received otherwise, according to Michael Pryce-Jones, corporate governance analyst at the International Brotherhood of Teamsters, which holds stock in ABC.

Please vote yes:
Shareholder Ratification of Termination Pay – Proposal 4
[The above line – *Is* for publication.]

Notes:

"Proposal 4" stands in for the final proposal number that management will assign.

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(l)(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

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

This proposal is not intended to be more than 500 words. Should it exceed 500 words then the words that exceed 500 words would be taken out of the proposal starting with the last sentence of the proposal and moving upwards as needed to omit full sentences.



FOR

*Shareholder
Rights*

Exhibit B

Deficiency Notice

[Attached]

AmerisourceBergen

September 29, 2022

Kouros Q. Pirouz
Senior Vice President, Group General Counsel
and Secretary
AmerisourceBergen Corporation
1 West First Avenue
Conshohocken, PA 19428

KPirouz@amerisourcebergen.com
www.amerisourcebergen.com

VIA OVERNIGHT MAIL

Mr. Kenneth Steiner
[REDACTED]
[REDACTED]

Dear Mr. Steiner:

I am writing on behalf of AmerisourceBergen Corporation (the “Company”). On September 25, 2022 (the “Submission Date”), the Company received by email from Mr. John Chevedden a letter from you (the “Proponent,” “you,” or “your”) dated August 28, 2022 (the “Steiner Letter”) regarding a stockholder proposal submitted by you pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for inclusion in the proxy statement for the Company’s 2023 Annual Meeting of Stockholders (the “Proposal”).

The Proposal contains certain procedural deficiencies, as set forth below, which the rules and regulations of the Securities and Exchange Commission (“SEC”) require us to bring to your attention. Unless these deficiencies can be remedied in the appropriate timeframe required under applicable SEC rules, the Company will be entitled to exclude the Proposal from its proxy materials for the Company’s 2023 Annual Meeting of Stockholders.

Proof of Ownership under Rule 14a-8(b)

Rule 14a-8(b) of the Exchange Act provides that stockholder proponents must submit sufficient proof of their continuous ownership as of the Submission Date of:

- At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years;
- At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

AmerisourceBergen

The Company's stock records do not indicate that the Proponent is a record owner of sufficient shares of the Company's common stock (the "Shares") to satisfy this requirement. In addition, to date, we have not received adequate proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the Submission Date.

To remedy this defect, you must submit sufficient proof of your continuous ownership of the requisite number of Shares for the applicable period preceding and including the Submission Date. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Proponent's Shares (usually a broker or bank) verifying that the Proponent continuously held the requisite number of Shares for the applicable period preceding and including the Submission Date; or
- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the requisite number of Shares as of or before the date on which the eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of Shares for the applicable period preceding and including the Submission Date.

If you intend to demonstrate your ownership by submitting a written statement from the "record" holder of your Shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.), or an affiliate thereof. Under SEC Staff Legal Bulletin Nos. 14F and 14G, only DTC participants, or affiliates of DTC participants, are viewed as record holders of securities. You can confirm whether your broker or bank is a DTC participant or an affiliate of a DTC participant by asking your broker or bank or, in the case of DTC participants, by checking DTC's participant list, which is available at <http://www.dtcc.com/client-center/dtc-directories>. In these situations, stockholders need to obtain proof of ownership from the DTC participant or an affiliate of a DTC participant through which the securities are held, as follows:

- (1) If the broker or bank is a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit a written statement from the broker or bank verifying that the Proponent continuously held the requisite number of Shares for the applicable period preceding and including the Submission Date.
- (2) If the broker or bank is not a DTC participant or an affiliate of a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant

AmerisourceBergen

or affiliate of a DTC participant through which the Shares are held verifying that the Proponent continuously held the requisite number of Shares for the applicable period preceding and including the Submission Date. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant or affiliate of a DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements generally will be a DTC participant or an affiliate of a DTC participant. If the DTC participant or affiliate of a DTC participant that holds the Proponent's Shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the applicable period preceding and including the Submission Date, the requisite number of Shares were continuously held: (i) one from the Proponent's broker or bank confirming the Proponent's ownership; and (ii) the other from the DTC participant or affiliate of a DTC participant confirming the broker or bank's ownership.

Availability for Engagement under Rule 14a-8(b)

Rule 14a-8(b) of the Exchange Act requires that stockholder proponents provide the company with a written statement that they are able to meet with the company, in person or via teleconference, no less than 10 calendar days, nor more than 30 calendar days, after the submission of the proposal. Additionally, stockholder proponents must include their contact information, as well as business days and specific times that they are available to discuss the proposal with the company. Such business days and specific times must be within the regular business hours of the company's principal executive offices. The Proposal did not include the required statement and specific dates and times regarding the Proponent's availability to meet with the Company.

To remedy this defect, you must provide a written statement regarding your ability to meet with the Company in person or via teleconference during the period that is no less than 10 calendar days and no more than 30 calendar days after the submission of the Proposal (*i.e.*, October 5, 2022 through October 25, 2022) and provide the Company with contact information and business days and specific times (*i.e.*, more than one date and time) that you are available to discuss the Proposal. Note that the contact information and availability must be yours, and not that of an authorized representative.

Authorized Representatives under Rule 14a-8(b)

As noted above, the Steiner Letter was received via an email from Mr. Chevedden; however, the Steiner Letter did not include any indication that you intended for Mr. Chevedden to act as your authorized representative with respect to the Proposal.

AmerisourceBergen

Pursuant to Rule 14a-8(b), if you use a representative to submit a proposal on your behalf, then you must provide the company with written documentation that:

Identifies the company to which the Proposal is directed;

- (1) Identifies the annual or special meeting for which the Proposal is submitted;
- (2) Identifies you as the Proponent and identifies the person acting on your behalf as your representative;
- (3) Includes your statement authorizing the designated representative to submit the Proposal and otherwise act on your behalf;
- (4) Identifies the specific topic of the Proposal to be submitted;
- (5) Includes your statement supporting the Proposal; and
- (6) Is signed and dated by you.

If it is your intention that Mr. Chevedden be designated as your authorized representative with respect to the Proposal, you must provide documentation that includes the aforementioned information making it clear that Mr. Chevedden is authorized to act on your behalf.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at AmerisourceBergen Corporation, 1 West First Avenue, Conshohocken, PA 19428 and KPIrouz@amerisourcebergen.com.

If you have any questions with respect to the foregoing, please contact me at KPIrouz@amerisourcebergen.com. For your reference, I am enclosing copies of Rule 14a-8 and Staff Legal Bulletin Nos. 14F and 14G.

Sincerely,



Kourosh Q. Pirouz
Senior Vice President, Group General Counsel,
and Secretary

Enclosures

Exhibit C

Evidence of Delivery of Deficiency Letter

[Attached]

From: UPS <pkginfo@ups.com>
Sent: Friday, September 30, 2022 10:52 AM
To: Pirouz, Korey <KPIrouz@amerisourcebergen.com>
Subject: UPS Delivery Notification, Tracking Number [REDACTED]

CAUTION: This email originated from outside of the organization. DO NOT CLICK links or open attachments unless you recognize the sender and know the content is safe.



Your package has been delivered.

Delivery Date: Friday, 09/30/2022

Delivery Time: 10:49 AM

Left At: FRONT DOOR



[Set Delivery Instructions](#)


[Get Free Alerts](#)


[View Delivery Planner](#)

At the request of Anonymous, this notice is to confirm that the following shipment has been delivered.


Shipment Details

Tracking Number: [REDACTED]

Ship To:	
UPS Service:	UPS NEXT DAY AIR
Number of Packages:	1
Weight:	1.0 LBS



It's the thought that counts [Create a Return](#)

 [Download the UPS mobile app](#)

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[For Questions, Visit Our Help and Support Center](#)

CONFIDENTIALITY NOTICE. This electronic mail transmission may contain privileged, confidential and/or protected personal information and is intended only for the review of the party to whom it is addressed. Any unauthorized use or disclosure of the information contained herein may be a violation of applicable law. If you have received this transmission in error, please immediately return it to the sender, delete it and destroy it without reading it. Unintended transmission shall not constitute the waiver of the attorney-client or any other privilege.

Exhibit D

Second Submission

[Attached]

From: John Chevedden [REDACTED]
Sent: Tuesday, October 18, 2022 10:31 PM
To: Hashima, Sandra; Pirouz, Korey; Greenbaum, Missy; Ebbesen, Anne
Subject: 2023 Rule 14a-8 proposal broker letter
Attachments: 18102022_6.pdf

CAUTION: This email originated from outside of the organization. DO NOT CLICK links or open attachments unless you recognize the sender and know the content is safe.

2023 Rule 14a-8 proposal broker letter



09/26/2022

Kenneth Steiner
[REDACTED]

Re: Your TD Ameritrade Account Ending in [REDACTED]

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter is to confirm that as of the start of business on September 26, 2022, there were at least 500 shares each held continuously since at least September 1, 2019, in your TD Ameritrade account ending in [REDACTED] of:

- [REDACTED]
- ABC: AMERISOURCEBERGEN CORPORATION

In addition, as of the start of business on September 26, 2022, there were at least [REDACTED] each held continuously since at least September 1, 2019, in your TD Ameritrade account ending in [REDACTED] of:

- [REDACTED]

TD Ameritrade Clearing's DTC broker number is [REDACTED].

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Cameron Fearn
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade



monthly statement as the official record of your TD Ameritrade account.

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

Market volatility, volume, and system availability may delay account access and trade executions.

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November 20, 2022

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

1 Rule 14a-8 Proposal
The Walt Disney Company (DIS)
Shareholder Ratification of Termination Pay
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 8, 2022 no-action request.

Here comes a big law firm to kickoff the no action season with a vision that rule 14a-8 should be a game the system contest. The no action request appears to test how low management can go in giving a proponent purported notice and still obtain a no action victory.

The rule 14a-8 proposal was submitted thus:

From: John Chevedden <[REDACTED]>
Subject: Rule 14a-8 Proposal (ABC)
Date: September 25, 2022 at 5:19:16 PM PDT
To: John Chou <[REDACTED]>, Korey Pirouz
<[REDACTED]>, Missy Greenbaum
<[REDACTED]>, Anne Ebbesen
<[REDACTED]>

Dear Mr. Chou,

Please see the attached rule 14a-8 proposal.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

John Chevedden

Common sense would tell one that the minimum notice should be to respond to a rule 14a-8 proposal submittal in the same manner as it was delivered. Instead management sent its reply only by hard copy with no signature required. Management then provided a photograph of 2 boxes being handed to a person in front of a building that has dozens of units. Mr. Kenneth Steiner does not recognize the purported receiving person. 20-page replies to rule 14a-8 proposals are typically not set in boxes. Many times such 20-page replies are sent double-sided.

Plus the broker letter was also sent thus by email without any prompting from management:

From: John Chevedden <[REDACTED]>

Subject: 2023 Rule 14a-8 proposal broker letter

Date: October 18, 2022 at 7:30:40 PM PDT

To: "Hashima, Sandra" <[REDACTED]>, "Pirouz,
Korey" <[REDACTED]>, "Greenbaum, Missy"
<[REDACTED]>, "Ebbesen, Anne"
<[REDACTED]>

2023 Rule 14a-8 proposal broker letter

Sincerely,


John Chevedden

cc: Kenneth Steiner

Korey Pirouz <KPirouz@amerisourcebergen.com>

November 20, 2022

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

1 Rule 14a-8 Proposal
The Walt Disney Company (DIS)
Shareholder Ratification of Termination Pay
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Ladies and Gentlemen:

This is in regard to the November 8, 2022 no-action request.

Here comes a big law firm to kickoff the no action season with a vision that rule 14a-8 should be a game the system contest. The no action request appears to test how low management can go in giving a proponent purported notice and still obtain a no action victory.

The rule 14a-8 proposal was submitted thus:

From: John Chevedden [REDACTED] PII
Subject: Rule 14a-8 Proposal (ABC)
Date: September 25, 2022 at 5:19:16 PM PDT
To: John Chou <JChou@amerisourcebergen.com>, Korey Pirouz
<KPirouz@amerisourcebergen.com>, Missy Greenbaum
<MKrain@amerisourcebergen.com>, Anne Ebbesen
<AEbbesen@amerisourcebergen.com>

Dear Mr. Chou,

Please see the attached rule 14a-8 proposal.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

John Chevedden

Common sense would tell one that the minimum notice should be to respond to a rule 14a-8 proposal submittal in the same manner as it was delivered. Instead management sent its reply only by hard copy with no signature required. Management then provided a photograph of 2 boxes being handed to a person in front of a building that has dozens of units. Mr. Kenneth Steiner does not recognize the purported receiving person. 20-page replies to rule 14a-8 proposals are typically not set in boxes. Many times such 20-page replies are sent double-sided.

Plus the broker letter was also sent thus by email without any prompting from management:

Morgan Lewis

Celia A. Soehner

Partner

+1.412.560.7441

celia.soehner@morganlewis.com

November 23, 2022

By email to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission

Division of Corporation Finance

Office of Chief Counsel

100 F Street, N.E.

Washington, D.C. 20549

Re: **AmerisourceBergen Corporation 2023 Annual Meeting of Stockholders
Supplement to No-Action Request dated November 8, 2022
Shareholder Proposal of Kenneth Steiner**

Ladies and Gentlemen:

We refer to our letter dated November 8, 2022 (the "No-Action Request") submitted on behalf of AmerisourceBergen Corporation, a Delaware corporation ("AmerisourceBergen"), pursuant to which AmerisourceBergen requested that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") not recommend enforcement action if AmerisourceBergen omits from its proxy materials (the "2023 proxy materials") for AmerisourceBergen's 2023 Annual Meeting of Stockholders (the "Annual Meeting") the shareholder proposal, supporting statement, and accompanying graphic (the "Proposal") submitted by John Chevedden to AmerisourceBergen, purportedly on behalf of Kenneth Steiner (the "Proponent").



This letter is in response to the letter to the Staff, dated November 20, 2022, submitted by Mr. Chevedden and supplements the No-Action Request.¹ In accordance with Rule 14a-8(j), a copy of this letter also is being sent to the Proponent.

As stated in the No-Action Request, the Proposal, as sent to AmerisourceBergen via email on September 25, 2022 (the "Initial Submission"), did not include any form of written documentation indicating that Mr. Chevedden was authorized to submit the Proposal on the Proponent's behalf as required by Rule 14a-8(b)(1)(iv). AmerisourceBergen notes that Mr. Chevedden often submits proposals under Rule 14a-8

¹ AmerisourceBergen notes that Mr. Chevedden's correspondence specifically references a Rule 14a-8 proposal submitted to The Walt Disney Company; however, as it included references to the Initial Submission (as defined above), AmerisourceBergen assumes that such correspondence was intended to reference the No-Action Request.

Morgan, Lewis & Bockius LLP

One Oxford Centre
Thirty-Second Floor
Pittsburgh, PA 15219-6401
United States

 +1.412.560.3300
 +1.412.560.7001

on behalf of the Proponent. However, such proposals – even those that facially do not comply with the requirements of Rule 14a-8(b)(1)(iv) – typically include language directing a company to direct all future communications to Mr. Chevedden, as follows:

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at: [PII] to facilitate prompt and verifiable communications.

Please see, for example, the proposals submitted by Mr. Chevedden on behalf of the Proponent to (i) Fox Corporation on May 19, 2022; (ii) Rite Aid Corporation on December 3, 2021; (iii) Verizon Communications Inc. on November 20, 2021²; and (iv) Southwestern Energy Company on October 12, 2021, each of which are excerpted in relevant part in **Exhibit A** attached hereto.

AmerisourceBergen respectfully notes for the Staff that this language was omitted from the Initial Submission and the Proposal. In the absence of any directive to direct communications regarding the Proposal to Mr. Chevedden, AmerisourceBergen followed the requirements of Rule 14a-8(f)(1) in notifying the Proponent directly of the several procedural defects contained in the Initial Submission and the Proposal within 14 calendar days of receipt of the same.

For the reasons stated above and in the No-Action Request, AmerisourceBergen respectfully requests the concurrence of the Staff that the Proposal may be excluded from the 2023 proxy materials for the Annual Meeting pursuant to Rule 14a-8(f)(1). If the Staff has any questions or would like any additional information regarding the foregoing, please do not hesitate to call the undersigned at (412) 560-7441. Thank you for your attention to this matter.

Very truly yours,



Celia A. Soehner

Enclosure

cc: Kenneth Steiner
Kourosh Q. Pirouz, AmerisourceBergen Corporation

² As noted in the No-Action Request, in *Verizon Communications Inc.* (February 24, 2022), the Staff concurred with the company's belief that the proposal could be excluded under Rule 14a-8(f)(1) as the proponent failed to provide the company with sufficient written documentation that the representative, Mr. Chevedden, was authorized to submit the proposal on the proponent's behalf.

Exhibit A

Excerpted Sample Proposals

[Attached]

Kenneth Steiner

Ms. Laura A. Cleveland
Corporate Secretary
Fox Corporation (FOX)
1211 Avenue of the Americas
New York, New York 10036
PH: 212-852-7000

Dear Ms. Cleveland,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at:

[REDACTED]
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [REDACTED]

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from formally requesting a broker letter from me.

Sincerely,


Kenneth Steiner

5-19-22
Date

Kenneth Steiner

Mr. Paul Gilbert
Corporate Secretary
Rite Aid Corporation (RAD)
30 Hunter Lane
Camp Hill, PA 17011

RECEIVED
RITE AID

DEC 03 2021

LEGAL DEPARTMENT

Dear Mr. Gilbert,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

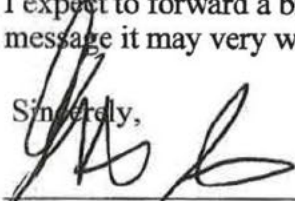
My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at:

[REDACTED]
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [REDACTED]

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,


Kenneth Steiner

11-14-21
Date

Kenneth Steiner

PII

Mr. William Horton
Corporate Secretary
Verizon Communications Inc. (VZ)
1095 Avenue of the Americas
New York, NY 10036
PH: 212-395-1000
PH: 908-559-5636
FX: 908-696-2068

Dear Mr. Horton,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at:

PII

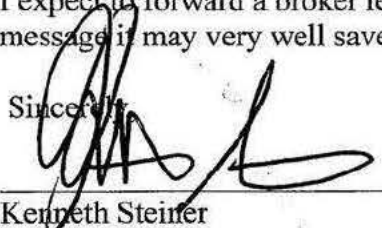
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to

PII

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,


Kenneth Steiner

10/12/21
Date

cc: Brandon Norman Egren <brandon.egren@verizon.com>
Associate General Counsel
Karen M Shipman <karen.shipman@verizonwireless.com>

Kenneth Steiner

Mr. Chris Lacy
Corporate Secretary
Southwestern Energy Company (SWN)
10000 Energy Drive
Spring, TX 77389
PH: 832-796-1000
FX: 832-796-4818

Dear Mr. Lacy,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I intent to continue to hold through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

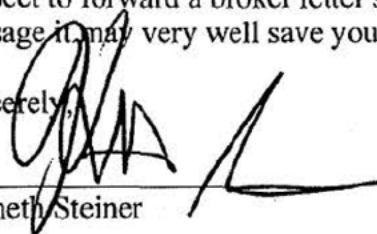
My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden at:

[REDACTED]
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [REDACTED]

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,


Kenneth Steiner

10/12/21
Date

cc: Ronda Smith <Ronda_Smith@SWN.COM>
PH: 832 796 6100
FX: 832 796 4820

JOHN CHEVEDDEN

December 11, 2022

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

1 Rule 14a-8 Proposal
AmerisourceBergen Corporation (ABC)
Shareholder Ratification of Termination Pay
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 8, 2022 no-action request.

Management failed to provide any purported precedent that might uphold that notice was adequate when no signature was obtained and the proponent address was a building with dozens of units with one entrance.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Korey Pirouz

January 4, 2023

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

3 Rule 14a-8 Proposal
AmerisourceBergen Corporation (ABC)
Shareholder Ratification of Termination Pay
Kenneth Steiner

Ladies and Gentlemen:

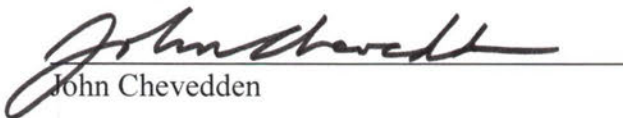
This is in regard to the November 8, 2022 no-action request.

Management seeks to establish a precedent that proper notice is an overnight delivery without a signature.

This is particularly damaging against a proponent whose address is a multi-unit building with one entrance.

This is a reminder of another company that is now seeking to lower the bar for proper notice by disguising the company deficiency letter as a simple immediate email acknowledgement of receiving a rule 14a-8 proposal.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Korey Pirouz

JOHN CHEVEDDEN

January 8, 2023

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

4 Rule 14a-8 Proposal
AmerisourceBergen Corporation (ABC)
Shareholder Ratification of Termination Pay
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the November 8, 2022 no-action request.

This is a gamesmanship no action request. The September 22, 2022 Stakeholder Meeting was not in support of gamesmanship.

Additional evidence that gamesmanship is discouraged are these words from SLB 14L:
"Some companies apply an overly technical reading of proof of ownership letters as a means to exclude a proposal."

Sincerely,


John Chevedden

cc: Kenneth Steiner

Korey Pirouz