



DIVISION OF
CORPORATION FINANCE

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

April 3, 2023

Lillian Brown
Wilmer Cutler Pickering Hale and Dorr LLP

Re: Hilton Worldwide Holdings Inc. (the "Company")
Incoming letter dated January 16, 2023

Dear Lillian Brown:

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

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

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: Andrew McGeorge
Unitarian Universalist Association

Lillian Brown

+1 202 663 6743 (t)
+1 202 663 6363 (f)
lillian.brown@wilmerhale.com

January 16, 2023

Via E-mail 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: Hilton Worldwide Holdings Inc.
Exclusion of Unitarian Universalist Association Shareholder Proposal**

Ladies and Gentlemen:

We are writing on behalf of our client, Hilton Worldwide Holdings Inc. (the “Company”), to inform you of the Company’s intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2023 annual meeting of shareholders (the “Proxy Materials”) the enclosed shareholder proposal (the “Proposal”) submitted by the Unitarian Universalist Association (the “Proponent”) requesting that the Company “publicly disclose the Company’s permanent paid sick leave policy.”

The Company respectfully requests that the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its Proxy Materials for the reason discussed below.

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter and the Proposal and related correspondence (attached as Exhibits A and B to this letter), and is concurrently sending a copy to the Proponent.

January 16, 2023

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Procedural Background

On December 8, 2022, the Proponent sent the Proposal via email to the Company.¹ The submission included a copy of a letter from U.S. Bank, dated December 7, 2022, stating that the Proponent beneficially owned shares of the Company's common stock worth at least \$25,000 for at least one year "[a]s of December 7, 2022" (the "U.S. Bank Letter" included in Exhibit A to this letter).

After confirming that the Company's stock records do not indicate that the Proponent is the record owner of sufficient securities to satisfy the ownership requirement, on December 21, 2022, the Company sent to the Proponent via e-mail and overnight courier² a notice of deficiency (the "Deficiency Notice" attached as Exhibit B to this letter), indicating the Company's view that the Proponent's submission failed to meet the requirements of Rule 14a-8(b) and that such deficiency must be cured within 14 days of the Proponent's receipt of the Deficiency Notice.

As of the date of this letter, which is past the Proponent's 14-day deadline for responding to the Deficiency Notice, the Company has not received any additional proof of ownership documentation from the Proponent.

Basis for Exclusion

The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f) because the Proponent has failed to provide sufficient proof of ownership after receiving proper notice under Rule 14a-8(f)(1).

Under Rule 14a-8(f), a company may exclude from its proxy materials a proposal submitted by a proponent who fails to satisfy the procedural requirements set forth in Rule 14a-8(b). Rule 14a-8(b)(1)(i) under the Exchange Act provides that, to be eligible to submit a proposal for a company's annual meeting, a proponent must have continuously held:

- 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.

¹ The Proponent also sent the same materials via United States Postal Service, which were postmarked on December 8, 2022, and delivered to the Company on December 9, 2022.

² The courtesy copy of the Deficiency Notice that was sent via FedEx was delivered to the Proponent on December 23, 2022.

January 16, 2023

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Staff Legal Bulletin No. 14 (July 13, 2001) (“SLB 14”) provides in relevant part that “[i]n the event that the shareholder is not the registered holder, the shareholder is responsible for proving his or her eligibility to submit a proposal to the company.” In this regard, and in accordance with Rule 14a-8(b), the shareholder must submit to the company a written statement from the “record” holder of the shareholder’s securities verifying that the shareholder has “continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively.” Rule 14a-8(b)(2)(ii)(A); *see also* SLB 14, at C.1.c. Pursuant to Rule 14a-8(f)(1), a company may exclude a shareholder proposal from its proxy materials if such shareholder proposal fails to comply with the eligibility or procedural requirements under Rule 14a-8, provided that (a) the company has notified the proponent of such deficiencies within 14 days of the company’s receipt of the proposal and (b) the proponent has failed to correct such deficiencies within 14 days of receipt of such notice.

The Staff has routinely concurred in the exclusion of shareholder proposals pursuant to Rule 14a-8(f) when, within 14 days of receipt of a company’s request, a proponent fails to provide documentary support evidencing its satisfaction of the minimum ownership requirement for the continuous requisite period as required under Rule 14a-8(b). *See, e.g., Walgreens Boots Alliance, Inc.* (November 8, 2022) (concurring in exclusion of a proposal where the proponent’s proof of ownership documentation established continuous ownership of company securities for only two years and 363 days preceding and including the date the proposal was submitted to the company, thus, failing to satisfy the minimum three-year period applicable to the amount of company securities owned); *Amazon.com, Inc.* (April 2, 2021) (concurring in exclusion of a proposal where the proponent’s proof of ownership documentation established continuous ownership of company securities for the 13 months preceding November 30, 2020, but did not cover the 17 days through December 17, 2020, the date the proponent submitted the proposal); *Exxon Mobil Corporation* (February 26, 2021) (concurring in exclusion of a proposal where the proponent’s proof of ownership established continuous ownership of company securities for the 12 months preceding November 30, 2020, which was one day less than the required one-year period where the proposal was submitted on December 1, 2020); *JPMorgan Chase & Co.* (February 2, 2017) (concurring in exclusion of a proposal in which the co-proponent’s proof of ownership documentation covered a one-year period ending on November 16, 2016, which was two days less than the required one-year period where the proposal was submitted on November 18, 2016); *JPMorgan Chase & Co.* (January 31, 2017) (concurring in exclusion of a proposal in which the co-proponent’s proof of ownership documentation covered a one-year period ending on November 10, 2016, which was 12 days less than the required one-year period where the proposal was submitted on November 22, 2016); and *PepsiCo, Inc.* (January 10, 2013) (concurring in exclusion of a proposal where the proponent’s proof of ownership covered the one-year period up to and including November 19, 2012, which was one day less than the required one-year period where the proposal was submitted on November 20, 2012).

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As the procedural history described herein reflects, the factors necessary for exclusion pursuant to Rule 14a-8(f)(1) are satisfied in this case. On December 8, 2022, the Proponent sent the Proposal, including the U.S. Bank Letter, via email and United States Postal Service to the Company. Thus December 8, 2022 was both the date of submission of the Proposal and the date the Company received the Proposal. On December 21, 2022, within 14 days of the Company's receipt of the Proposal, the Company sent the Deficiency Notice to the Proponent via e-mail and overnight courier, indicating the Company's view that the Proponent's submission failed to meet the requirements of Rule 14a-8(b). The Deficiency Notice included:

- A description of Rule 14a-8(b)'s eligibility requirements;
- A clear statement of the ownership requirement tests under Rule 14a-8(b) and that the Company had not received sufficient proof of ownership, as well as an explanation of what the Proponent must do to comply with the requirements of Rule 14a-8(b), including the following statements:

The Company's stock records do not indicate that the Proponent is the record owner of sufficient securities to satisfy the ownership requirement... The proof of ownership that the Proponent has submitted covered a period of at least one year as of December 7, 2022, rather than the required period of at least one year up to and including December 8, 2022 (the Submission Date). To remedy this defect, the Proponent must submit sufficient proof of its ownership of the requisite number of Company securities during the applicable time period preceding and including the Submission Date;

- A statement highlighting the 14-day deadline for the Proponent to respond to the Deficiency Notice: "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"; and
- For reference, a copy of Rule 14a-8 and Staff Legal Bulletins No. 14F (October 18, 2011) and 14G (October 16, 2012).

As of the date of this letter, which is past the Proponent's 14-day deadline for responding to the Deficiency Notice, the Company has not received any written support from the Proponent to demonstrate that it continuously held the requisite number of Company securities during the applicable time period preceding and including the Submission Date. Accordingly, and consistent with the Staff's prior no-action letters cited above, the Company may exclude the Proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f).

January 16, 2023


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Conclusion

For the foregoing reason, and consistent with the Staff's prior no-action letters, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its Proxy Materials.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Proposal from its Proxy Materials, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Best regards,



Lillian Brown

Enclosures

cc: Kristin A. Campbell, Executive Vice President, General Counsel, Chief ESG Officer and Secretary, Hilton Worldwide Holdings Inc.

Andrew McGeorge, Treasurer/Chief Financial Officer, Unitarian Universalist Association

EXHIBIT A

EXTERNAL SENDER

From: Andrew McGeorge <[REDACTED]>
Sent: Thursday, December 8, 2022 4:02 PM
To: Kristin Campbell <[REDACTED]>
Cc: Nadira Narine <[REDACTED]>
Subject: Shareholder Proposal for 2023 AGM

Dear Ms. Campbell,

Attached please find a proposed resolution for inclusion in the proxy statement and consideration at the 2023 annual meeting of our company. The Unitarian Universalist Association has worked with the Interfaith Center on Corporate Responsibility (ICCR) in filing this proposal. I have cc'd Nadira Narine, Senior Program Director at ICCR, on this email. We appreciate the opportunity to engage with you and your team on this important issue.

Yours truly,
Andrew

Andrew McGeorge, CFA | Treasurer/Chief Financial Officer

Phone [REDACTED]

uua.org | [Twitter](#) | [Facebook](#)

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December 7, 2022

VIA OVERNIGHT DELIVERY AND EMAIL

Secretary of the Company

Kristin A. Campbell
Office of the Corporate Secretary
Hilton Worldwide Holdings Inc.
7930 Jones Branch Drive, Suite 1100
McLean, VA 22102-3313

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Ms. Campbell,



The Unitarian Universalist Association (“UUA”), a shareowner of Hilton Worldwide Holdings Inc. (“Hilton” or the “Company”), is hereby submitting the attached resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the UUA will attend the annual meeting to move the resolution as required by SEC rules. The resolution requests that our Board of Directors publicly disclose the Company’s permanent paid sick leave policy. The resolution further clarifies that ‘permanent’ means a sick leave policy not conditioned on the existence of a pandemic or other external event.

The Unitarian Universalist Association (“UUA”) is a faith community of more than 1,000 self-governing congregations that brings to the world a vision of religious freedom, tolerance, and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$230 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values while we enhance the long-term value of our investments.

The UUA, through its Unitarian Universalist Common Endowment Fund, has continuously owned, for at least one year as the date hereof, at least \$25,000 worth of the Company's common stock, and we intend to continue to hold such shares through the date of the Company's annual meeting of shareholders in 2023.

The UUA is available to meet on Monday, December 19, Wednesday, December 21, or Tuesday, January 3, between 9am and 5pm EST on each day. We would also be happy to arrange for another mutually convenient time to discuss our proposal. I can be reached directly at [REDACTED].

Very truly yours,



Andrew McGeorge
Treasurer and Chief Financial Officer

cc: Nadira Narine, Interfaith Center on Corporate Responsibility

Enclosure: Shareholder resolution
Verification of stock ownership



Public Disclosure of Paid Sick Leave Policy

WHEREAS:

Nearly 28 million people working in the private sector in the U.S. have no access to earned sick time, or “paid sick leave” (PSL), for short-term health needs and preventive care.¹ Working people in the United States face an impossible choice when they are sick: to stay home and risk their economic stability, or to go to work and risk their health and the public’s health.

The vast majority (62%) of the lowest earning 10% of American employees do not have access to PSL.² 48% of Latinx workers and 36% of Black workers report having no paid time away from work of any kind.³

As the COVID-19 pandemic has shown, PSL is a crucial contributor to improved public health outcomes. One study found a 56% reduction in COVID-19 cases per state as a result of temporary federally mandated PSL,⁴ and others an 11-30% reduction in influenza-like illnesses from state and local mandates.⁵ State and local PSL mandates have also been shown to reduce the rate at which employees report to work ill in low-wage industries where employers often don’t provide PSL.⁶

PSL both increases productivity⁷ and reduces turnover, which in turn reduces costs associated with hiring.⁸ This is particularly important for lower-wage industries where turnover is highest. Companies across sectors, such as Darden,⁹ Levi’s,¹⁰ and Patagonia¹¹ are expanding and publicly sharing their policies.

However, Hilton Worldwide Holdings (Hilton) does not publicly describe its paid sick leave policy.

Hilton offers a Paid Time Off (PTO) program, described on the company’s website as “best in class.”¹² However, there are clear benefits to workers from having standalone PSL and paid vacation days. Importantly, some PTO policies require greater advanced notice/preapproved days off which is often not feasible when sick.

Hilton estimates that 30 percent of global employees and 45 percent of domestic employees are unionized.¹³ This resolution defers to the PSL and PTO policies within collective bargaining agreements.

Hilton also operates franchised brands whose employees may not fall under the company’s leave policy. However, Hilton has the capability to set PSL policy expectations across franchised operations and to offer incentives to franchisees to match the leave policy of company-owned properties.

¹ <https://www.bls.gov/news.release/pdf/ebs2.pdf>

² <https://www.bls.gov/news.release/pdf/ebs2.pdf>

³ <https://www.bls.gov/news.release/leave.t01.htm>

⁴ <https://www.healthaffairs.org/doi/10.1377/hlthaff.2020.00863>

⁵ https://www.nber.org/system/files/working_papers/w26832/w26832.pdf

⁶ <https://voxeu.org/article/pros-and-cons-sick-pay>

⁷ <https://voxeu.org/article/pros-and-cons-sick-pay>

⁸ <https://www.ncbi.nlm.nih.gov/pmc/articles/PMC5649342/>

⁹ <https://www.darden.com/careers/restaurant-careers>

¹⁰ <https://hrexecutive.com/levis-to-offer-paid-sick-leave-to-part-time-workers/>

¹¹ <https://www.patagonia.com/stories/family-business-weighing-the-business-case/story-32958.html>

¹² <https://jobs.hilton.com/us/en/benefits>

¹³ <https://esg.hilton.com/wp-content/uploads/sites/3/2022/10/2021-ESG-Report-9-21.pdf>

More transparency on Hilton's policies such as worker eligibility requirements, number of hours of PSL provided by worker classification, requirements for using PSL, and whether PSL can be used to care for a family member who is ill help, will investors understand how the company is managing this human capital management, brand maintenance, and public health issue.

RESOLVED: Shareholders of Hilton ask the company to publicly disclose its permanent paid sick leave policy, above and beyond legal requirements. For purposes of this proposal, 'permanent' means a sick leave policy that is not conditioned on the existence of a pandemic or other external event."



Institutional Trust and Custody
50 S 16th St. Ste 2000
Philadelphia, PA 19102

usbank.com

December 7, 2022

Hilton Worldwide Holdings Inc.
Kristin A. Campbell
Corporate Secretary
7930 Jones Branch Drive, Suite 1100
McLean, VA 22102

Re: Shareholder proposal submitted by Unitarian Universalist Association

Dear Ms. Campbell,

I am writing concerning a shareholder proposal (the "Proposal") submitted to Hilton Worldwide Holdings Inc. by the Unitarian Universalist Association.

As of December 7, 2022, the Unitarian Universalist Association beneficially owned, and had beneficially owned continuously for at least one year, shares of the Company's common stock worth at least \$25,000.00 (the "Shares").

U.S. Bank has acted as record holder of the Shares and is a DTC participant. If you require any additional information, please do not hesitate to contact me at 215-761-9335 and Adrienne.Lindsey@usbank.com

Sincerely,

A handwritten signature in cursive script that reads "Adrienne Lindsey".

Adrienne Lindsey
Account Manager, AVP

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FROM: (PLEASE PRINT) PHONE [REDACTED]

Andrew McGeorge
 Unitarian Universalist Assn.
 [REDACTED]

DELIVERY OPTIONS (Customer Use Only)
 SIGNATURE REQUIRED Note: The mailer must check the "Signature Required" box if the mailer: 1) Requires the addressee's signature; OR 2) Purchases additional insurance; OR 3) Purchases COD service; OR 4) Purchases Return Receipt service. If the box is not checked, the Postal Service will leave the item in the addressee's mail receptacle or other secure location without attempting to obtain the addressee's signature on delivery.
Delivery Options
 No Saturday Delivery (delivered next business day)
 Sunday/Holiday Delivery Required (additional fee, where available)
 *Refer to USPS.com® or local Post Office™ for availability.

TO: (PLEASE PRINT) PHONE [REDACTED]

Kristin A. Campbell
 Office of the Corporate Secretary
 Hilton Worldwide Holdings Inc.
 7930 Jones Branch Dr., Suite 1100
 McLean, VA
 ZIP + 4® (U.S. ADDRESSES ONLY)
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ORIGIN (POSTAL SERVICE USE ONLY)			
<input type="checkbox"/> 1-Day	<input type="checkbox"/> 2-Day	<input type="checkbox"/> Military	<input type="checkbox"/> DPO
PO ZIP Code 03801	Scheduled Delivery Date (MM/DD/YY) 1/19	Postage \$ 27.90	
Date Accepted (MM/DD/YY) 12/8	Scheduled Delivery Time 6:00 PM	Insurance Fee \$	GOD Fee \$
Time Accepted AM PM	Special Handling/Fragile	Return Receipt Fee \$	Live Animal Transportation Fee \$
Weight Flat Rate	Sunday/Holiday Premium Fee \$	Total Postage & Fees \$ 27.90	
Employee Initials	Acceptance		
DELIVERY (POSTAL SERVICE USE ONLY)			
Delivery Attempt (MM/DD/YY)	Time	Employee Signature	
	<input type="checkbox"/> AM <input type="checkbox"/> PM		
Delivery Attempt (MM/DD/YY)	Time	Employee Signature	
	<input type="checkbox"/> AM <input type="checkbox"/> PM		

LABEL 11-B, MAY 2021 PSN 7690-02-000-9696



UNITED STATES POSTAL SERVICE

EXHIBIT B

From: Wilson, Alan
Sent: Wednesday, December 21, 2022 5:04 PM
To: [REDACTED]
Cc: Brown, Lillian; James Smith
Subject: HLT - Shareholder Proposal - Notice of Deficiency
Attachments: HLT- Notice of Deficiency (Unitarian Universalist Association)_12.21.2022(197519594.1).pdf

Dear Mr. McGeorge,

Please find attached a notice of deficiency in regards to the shareholder proposal that you submitted to Hilton Worldwide Holdings Inc. for inclusion in Hilton's proxy materials for its 2023 Annual Meeting of Stockholders. Included with the attached notice are copies of Rule 14a-8 and related SEC staff guidance for your reference.

We will separately send a courtesy copy of the attached via FedEx.

Could you please confirm receipt of this e-mail at your earliest convenience?

Best,

Alan

Alan J. Wilson | WilmerHale
1875 Pennsylvania Avenue NW
Washington, DC 20006 USA
+1 202 663 6474 (t)
+1 202 663 6363 (f)
alan.wilson@wilmerhale.com

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For more information about WilmerHale, please visit us at <http://www.wilmerhale.com>.

Lillian Brown

+1 202 663 6743 (t)

+1 202 663 6363 (f)

lillian.brown@wilmerhale.com

December 21, 2022

VIA EMAIL AND FEDERAL EXPRESS

Unitarian Universalist Association
[REDACTED]

Attn: Andrew McGeorge
[REDACTED]

Re: Notice of Deficiency Relating to Shareholder Proposal

Dear Mr. McGeorge:

I am writing on behalf of Hilton Worldwide Holdings Inc. (the “Company”). On December 8, 2022, the Company received the shareholder proposal submitted by you on behalf of the Unitarian Universalist Association (the “Proponent”) for consideration at the Company’s 2023 Annual Meeting of Stockholders (the “Proposal”). Based on the postmark and date of electronic transmission, the Company has determined that the date of submission was December 8, 2022 (the “Submission Date”).

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provides that, as of the submission date, a shareholder proponent must have continuously held:

- (a) At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or
- (b) At 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.

The Company’s stock records do not indicate that the Proponent is the record owner of sufficient securities to satisfy the ownership requirement via any of these tests. Therefore, under Rule 14a-8(b), the Proponent must prove its eligibility by submitting either:

- A written statement from the “record” holder of the Proponent’s securities (usually a broker or a bank) verifying that, as of the Submission Date, the Proponent continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company’s securities entitled to vote on the Proposal for at least three years, two years, or one year,

respectively. As addressed by the staff of the Securities and Exchange Commission (“SEC”) in Staff Legal Bulletins 14F and 14G, please note that if the Proponent’s securities are held by a bank, broker or other securities intermediary that is a Depository Trust Company (“DTC”) participant or an affiliate thereof, proof of ownership from either that DTC participant or its affiliate will satisfy this requirement. Alternatively, if the Proponent’s securities are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, proof of ownership must be provided by both (1) the bank, broker or other securities intermediary and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary. The Proponent can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC’s participant list, which is available on the Internet at <https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf>. The Proponent should be able to determine who the DTC participant is by asking the Proponent’s bank, broker or other securities intermediary; or

- If the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that it continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the Company’s securities entitled to vote on the Proposal for at least three years, two years, or one year, respectively, 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 Company securities for the requisite period.

The proof of ownership that the Proponent has submitted covered a period of at least one year as of December 7, 2022, rather than the required period of at least one year up to and including December 8, 2022 (the Submission Date). To remedy this defect, the Proponent must submit sufficient proof of its ownership of the requisite number of Company securities during the applicable time period preceding and including the Submission Date.

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 the undersigned, Lillian Brown of WilmerHale, at lillian.brown@wilmerhale.com or by fax to 202-663-6363. The failure to correct the deficiencies within this timeframe will provide the Company with a basis to exclude the Proposal from the Company’s proxy materials for its 2023 Annual Meeting of Stockholders.

Unitarian Universalist Association
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If you have any questions with respect to the foregoing, please contact me at the above-noted email address or at 202-663-6743. For your reference, I enclose a copy of Rule 14a-8 as well as Staff Legal Bulletins 14F and 14G.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lillian Brown".

Lillian Brown

cc: Kristin A. Campbell, Executive Vice President, General Counsel, Chief ESG Officer and Secretary, Hilton Worldwide Holdings Inc.

Enclosures – Exchange Act Rule 14a-8
Staff Legal Bulletins 14F and 14G

From: TrackingUpdates@fedex.com
To: [Wilson, Alan](#)
Subject: FedEx Shipment [REDACTED]: Your package has been delivered
Date: Friday, December 23, 2022 11:46:06 AM

EXTERNAL SENDER



Hi. Your package was delivered Fri, 12/23/2022 at 11:39am.



Delivered to [REDACTED]
Received by [REDACTED]

[OBTAIN PROOF OF DELIVERY](#)

Personal Message

PSShip eMail Notification

TRACKING NUMBER [REDACTED]

FROM WilmerHale

1875 Pennsylvania Avenue, NW
Washington, DC, US, 20006

TO Unitarian Universalist Association
Andrew McGeorge

[REDACTED]
[REDACTED]

REFERENCE [REDACTED]

SHIPPER REFERENCE [REDACTED]

SHIP DATE Wed 12/21/2022 07:27 PM

DELIVERED TO Receptionist/Front Desk

PACKAGING TYPE FedEx Envelope

ORIGIN Washington, DC, US, 20006

DESTINATION BOSTON, MA, US, 02210

SPECIAL HANDLING Deliver Weekday
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NUMBER OF PIECES 1

TOTAL SHIPMENT WEIGHT 0.50 LB

SERVICE TYPE FedEx Priority Overnight

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