



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

DIVISION OF
CORPORATION FINANCE

April 4, 2025

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP

Re: Amazon.com, Inc. (the "Company")
Incoming letter dated January 20, 2025

Dear Ronald O. Mueller:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Emily Cunningham and co-filers for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests that the Company issue a report explaining how it will meet the climate change-related commitments it has made on greenhouse gas emissions, given the massively growing energy demand from artificial intelligence and data centers that the Company is planning to build.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal does not seek to micromanage the Company.

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/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Emily Cunningham

January 20, 2025

VIA ONLINE PORTAL SUBMISSION

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

Re: *Amazon.com, Inc.*
Shareholder Proposal of Emily Cunningham, et al.
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the “2025 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”) submitted by Emily Cunningham, Eliza Pan, and Maren Costa (collectively, the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that Amazon issue a report explaining how it will meet the climate change-related commitments it has made on greenhouse gas emissions, given the massively growing energy demand from artificial intelligence and data centers that Amazon is planning to build.

The Supporting Statement raises a series of related questions and concerns, and makes clear that the requested report is intended to address these matters:

Amazon plans massive data center expansion in the coming years – reportedly planning to spend almost \$150 billion in the coming 15 years – anticipating a boom in artificial intelligence . . . and data center power poses particular risks. Data center power demand may more than double, from 1-2% of global power now to 3-4% by 2030 (though some analysis suggests a range of possible scenarios).

. . .

A number of factors raise concerns about Amazon's ability to meet its climate commitments while expanding data centers for artificial intelligence. Can [the Company] achieve net-zero emissions by 2040? Amazon announced it has matched 100% of electricity used in 2023 with renewable energy; can it maintain this in future years given data center expansion plans?

Utilities in a number of geographies are planning expansion of fossil power, or pushing back retirement dates, to meet data center demand. For example, Virginia has the world's largest concentration of data centers, and Amazon Web Services "call[s] Virginia home". Utilities in the state are planning buildout of new gas plants to meet demand from data center growth. . . .

As a central part of meeting energy demand going forward, Amazon has announced it will invest in small modular nuclear reactors – but these will not deliver power until the early 2030s, so they can not [sic] help meet Amazon's growing power demands for the remainder of this decade.

. . . [W]ill the quantity of [renewable energy credits or certificates] purchased increase, and will a sufficient amount be available going forward? How will time and location of use change, and does growing demand impact additionality?

Amazon's investors would benefit from analysis that explains how the company will tackle the above concerns.

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

As discussed below, we hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal seeks to micromanage the Company.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Relates To The Company’s Ordinary Business Operations And Seeks To Micromanage The Company.

The Company provides extensive disclosures about its greenhouse gas (“GHG”) emissions and other climate change-related goals and initiatives through its sustainability report (the “2023 Amazon Sustainability Report”),¹ on its dedicated sustainability website,² and through various other Company reports and channels. In doing so, the Company utilizes established frameworks³ and discloses a detailed description of the comprehensive methodology underlying its emissions calculations across its emissions scopes.⁴ The Proposal seeks to micromanage and inappropriately seeks to limit management’s discretion by dictating a host of intricate and detailed reporting requirements on matters that already are subject to extensive disclosure by the Company and by dictating specific methods to address the complex issue of managing and reporting on the Company’s GHG emissions and other climate change-related goals.

A. Background On The Ordinary Business Standard.

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company’s “ordinary business” operations. According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” “refers to matters that are not necessarily ‘ordinary’ in the common meaning of the word,” but instead the term “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting,” and

¹ See 2023 Amazon Sustainability Report (July 2024), available at <https://sustainability.aboutamazon.com/2023-amazon-sustainability-report.pdf>.

² Available at <https://sustainability.aboutamazon.com/>.

³ As stated in the 2023 Amazon Sustainability Report at 3, “In addition to this report, we share on our website our approach to sustainability governance and disclose our 2023 performance against reporting frameworks including the Sustainability Accounting Standards Board (SASB), the United Nations Sustainable Development Goals (SDGs), the Task Force on Climate-related Financial Disclosures (TCFD), and the United Nations Guiding Principles Reporting Framework (UNGPRF).”

⁴ See <https://sustainability.aboutamazon.com/carbon-methodology.pdf>; <https://sustainability.aboutamazon.com/2023-ghg-verification-scope-1-2.pdf>; <https://sustainability.aboutamazon.com/2023-ghg-verification-scope-3.pdf>.

identified two central considerations that underlie this policy. *Id.* The first of those considerations is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The second consideration concerns “the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

With respect to the micromanagement prong of Rule 14a-8(i)(7), the 1998 Release further states that “[t]his consideration may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific . . . methods for implementing complex policies.” In Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“SLB 14L”), the Staff stated that in considering arguments for exclusion based on micromanagement, the Staff “will focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management.” The Staff stated that in assessing whether proposals are appropriate for shareholder action, it also would consider “references to well-established national or international frameworks when assessing proposals related to disclosure.” *Id.* The Staff’s approach “is consistent with the Commission’s views on the ordinary business exclusion, which is designed to preserve management’s discretion on ordinary business matters but not prevent shareholders from providing high-level direction on large strategic corporate matters.” *Id.*

The Staff has determined that proposals that seek to impermissibly micromanage a company “by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment” are excludable under Rule 14a-8(i)(7), regardless of whether the proposal addresses a significant social policy. 1998 Release. The Staff has repeatedly confirmed that the micromanagement basis of exclusion also applies to proposals that call for a study or report and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. See *Ford Motor Co.* (avail. Mar. 2, 2004) (concurring with the exclusion of a proposal requesting that the company publish a report about global warming/cooling, where the report was required to include details of indirect environmental consequences of its primary automobile manufacturing business). In assessing whether a proposal micromanages by seeking to impose specific methods for implementing complex policies, the Staff evaluates not just the wording of the proposal but also the action called for by the proposal and the manner in which the action called for under a proposal would affect a company’s activities and management discretion. See *The Coca-Cola Co.* (avail. Feb. 16, 2022) and *Deere & Co.* (avail. Jan. 3, 2022) (each of which involved a broadly phrased request but required detailed and intrusive actions to implement). See also *Phillips 66* (avail. Mar. 20, 2023) (concurring with the exclusion of a proposal requesting an audited report describing the undiscounted expected value to settle obligations for the company’s asset retirement obligations with indeterminate settlement dates, where the no-action request described the extent to which preparation of the report would probe deeply into complex matters); *Valero Energy Corp.* (avail. Mar. 20, 2023) (same).

B. The Proposal Is Excludable Because It Seeks To Micromanage The Company.

1. The Proposal Dictates Intricate And Highly Detailed Reporting Requirements On Matters That Are Already Subject To Extensive Disclosure By The Company.

The Proposal requests that the Company issue a report explaining how it will meet its goals related to GHG emissions, “given the massively growing energy demand from artificial intelligence and data centers that [the Company] is planning to build.” The Supporting Statement goes on to list a series of questions and concerns related to this subject, many of which involve complex and highly detailed requests for information encompassing nuanced strategic considerations and technical aspects of the Company’s operations as well as forward-looking information about the Company. Specifically, in addition to the Proposal’s overarching request for the Company to explain in a report how it plans to meet its GHG emissions goals, the Supporting Statement indicates that the Company would be expected to answer each of the following questions and provide information or conduct an analysis responsive to the following areas of concern:

I. Questions To Be Answered By The Requested Report	
1. “Can [the Company] achieve net-zero emissions by 2040?”	
2. “[C]an [the Company] maintain [its matching 100% of electricity used with renewable energy] in future years given data center expansion plans?”	
3. “[W]ill the quantity of [renewable energy credits or certificates] purchased [by the Company] increase?”	
4. “[W]ill a sufficient amount [of renewable energy credits or certificates] be available going forward?”	
5. “How will time and location of use change?”	
6. “[D]oes growing demand impact additionality?”	
II. Concerns To Be Addressed By The Requested Report	
Concerns To Be Addressed In The Requested Report	Types Of Information That Could Be Required To Address The Concerns
1. “Amazon plans massive data center expansion in the coming years . . . and data center power poses particular risks” 2. “Data center power demand may more than double, from 1-2% of global power now to 3-4% by 2030 (though some analysis suggests a range of possible scenarios)”	<ul style="list-style-type: none"> Planned data center construction or expansion projects Fuel source for new data centers Estimated data center energy consumption Emissions associated with data center energy demands relative to the Company’s overall emissions profile Projected change in the Company’s data

	center energy demands
3. “Utilities in a number of geographies are planning expansion of fossil power, or pushing back retirement dates, to meet data center demand” 4. “Virginia has the world’s largest concentration of data centers, and Amazon Web Services ‘call[s] Virginia home’. Utilities in the state are planning buildout of new gas plants to meet demand from data center growth”	<ul style="list-style-type: none"> • Analysis of the relationship between the Company’s energy demands and the expansion of fossil fuel-based utilities to meet data center energy demands, both in Virginia and, separately, in other jurisdictions where the Company operates • The impact on the Company’s emissions profile of the expansion of fossil fuel-based utilities to meet data center energy demands, both in Virginia and, separately, in other jurisdictions where the Company operates
5. “As a central part of meeting energy demand going forward, Amazon has announced it will invest in small modular nuclear reactors” 6. “[T]hese [modular nuclear reactors] will not deliver power until the early 2030s, so they can not [sic] help meet Amazon’s growing power demands for the remainder of this decade”	<ul style="list-style-type: none"> • Projected construction and operational timelines and estimated power output for any modular nuclear reactors • The Company’s assessment of its ability to meet growing energy demands prior to the modular nuclear reactors delivering power and the projected impact on the Company’s overall emissions profile • The projected impact on the Company’s overall emissions profile of any planned nuclear energy transition

The Supporting Statement is clear that the requested report should “explain[] how the [C]ompany will tackle the above concerns.” These are complex topics, and addressing them in the manner requested by the Proposal would require the specialized knowledge and technical expertise of many different engineers, scientists, members of management, and other Company employees. Producing the report requested by the Proposal would invite shareholder oversight of a vast array of highly granular considerations across the Company’s complex operations. Notably, because the questions and concerns make clear that the Company would be expected to report on its progress in this detailed manner over time, the Proposal and Supporting Statement would effectively require disclosure of near-term and medium-term goals, in addition to the Company’s long-term (in this case, 2040) goals and expectations.

As described above, the Company already provides extensive public disclosure about its GHG emissions and progress toward meeting its goals, using generally accepted frameworks. In addition, the Company also provides disclosures on its efforts to enhance its energy efficiency, including with respect to its data centers and operations related to artificial intelligence, and related initiatives to meet its goals. For example, the Company reports publicly on its efforts to optimize performance and energy efficiency associated with running complex AI workloads, such as through Amazon Web Services’ (“AWS”) increased usage of free-air cooling systems

that cool servers with outside air to help avoid the need for energy-intensive compressor-based cooling systems throughout much of the year.⁵ Additionally, AWS's new data center components are designed to support the next generation of AI innovation and customers' evolving needs, and they will enable AWS to deliver 12% more compute power per site for customer workloads and will reduce the overall number of data centers needed to deliver the same amount of compute capacity.⁶ Similarly, the Company publicly discloses information about its efforts to reduce carbon emissions from its data centers, including by developing carbon-free energy sources like nuclear power (as alluded to in the Proposal) and preserving existing nuclear reactors,⁷ pursuing the use of renewable diesel fuel,⁸ and decreasing embodied carbon by incorporating lower-carbon steel and concrete in its infrastructure.⁹ The Proposal thus inappropriately seeks to substitute shareholders' judgment for management's by dictating additional reporting, with highly detailed requests for intricate, technical information about the Company's operations and strategy for meeting its climate change-related goals, which requested report goes far beyond the scope of what is required under the frameworks that inform the Company's current reporting. Despite its broadly worded resolution, when read together with the Supporting Statement, the Proposal is in fact highly prescriptive and would involve intrusive and unduly burdensome actions to implement.

In this respect, the Proposal is similar to the proposal at issue in *Air Products and Chemicals, Inc.* (avail. Nov. 29, 2024). In *Air Products*, the Staff recently concurred with exclusion on micromanagement grounds of a proposal that requested a highly prescriptive and detailed report that required dozens of distinct categories of information to be assembled and published regarding policies, procedures, and payments related to the company's direct and indirect lobbying and grassroots lobbying communications. There, the company noted that the prescriptive nature of the proposal sought to micromanage the manner in which the company reported on its lobbying activities, by requiring complex and unduly burdensome actions to implement and requesting intricate disclosures that "[were] not required by the Commission and [did] not follow any established framework for reporting lobbying activities." The Proposal is also similar to the one the Staff considered in *The Home Depot, Inc. (Jessica Wrobel)* (avail. Mar. 21, 2024). There, the Staff concurred with the exclusion of a proposal that asked the company to prepare a highly detailed Living Wage Report, including the number of workers paid less than a living wage broken down into specified categories, by how much the aggregate compensation paid to workers in each category falls short of the aggregate amount they would be paid if they received a living wage, and the living wage benchmark or methodology used for such disclosures. The company argued that the proposal would limit management's discretion in how it publicly addressed the value of the compensation and benefits its workers receive by dictating an unusual and highly prescriptive format and requesting granular details without reference to

⁵ See 2023 Amazon Sustainability Report at 19.

⁶ See <https://press.aboutamazon.com/2024/12/aws-announces-new-data-center-components-to-support-ai-innovation-and-further-improve-energy-efficiency>.

⁷ See <https://www.aboutamazon.com/news/sustainability/amazon-nuclear-small-modular-reactor-net-carbon-zero>.

⁸ See 2023 Amazon Sustainability Report at 19; <https://press.aboutamazon.com/2024/12/aws-announces-new-data-center-components-to-support-ai-innovation-and-further-improve-energy-efficiency>.

⁹ See 2023 Amazon Sustainability Report at 19; <https://www.aboutamazon.com/news/sustainability/aws-decarbonizing-construction-data-centers>.

an established framework. See also *Amazon.com, Inc.* (avail. Apr. 1, 2024) (same).

Similar to the proposals in *Air Products* and *Home Depot*, the Proposal is unduly burdensome to implement and overly granular in its request for specific disclosures beyond the scope of established frameworks and the Company's existing GHG emissions reporting. Like the proposals in *Air Products* and *Home Depot*, the Proposal would require the Company to collect vast amounts of data involving discrete aspects of the Company's operations that extend far beyond the Company's data center operations, potentially encompassing thousands of day-to-day activities, in order to provide the analysis requested by the Proposal and Supporting Statement. In *Air Products*, the company explained that the proposal also would require it to collect and report considerable information from third parties with respect to their activities. Likewise, a significant portion of the information requested by the Proposal is not readily available to the Company and would need to be provided or supplemented by third parties, such as the requests to address the expansion of fossil fuel-based utilities in the jurisdictions where the Company operates or questions about the future availability of renewable energy credits or certificates. Moreover, as with the proposal in *Air Products*, the disclosures prescribed in the Proposal are not required by the Commission and do not follow any established framework for reporting GHG emissions (unlike the generally accepted frameworks the Company uses to guide its existing GHG emissions reporting and track its progress toward its climate-related goals). See also *Walmart Inc. (Green Century Capital Management)* (avail. Apr. 18, 2024) (concurring with the exclusion of a proposal requiring a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Phillips 66* (concurring with the exclusion of a proposal requesting an audited report describing the undiscounted expected value to settle obligations for the company's asset retirement obligations with indeterminate settlement dates); *Valero Energy Corp.* (same).

In short, the Proposal falls within the scope of the 1998 Release and SLB 14L by addressing intricate, granular details, thereby seeking to micromanage the determinations of the Company's management on these matters. As such, the Proposal may be properly excluded under Rule 14a-8(i)(7).

2. The Proposal Dictates Specific Methods For How The Company Manages and Reports On Its Progress Regarding Its GHG Emissions And Other Climate Change-Related Goals.

When proposals request the adoption of specific approaches to address climate change matters, the extent to which a proposal permits the board of directors or management to retain discretion is particularly relevant. In SLB 14L, the Staff indicated that when reviewing such proposals, it "would not concur in the exclusion of . . . proposals that *suggest* targets or timelines so long as the proposals *afford discretion to management as to how to achieve such goals*" (emphasis added). SLB 14L cites *ConocoPhillips Co.* (avail. Mar. 19, 2021) as an example of its application of the micromanagement standard, noting that the proposal at issue did not micromanage the company in the Staff's view because it requested that the company address a particular issue but "did not *impose a specific method* for doing so" (emphasis added).

The Proposal acknowledges and indeed is predicated on the Company's goal of achieving net-zero emissions by 2040 and cites several of the Company's initiatives that seek to balance its strategic and operational priorities (e.g., building data centers) with its GHG emissions goals. But the Proposal seeks to second-guess management's judgment on the appropriate manner to track and disclose its progress on its climate change-related goals and instead seeks to impose a prescriptive standard that differs from accepted frameworks and the approach the Company believes is best suited to reporting its progress. As noted above, the report requested in the Proposal calling for disclosure addressing "how" goals will be met—and requesting disclosure of dynamic factors such as the timing for nuclear-based sources of energy to come online and "how will time and location of use change"—effectively would require the Company to discuss new interim goals and expected progress. The Proposal thus eliminates the management-level discretion the Commission sought to preserve with the ordinary business exclusion and, as a result, is precisely the type of proposal that companies are permitted to exclude under Rule 14a-8(i)(7).

In applying the micromanagement standard under Rule 14a-8(i)(7), the Staff has concurred with the exclusion of shareholder proposals attempting to micromanage a company by delving too deeply into a company's climate-related reports and disclosures in ways that interfered with the company's goals and strategy. For example, in *Walmart*, the Staff concurred with the exclusion of a proposal that, like the Proposal, sought to dictate how the company reported on its climate goals. In *Walmart*, the proposal requested that the company disclose a product category breakdown of the GHG emissions from specific product lines. The company argued that the request would replace management's judgment by dictating the company's approach to GHG emissions reporting "beyond the well-established international reporting framework in the GHG Protocol." See also *Tractor Supply Co.* (avail. Mar. 18, 2024) (similar). Similarly, in *Bank of America Corp. (Warren Wilson College)* (avail. Feb. 29, 2024, recon. denied Apr. 15, 2024), the Staff concurred with the exclusion of a proposal requesting that, for each of its sectors with a net zero-aligned target, the company disclose the proportion of emissions attributable to clients that were not aligned with a credible net zero pathway, where the company argued that the proposal micromanaged the company by imposing a specific method for sector emissions reporting, which limited management's discretion and was inconsistent with the company's stated strategy. See *JPMorgan Chase & Co. (Brian Patrick Karger Revocable Trust)* (avail. Mar. 29, 2024); *Morgan Stanley* (avail. Mar. 29, 2024); *Wells Fargo & Co. (Warren Wilson College)* (avail. Mar. 6, 2024, recon. denied Apr. 15, 2024); *The Goldman Sachs Group, Inc.* (avail. Mar. 4, 2024, recon. denied Apr. 15, 2024) (each similar). See also *Chevron Corp. (As You Sow Foundation et al.)* (avail. Mar. 29, 2024) (concurring with exclusion where the proposal requested that the company report on divestitures of assets with a material climate impact, including whether each asset purchaser disclosed its GHG emissions or had other reduction targets, which the company explained thereby "[sought] to expand the scope of the [c]ompany's GHG emissions reporting" and "requires complex principles, tradeoffs, and business goal considerations"); *Exxon Mobil (As You Sow)* (avail. Mar. 20, 2024) (similar). Similarly, the Staff concurred with the exclusion of an emissions reporting proposal in *Amazon.com, Inc.* (avail. Apr. 7, 2023, recon. denied Apr. 20, 2023) ("Amazon 2023"), where the proposal requested that the Company measure and disclose Scope 3 GHG emissions from "its full value chain inclusive of its physical stores and e-commerce operations and all products that it sells directly and those sold by third party vendors," despite the Company already disclosing its Scope 3 GHG emissions in a manner consistent with well-established frameworks. The Company explained

that not only would the request replace management's judgment by dictating the content of its Scope 3 GHG emissions inventory outside the standards of the Company's GHG Protocol, but the proposal would also have significant implications for numerous aspects of the Company's climate change-related strategy.

As with the proposals in *Walmart*, *Bank of America*, *Chevron*, and *Amazon 2023*, the Proposal seeks to replace management's judgment by dictating the Company's approach to GHG emissions reporting in a manner that is inconsistent with the Company's related business, operational, and strategic priorities, including those related to the Company's climate strategy. In *Walmart*, the company noted that the numerous strategic and operational considerations that needed to be balanced in measuring and reporting on the company's Scope 3 GHG emissions, even before considering any breakdown by product type or category, as requested by the proposal, were especially complex in light of the hundreds of thousands of different products in dozens of product categories comprised by the company's product offerings, as well as the magnitude and geographic diversity of its operations. The proposal ignored these multifaceted considerations and micromanaged the company by seeking to impose its own prescriptive standard. The same considerations apply here to an even greater extent. The Company's operations are vast and complex, comprising not only data centers and artificial intelligence-related operations, but also retail, information technology, entertainment, and other discrete businesses, each involving its own unique set of strategic, operational, financial, and competitive priorities, goals, risks, tradeoffs, and other considerations, which the Company must assess in making decisions with respect to its overall climate strategy. The 2023 Amazon Sustainability Report provides a robust discussion of the Company's efforts to balance these considerations in light of the Company's climate change-related goals. Although the Proposal is premised on questions and concerns regarding the Company's data center operations, the requested report would encompass all of these other operations. In this respect, the Proposal is also like the one in *Amazon 2023* because it would significantly micromanage the manner in which the Company could provide responsive information regarding its strategy for meeting its climate change-related goals, by forcing the Company to tailor that information to the numerous questions and concerns raised by the Proposal.

Despite the Company's extensive disclosures and carefully considered approach to reporting on its GHG emissions, including emissions from its data centers and operations related to artificial intelligence, the Proposal seeks to substitute shareholders' judgment for management's when considering the appropriate way to address a complex, multifaceted issue. The Proposal does so by seeking to reorient the Company's focus from the reporting approach the Company believes is best suited to the Company and its activities and from the frameworks that guide the Company's reporting. The Proposal is also like the ones in *Bank of America* and *Chevron*, insofar as it seeks to impose a prescriptive reporting standard in a way that directly implicates the Company's ordinary business operations. Those proposals sought additional, complex emissions reporting in connection with the companies' ordinary business operations, despite the companies already providing disclosure about their overall GHG emissions and climate-related goals. In effect, the Proposal is just like those at issue in *Walmart*, *Bank of America*, *Chevron*, and *Amazon 2023* because the Proponents seek to step into the shoes of management and impose a specific focus on the Company's GHG emissions reporting, including dictating a highly specific and detailed set of questions and concerns the Company's reporting should address.

The Proposal thus does not allow shareholders to provide “high-level direction on large strategic corporate matters” or merely “suggest targets or timelines” for implementing such matters, but instead seeks to dictate the content of the Company’s already extensive disclosures on its climate change-related commitments, which would inappropriately limit management’s discretion in addressing the complex issue of managing and reporting on the Company’s progress toward its climate change-related goals. As such, the Proposal is exactly the type that the 1998 Release and SLB 14L recognized as appropriate for exclusion under Rule 14a-8(i)(7).

C. Regardless Of Whether The Proposal Touches Upon A Significant Policy Issue, The Proposal Is Excludable Under Rule 14a-8(i)(7) Because It Seeks To Micromanage The Company.

As discussed in the “Background On The Ordinary Business Standard” section above, a proposal may be excluded under Rule 14a-8(i)(7) if it seeks to micromanage a company by specifying in detail the manner in which the company should address a policy issue, regardless of whether the proposal touches upon a significant policy issue. Here, the focus of the Proposal is not on a broad policy issue relating to climate change or energy transition risks. Instead, the Proposal is an attempt to limit the Company’s discretion in how it addresses the complex and granular issue of establishing, assessing, and reporting on certain aspects of the Company’s GHG emissions. In this respect, it is well established that a proposal that seeks to micromanage a company’s business operations is excludable under Rule 14a-8(i)(7) regardless of whether the proposal raises issues with a broad societal impact. See Staff Legal Bulletin No. 14E (Oct. 27, 2009), at note 8, citing the 1998 Release for the standard that “a proposal [that raises a significant policy issue] could be excluded under Rule 14a-8(i)(7) . . . if it seeks to micro-manage the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” Thus, even if the Proposal were deemed to be focused on a significant policy issue that transcends the Company’s ordinary business, it would not preclude exclusion under Rule 14a-8(i)(7).

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

GIBSON DUNN

Office of Chief Counsel
Division of Corporation Finance
January 20, 2025
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We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company's Vice President, Associate General Counsel, and Corporate Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Emily Cunningham
Eliza Pan
Maren Costa

GIBSON DUNN

EXHIBIT A

Report on Amazon's climate commitments in context of data center growth

RESOLVED: Shareholders request that Amazon issue a report explaining how it will meet the climate change-related commitments it has made on greenhouse gas emissions, given the massively growing energy demand from artificial intelligence and data centers that Amazon is planning to build.

SUPPORTING STATEMENT:

Amazon plans massive data center expansion in the coming years – reportedly planning to spend almost \$150 billion in the coming 15 years – anticipating a boom in artificial intelligence.¹ Cloud computing is Amazon's top source of profits,² decisions related to data centers are vital to corporate strategy, and data center power poses particular risks. Data center power demand may more than double, from 1-2% of global power now to 3-4% by 2030 (though some analysis suggests a range of possible scenarios).³

Amazon has made high-profile climate commitments central to its corporate strategy. With its Climate Pledge, the company has committed to “net-zero carbon emissions by 2040” and “matching” 100% of the electricity it uses “with renewable energy by 2030”.⁴ Among the aims of the Pledge is “good jobs in green industries”.⁵

A number of factors raise concerns about Amazon's ability to meet its climate commitments while expanding data centers for artificial intelligence. Can it achieve net-zero emissions by 2040? Amazon announced it has matched 100% of electricity used in 2023 with renewable energy; can it maintain this in future years given data center expansion plans?⁶

Utilities in a number of geographies are planning expansion of fossil power, or pushing back retirement dates, to meet data center demand. For example, Virginia has the world's largest concentration of data centers, and Amazon Web Services “call[s] Virginia home”⁷. Utilities in the

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<https://www.bloomberg.com/news/articles/2024-03-28/amazon-bets-150-billion-on-data-centers-required-for-ai-boom>

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<https://www.seattletimes.com/business/amazon/amazon-reports-13-5-billion-profit-in-second-quarter-drive-n-by-aws/>

³ <https://www.goldmansachs.com/insights/articles/AI-poised-to-drive-160-increase-in-power-demand>, <https://iea.blob.core.windows.net/assets/02b65de2-1939-47ee-8e8a-4f62c38c44b0/WorldEnergyOutlook2024.pdf>

⁴ <https://www.aboutamazon.com/planet/climate-pledge>

⁵ <https://www.theclimatepledge.com/us/en/History>

⁶ <https://www.aboutamazon.com/news/sustainability/amazon-renewable-energy-goal>

⁷

<https://www.vpm.org/news/2024-11-14/meta-google-amazon-dominion-energy-data-centers-virginia-power-demand>, <https://www.aboutamazon.com/news/aws/aws-commitment-to-virginia>

state are planning buildout of new gas plants to meet demand from data center growth. Utilities elsewhere are also keeping coal online to meet demand.⁸

As a central part of meeting energy demand going forward, Amazon has announced it will invest in small modular nuclear reactors – but these will not deliver power until the early 2030s, so they can not help meet Amazon's growing power demands for the remainder of this decade.⁹

To meet its climate commitments, Amazon relies on renewable energy credits or certificates (RECs).¹⁰ But this approach faces new questions in the context of rapidly rising energy demand. For example, will the quantity of RECs purchased increase, and will a sufficient amount be available going forward? How will time and location of use change, and does growing demand impact additionality?

Amazon's investors would benefit from analysis that explains how the company will tackle the above concerns.

⁸ <https://www.powermag.com/power-demand-from-data-centers-keeping-coal-fired-plants-online/>,
<https://www.washingtonpost.com/climate-environment/2024/11/19/ai-cop29-climate-data-centers/>

⁹ <https://www.aboutamazon.com/news/sustainability/amazon-nuclear-small-modular-reactor-net-carbon-zero>,
<https://apnews.com/article/climate-data-centers-amazon-google-nuclear-energy-e404d52241f965e056a7c53e88abc91a>

¹⁰ <https://sustainability.aboutamazon.com/renewable-energy-methodology.pdf>,
<https://sustainability.aboutamazon.com/2023-renewable-energy-assurance.pdf>

March 21, 2025

Via Shareholder Proposal Portal

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

Re: Request by Amazon.com Inc. to omit proposal submitted by Emily Cunningham, Eliza Pan, and Maren Costa

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, Emily Cunningham, Eliza Pan, and Maren Costa (together, the “Proponents”) submitted a shareholder proposal (the “Proposal”) to Amazon.com Inc. (“Amazon” or the “Company”). The Proposal asks Amazon to report on how it will meet its climate change-related commitments on greenhouse gas (GHG) emissions when it is planning to build data centers for artificial intelligence (AI) processing.

In a letter to the Division dated January 20, 2025 (the “No-Action Request”), Amazon stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company’s 2025 annual meeting of shareholders. Amazon argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(7), on the ground that the Proposal would micromanage the Company. As discussed more fully below, Amazon bases its micromanagement argument on a misreading of the Proposal and has not met its burden of proving entitlement to exclude it. Accordingly, the Proponents respectfully request that Amazon’s request for relief be denied.

The Proposal

The Proposal states:

RESOLVED: Shareholders request that Amazon issue a report explaining how it will meet the climate change-related commitments it has made on greenhouse gas emissions, given the massively growing energy demand from artificial intelligence and data centers that Amazon is planning to build.

Ordinary Business--Micromanagement

The Commission's 1998 release reversing its policy on employment-related proposals¹ (the "1998 Release") described the two key considerations in the Division's application of the ordinary business exclusion. The second consideration was the "degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." The 1998 Release emphasized that not all proposals "seeking detail, or seeking to promote time-frames or methods, necessarily amount to 'ordinary business'"; rather, a proposal "may seek a reasonable level of detail" without micromanaging the company.

Amazon relies on this micromanagement prong to argue that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(7). Every aspect of the No-Action Request is based on a mischaracterization of the Proposal that elevates questions asked in the Proposal's supporting statement to the same level of meaning and importance as the resolved clause.

The Proposal's resolved clause requests a report on the general question of how Amazon plans to harmonize its climate commitments and its AI-related capital expenditures. The supporting statement notes that "[a] number of factors raise concerns about Amazon's ability to meet its climate commitments while expanding data centers for artificial intelligence." Two questions that appear next illustrate those concerns: "Can [Amazon] achieve net-zero emissions by 2040? Amazon announced it has matched 100% of electricity used in 2023 with renewable energy; can it maintain this in future years given data center expansion plans?" The supporting statement's other two questions illustrate the kinds of matters Amazon might choose to address when implementing the Proposal, including the ongoing feasibility of Amazon's reliance on renewable energy credits or certificates.

The No-Action Request urges that Amazon would be required to answer these questions in order to implement the Proposal and that their specificity supports a conclusion that the Proposal would micromanage the Company. The tables on pages 5-6 of the No-Action Request that purport to show the extensive information Amazon would have to disclose pursuant to the Proposal depend entirely on the notion that Amazon "would be expected to answer"² the questions in the supporting statement. But that claim is inconsistent with the Proposal's structure and language. None of the questions appear in the resolved clause, in which case it would in fact be clear that Amazon was expected to answer them. They aren't even preceded by language like "shareholders recommend that Amazon's report address the following matters," seen in some shareholder proposals, which is non-binding but at least would show Proponents' intention that Amazon give serious consideration to answering the questions. Instead, the questions are included to elaborate on the concerns discussed in the supporting statement.

Another way to think about the role of the questions in the Proposal's supporting statement is to consider the following thought experiment. If Amazon produced a report responsive to the resolved clause but addressed none of the questions in the supporting statement, and the Proponents resubmitted the Proposal, would Amazon be entitled to omit a resubmitted Proposal on substantial implementation grounds. The answer to that question is certainly "yes," showing that the questions are not nearly so integral to the Proposal as Amazon claims.

¹ Exch. Act Rel. No. 40018 (May 21, 1998)

² No-Action Request, at 5

The Proposal resembles the proposal unsuccessfully challenged on micromanagement grounds this year in Wells Fargo.³ The proposal asked Wells Fargo to disclose annually its Energy Supply Ratio (“ESR”), which the proposal defined as the company’s total financing through equity and debt underwriting and project finance of low-carbon energy supply relative to financing of fossil fuel energy supply. The proposal provided that Wells Fargo should also include lending in the calculation “if methodologically sound.”

Wells Fargo urged that the proposal sought “to impose a particular method—the development of a methodology for calculating and disclosing a Company-specific ESR—for how the Company gathers data on and reports on its energy-related financing activities, which would inappropriately limit management’s discretion in addressing and implementing the complex issue of managing and reporting on its climate efforts.” It argued that the proposal micromanaged because “there is no generally accepted framework or ‘industry standard approach’ for calculating and reporting an ESR.” Wells Fargo pointed to its existing climate-related reporting, complaining that the proposal “would require the Company to set up new systems and processes to develop a calculation based on the Proposal’s requirements, and thus would necessitate altering the way management assesses clients, transactions, deals, projects, products, services and asset classes.” The Staff found those arguments unpersuasive.

Here, Amazon advances arguments much like Wells Fargo’s:

- Amazon points to its existing disclosures: “[T]he Company already provides extensive public disclosure about its GHG emissions and progress toward meeting its goals, using generally accepted frameworks. In addition, the Company also provides disclosures on its efforts to enhance its energy efficiency, including with respect to its data centers and operations related to artificial intelligence, and related initiatives to meet its goals.”⁴ (It is worth noting that Amazon did not claim entitlement to rely on the substantial implementation basis for exclusion.)
- Like Wells Fargo, Amazon also urges that the Proposal “would require the Company to collect vast amounts of data involving discrete aspects of the Company’s operations that extend far beyond the Company’s data center operations.”⁵
- Finally, Amazon insists, as Wells Fargo did, that “the Proposal seeks to second-guess management’s judgment on the appropriate manner to track and disclose its progress on its climate change-related goals and instead seeks to impose a prescriptive standard that differs from accepted frameworks and the approach the Company believes is best suited to reporting its progress.”⁶

Those claims are no more convincing here than they were in Wells Fargo. The Proposal asks a general question—how Amazon can harmonize its own net zero commitment with its planned data center buildout—and leaves it to Amazon to decide which specific topics to cover in the report. Thus, the Proposal would not require “vast amounts” of data collection. Because the Proposal seeks disclosure on a matter that is specific to Amazon’s own climate commitments and planned capital expenditures, there is no established framework from which the Proposal would require Amazon to

³ Wells Fargo & Company (Mar. 5, 2025) (NYC Teachers’ Ret. Syst.)

⁴ No-Action Request, at 6

⁵ No-Action Request, at 8

⁶ No-Action Request, at 9

deviate. The “accepted frameworks” Amazon says it uses relate to climate reporting more generally and not the analysis requested by the Proposal.⁷

In contrast, the proposals in several determinations Amazon cites involved requests to disclose climate-related information in ways that were at odds with established frameworks, not just the companies’ own disclosure approaches. In Walmart,⁸ on which Amazon relies,⁹ the proposal asked the company to disclose “a product category breakdown of the greenhouse gas emissions from Purchased Goods and Services and Use of Sold Products.” Walmart argued that the proposal micromanaged because it requested disclosure of Scope 3 emissions in a manner inconsistent with the Greenhouse Gas Protocol (“GHG Protocol”) followed by the company, and the Staff granted no-action relief.

Likewise, Bank of America¹⁰ successfully challenged on micromanagement grounds a proposal asking the company to disclose, for each of its sectors with a net zero-aligned target, the proportion of emissions attributable to clients that were not aligned with a credible net zero pathway. Bank of America pointed out that the proposal’s methodology was inconsistent with not only the company’s existing disclosure methodology but also the standards of the Partnership for Carbon Accounting Financials and GHG Protocol, which apply to financed emissions reporting.

Finally, the Proposal differs significantly from the lobbying disclosure proposal the Staff permitted Air Products and Chemicals¹¹ to exclude last year on micromanagement grounds, contrary to Amazon’s contention. The resolved clause of the Air Products proposal asked the company to report semiannually on four different elements related to lobbying: policies and procedures; payments used for direct and indirect lobbying, including the recipient and amount; amounts paid to any tax-exempt group that writes and endorses model legislation; and a description of management’s decision making process for deciding to make payments disclosed pursuant to the previous two elements. Thus, it requested several types of specific data to be disclosed twice a year.

The resolved clauses in the Home Depot¹² and Amazon (2024)¹³ proposals similarly sought much more specific data than the Proposal does. The Home Depot and Amazon proposals requested disclosure of detailed information about the number of workers not paid a living wage, the amount of additional compensation that the company would need to pay in the aggregate to reach a living wage, and the living wage methodology used for the calculations. The Proposal’s resolved clause is far simpler than those of the Air Products, Home Depot, and Amazon (2024) proposals, asking for reporting on a general subject and leaving it to Amazon to decide what kinds of information to provide.

Because the Proposal seeks a reasonable level of detail and does not inappropriately limit the discretion of Amazon’s board and management, it would not micromanage the Company. Amazon has thus not met its burden of showing that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(7), and the Proponents respectfully ask that its request be denied.

⁷ See sources cited in No-Action Request, fn.3

⁸ Walmart Inc. (Apr. 18, 2024) (Green Century)

⁹ No-Action Request, at 9

¹⁰ Bank of America Corp. (Feb. 29, 2024) (Warren Wilson College)

¹¹ Air Products and Chemicals Inc. (Nov. 29, 2024)

¹² The Home Depot Inc. (Mar. 21, 2024) (Jessica Wrobel)

¹³ Amazon.com Inc. (Apr. 1, 2024)

* * *

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at [REDACTED]

Sincerely,



Emily Cunningham

cc: Ronald O. Mueller
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rmueller@gibsondunn.com