

September 6, 2024

VIA ONLINE SHAREHOLDER PROPOSAL PORTAL

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

Re: Dominari Holdings Inc.
Shareholder Proposal of Stourbridge Investments LLC

Dear Ladies and Gentlemen:

On behalf of Dominari Holdings Inc. (the “Company”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its proxy materials for its 2024 annual meeting of stockholders (the “2024 Annual Meeting”) a shareholder proposal (the “Proposal”) submitted to the Company by Stourbridge Investments LLC. (the “Proponent”). We also request confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend to the Commission that enforcement action be taken if the Company omits the Proposal from its 2024 proxy materials for the reason discussed below. A copy of the Proposal, together with other correspondence relating to the Proposal, is attached hereto as Exhibit A. This submission is being delivered via the Commission’s online shareholder proposal portal. Pursuant to Rule 14a-8(j), a copy of this submission also is being sent to the Proponent. Rule 14a-8(k) and SLB No. 14D provide that a shareholder proponent is required to send to the company a copy of any correspondence the proponent elects to submit to the Commission or the Staff. Accordingly, we hereby inform the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of that correspondence to the undersigned by e-mail.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to the undersigned via e-mail at the address noted in the last paragraph of this letter. The Company intends to file its preliminary proxy statement (PRE 14A) with the Commission on or about September 13, 2024, file its definitive proxy statement (DEF 14A) on or about September 23, 2024 and to go to print on or about September 25, 2024.

THE PROPOSAL

The Proposal, which was received by the Company on September 5, 2024, requests that the Company's shareholders approve the following:

Self Tender Offer

The Company shall undertake a self tender offer for not less than 25% of its outstanding common shares at a price of not less than \$3.50 per share.

BASIS FOR EXCLUSION OF THE PROPOSAL

Rule 14a-8(i)(7) - Ordinary Business

Rule 14a-8(i)(7), the ordinary business exception, is one of the substantive bases for exclusion of a shareholder proposal in Rule 14a-8. It permits a company to exclude a proposal that "deals with a matter relating to the company's ordinary business operations." The purpose of the exception 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."

ANALYSIS

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

A. Background to 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 identified two central considerations that underlie this policy. The first 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 is related to "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)).

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 clarified that not all “proposals seeking detail or seeking to promote timeframes” constitute micromanagement, and that going forward 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.” To that end, the Staff stated that this “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.” SLB 14L (emphasis added).

In SLB 14L, the Staff also stated that in order to assess whether a proposal probes matters “too complex” for shareholders, as a group, to make an informed judgment, it may consider “the sophistication of investors generally on the matter, the availability of data, and the robustness of public discussion and analysis on the topic.” The Staff stated that it would also consider “references to well-established national or international frameworks when assessing proposals related to disclosure” as examples of topics that shareholders are well equipped to evaluate. *Id.*

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). Moreover, “granularity” is only one factor evaluated by the Staff. As stated in SLB 14L, the Staff focuses “on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management.” (Emphasis added). As with the shareholder proposals in *Deere*, *Coca-Cola* and other precedents discussed below, the Proposal is excludable under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

APPLICATION OF THE FOREGOING STANDARDS TO THE PROPOSAL

The Proposal would, in the view of the Company, intrude on the authority vested in the Board of Directors to determine how the funds available to the Company are to be expended, and would not take into consideration a range of matters the Board would ordinarily consider in assessing whether or not to commence an issuer tender offer. These include, among other things, the working capital and other requirements of the Company, the effect that a decrease in working capital would have on the Company’s growth plans or competitive position, the ability of the Company to undertake the self tender without breaching or violating covenants in credit or other agreements to which the Company is a party, and whether the required offer price is reasonable, given the current market price for the Company’s shares of common stock, which closed at \$1.76 per share on the Nasdaq Capital Market on September 5, 2024.

Moreover, the Proposal is not entitled to the deference for certain matters set forth in Staff Legal Bulletin 14L, such as the Significant Social Policy Exception.

We note that the Proposal is not precatory, requesting the Board to consider making a tender offer on the terms set forth. Instead, it would mandate the making of a tender offer, notwithstanding any

compelling reasons the Board may have for not undertaking the tender offer. The Proposal therefore reflects the essence of intruding on the ordinary business of the Company.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2024 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

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 Robert F. Charron, Esq. If we can be of any further assistance in this matter, please do not hesitate to contact me at (212) 370-1300 or by email at rcharron@egsllp.com. You may also contact Christopher Devall, the Company's Chief Operating Officer, at (212) 393-4500 or by email at cdevall@dominari.com.

Sincerely,

A handwritten signature in black ink, appearing to be 'R. Charron', with a stylized flourish extending to the right.

Robert F. Charron

cc: Stourbridge Investments LLC
Dominari Holdings Inc.

Stourbridge Investments LLC

[REDACTED]
[REDACTED]
[REDACTED]

September 3, 2024

Dominari Holdings Inc.
725 5th Avenue
22nd Floor
New York, NY 10022
Attention: Corporate Secretary

Re: 2024 Annual Meeting

To whom it may concern,

I hereby attest that Stourbridge Investments LLC is currently a shareholder of DOMH and has been so continuously for at least the past 12 months. At all requisite times Stourbridge has owned more than the required \$2,000 value of shares. Please note that the account numbers on the enclosed statements have changed as TD Ameritrade was merged into Charles Schwab over the past year. Stourbridge plans to hold its shares through the date of the annual meeting and agrees to present the proposal below at the meeting.


Therefore, pursuant to SEC Rule 14a-8, please include the following proposal in the proxy for the upcoming meeting:

Self Tender Offer:

The Company shall undertake a self tender offer for not less than 25% of its outstanding common shares at a price of not less than \$3.50 per share.

Explanation:

The Company's share price has been in a long term decline and has traded at a dramatic discount to book value for many years. A self tender offer for not less than 25% of the outstanding common shares at a price of not less than \$3.50 per share can easily be financed with the assets on the balance sheet. The tender price will offer tendering shareholders a meaningful premium to the current trading price (over 100% as of the closing price on August 30th, 2024), and if fully completed, will also be accretive to book value, thereby continuing to enhance shareholder value. The process for said tender offer shall be initiated within 30 days of the approval of this proposal and the Company shall use its best efforts at all times to ensure timely regulatory approval and shall endeavor to complete said tender within 30 days of final regulatory approval. If the offer is oversubscribed, tendering shareholders will receive a pro-rata allocation.

Thank you,

Steve Schnipper
Managing Member