

Proxy Access Proposal Passes at Verizon

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According to a [press release](#) from the Association of BellTel Retirees, 53% of shareholders at Verizon supported a proxy access proposal asking the company to amend its bylaws allowing shareholders owning at least 3% of shares for 3 or more years to nominate candidates to the board.

The release indicates that this outcome represents their "10th proxy victory in 15 years" at Verizon of shareholder proposals either receiving majority support or resulting in negotiated changes at the company, including one of the first say-on-pay proposals on the ballot before the advisory vote became law. The company's press release states that the board will consider the outcome of the vote.

Other upcoming proxy access votes this season include iRobot (May 22), Goldman Sachs (May 23) and Netflix (June 7), but all three have the "retail" versions which are unlikely to fare as well. These proposals seek to give proxy access rights to (a) shareholders owning at least 1% but less than 5% of shares for 2 years and/or (b) 50 or more shareholders who have each held for at least 1 year a number of shares of stock that, at some point within the preceding 60 days, was worth at least \$2,000, and collectively at least one half of one percent but less than 5% of shares. IRobot failed in its attempts to have the proposal excluded by the SEC under Rule 14a-8 on the basis of vagueness and ordinary business.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

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