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Update: NYSE Proposal to Eliminate Voting Standard Removed; Nasdaq FAQs Address Approval

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The NYSE has removed its proposed rule filing to the SEC to eliminate its separate voting standard for matters requiring shareholder approval from its website, which we had previously discussed **here**.

Under Nasdaq, Rule 5635(e)(4) indicates that a “majority of the votes cast on the proposal must be voted in favor of the proposal” where Nasdaq requires shareholder approval. An FAQ indicates, however, that Nasdaq does not define the term “votes cast.” It expects companies to calculate the “votes cast” in accordance with its governing documents and any applicable state law.

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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