[DISCUSSION DRAFT]

118TH CONGRESS 1ST SESSION

H. R. ______

To authorize the exclusion of shareholder proposals from proxy or consent solicitation material if such proposals are substantially similar to previously included proposals.

IN THE HOUSE OF REPRESENTATIVES

M. ______ introduced the following bill; which was referred to the Committee on __________

A BILL

To authorize the exclusion of shareholder proposals from proxy or consent solicitation material if such proposals are substantially similar to previously included proposals.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

SECTION 1. EXCLUSION OF CERTAIN SUBSTANTIALLY SIMILAR SHAREHOLDER PROPOSALS.

The Securities and Exchange Commission shall revise the resubmission requirements in section 240.14a-8(i)(12) of title 17, Code of Federal Regulations, to provide that a shareholder proposal may be excluded by an issuer from
its proxy or consent solicitation material for a meeting of
the shareholders of such issuer if the shareholder proposal
addresses substantially the same subject matter as a pro-
posal, or proposals, previously included in the proxy or
consent solicitation material for a meeting of the share-
holders of such issuer—

(1) for a meeting of the shareholders conducted
in the preceding 5 calendar years; and

(2) if the most recent vote—

(A) occurred in the preceding 3 calendar
years; and

(B)(i) if voted on once during such 5-year
period, received less than 10 percent of the
votes cast;

(ii) if voted on twice during such 5-year
period, received less than 20 percent of the
votes cast; or

(iii) if voted on three or more times during
such 5-year period, received less 40 percent of
the votes cast.