

SECURITIES AND EXCHANGE COMMISSION

17 CFR PARTS 200, 232, 240 and 249

[Release Nos. 33-9259; 34-65343; IC-29788; File No. S7-10-09]

RIN 3235-AK27

Facilitating Shareholder Director Nominations

AGENCY: Securities and Exchange Commission.

ACTION: Final rule; notice of effective date.

SUMMARY: This release provides notice of the effective date of the amendment to Exchange Act Rule 14a-8, the shareholder proposal rule, which will require companies to include in their proxy materials, under certain circumstances, shareholder proposals that seek to establish a procedure in the company's governing documents for the inclusion of one or more shareholder director nominees in the company's proxy materials. This release also provides notice of the effective date of related rule changes adopted concurrently with the amendment to Rule 14a-8.

DATES: The effective date of the additions of § 200.82a, § 240.14a-18, § 240.14n-1 through § 240.14n-3, and § 240.14n-101, and the amendments to § 232.13, § 240.13a-11, § 240.13d-1, § 240.14a-2, § 240.14a-4, § 240.14a-5, § 240.14a-6, § 240.14a-8, § 240.14a-9, § 240.14a-12, § 240.15d-11, § 240.13d-102, § 240.14a-101, and § 249.308, published on September 16, 2010 (75 FR 56668), is September 20, 2011. Section 240.14a-11 was vacated by the United States Court of Appeals for the District of Columbia Circuit (No. 10-1305, July 22, 2011) and therefore is not effective.

FOR FURTHER INFORMATION CONTACT: Tamara Brightwell, Lillian Brown, or Ted Yu, Division of Corporation Finance, at (202) 551-3200, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington DC 20549.

SUPPLEMENTARY INFORMATION: By order dated October 4, 2010 (Release No. 33-9149, 34-63031, IC-29456), the Securities and Exchange Commission stayed from November 15, 2010 until the resolution of the petition for review of Exchange Act Rule 14a-11 in Business Roundtable et al. v. Securities and Exchange Commission, No. 10-1305 (D.C. Cir., filed Sept. 29, 2010), the effective and compliance dates of amendments to the federal proxy and related rules that the Commission adopted to facilitate the effective exercise of shareholders' traditional state law rights to nominate and elect directors to company boards of directors. On October 20, 2010, a notice of the stay was published in the Federal Register (75 FR 64641). That announcement stated that a notice of the effective and compliance dates of the final rules would be published in the Federal Register following the resolution of the petition for review. On July 22, 2011, the United States Court of Appeals for the District of Columbia Circuit issued an order vacating Rule 14a-11 and on September 14, 2011, the Court issued its mandate. Because the mandate concludes the litigation in the Court of Appeals, the stay expired by its terms. The Court's order did not affect the amendment to Rule 14a-8, which was not challenged in the litigation, or the related rules and amendments adopted concurrently with Rule 14a-11 and the amendment to Rule 14a-8. Accordingly, those rules and amendments are effective upon publication of this notice in the Federal Register.

As discussed in the preamble above, the final rules noted in the DATES section of this document and published on September 16, 2010 (75 FR 56668) amending Title 17, Chapter II of the Code of Federal Regulations, are effective September 20, 2011, with the exception, as noted, of Rule 14a-11 (17 CFR 240.14a-11).

Elizabeth M. Murphy
Secretary

September 15, 2011