

[Blogs](#)

May 03, 2023

Rare Lawsuit Filed By Shareholder Proponent Over Shareholder Proposal Exclusion



It's quite rare for shareholder proponents to resort to the courts when the Corp Fin Staff concurs with a company that it can exclude a proposal under the Rule 14a-8 no-action letter process. But that's what happened late last week when the National Center for Public Policy Research (known as the "NCPPR") and two individuals filed a petition for review with the Fifth Circuit to review [Corp Fin's no-action response](#) to a company.

The proposal at issue is one that NCPPR has made at several other companies in recent years, and in many cases the subject company has received concurrence from the Corp Fin Staff that the proposal could be excluded on an "ordinary business" basis. Included in [Corp Fin's no-action response](#) is a letter from NCPPR to the Corp Fin Staff, which makes clear that its plan from the outset was to seek reconsideration if the Staff agreed with the company's request. The letter lays out NCPPR's concerns with Corp Fin's no-action letter process, in addition to its arguments for why its proposal should not be excluded.

We will see how this plays out fairly quickly, as NCPPR has requested a ruling from the court by May 7th.

Explore more in

[Corporate Law](#)