



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

January 6, 2026

Julie Coletti
Align Technology, Inc.

Re: Align Technology, Inc. (the "Company")
Incoming Letter dated December 31, 2025

Dear Julie Coletti:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Company represents that it has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance
Office of Chief Counsel

cc: John Chevedden

December 31, 2025

By Electronic Submission

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: Align Technology, Inc.
Exclusion of Stockholder Proposal Submitted by John Chevedden**

Ladies and Gentlemen:

Align Technology, Inc. (the “*Company*”) received a stockholder proposal and statement in support thereof relating to the right of stockholders to call special meetings of stockholders (collectively, the “*Stockholder Proposal*”) from John Chevedden (the “*Proponent*”) for inclusion in the proxy statement (the “*2026 Proxy Materials*”) to be distributed to the Company’s stockholders in connection with the Company’s 2026 annual meeting of stockholders (the “*2026 Annual Meeting*”).

The Company respectfully requests that the staff of the Division of Corporation Finance (the “*Staff*”) of the Securities and Exchange Commission (the “*Commission*”) advise the Company that it will not object or recommend any enforcement action to the Commission if the Company excludes the Stockholder Proposal from its 2026 Proxy Materials pursuant to Rule 14a-8(i)(9) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), on the basis that the Stockholder Proposal directly conflicts with a Company proposal to be submitted to stockholders at the 2026 Annual Meeting.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) (“*SLB 14D*”), the Company is submitting electronically to the Commission this letter and the Stockholder Proposal and related correspondence (attached as **EXHIBIT A** to this letter), and is concurrently sending a copy to the Proponent, no later than eighty (80) calendar days before the Company intends to file its definitive 2026 Proxy Materials with the Commission.

The Company hereby makes an unqualified representation that it has a reasonable basis to exclude the Stockholder Proposal from its 2026 Proxy Materials based on the provisions of Rule 14a-8 and prior published guidance from the Staff under Rule 14a-8, as discussed below.

We recognize that, pursuant to the November 17, 2025, Statement Regarding the Division of Corporation Finance’s Role in the Exchange Act Rule 14a-8 Process for the Current Proxy Season,

the Staff will not respond substantively to this submission and that the Staff regards this submission as informational only.

Background

On October 18, 2025, the Company received the Stockholder Proposal from the Proponent. The Stockholder Proposal states, in relevant part:

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting. Such a special shareholder meeting can be an online shareholder meeting.

Previously, at the Company's 2025 annual meeting of stockholders held on May 21, 2025 (the "**2025 Annual Meeting**"), the Proponent submitted a proposal substantially similar to the current Stockholder Proposal calling for stockholders to vote on a non-binding basis to permit stockholders holding at least 10% of the Company's issued and outstanding common stock to call a special meeting. The Proponent's proposal did not receive the support of a majority of the Company's stockholders. At the 2025 Annual Meeting, the Company submitted a proposal calling for stockholders to vote on a non-binding, advisory basis to allow stockholders to call a special meeting at a 25% ownership threshold. The Company's proposal, on the other hand, received the support of over 52% of the Company's issued and outstanding common stock.

Based on the results of the 2025 Annual Meeting, since then, the Company has engaged with many of its largest stockholders regarding the right of stockholders to call a special meeting. Following and consistent with the positions expressed by stockholders during the outreach and at the 2025 Annual Meeting, the Company's Board of Directors (the "**Board**") intends, on or around February 24, 2026, to amend and restate the Company's Amended and Restated Bylaws (the "**Bylaws**") to provide that the Board shall call a special meeting of stockholders if properly requested by one or more stockholders of record (or beneficial owners, if any) that hold not less than 25% of the outstanding shares of the Company's voting stock (the "**Special Meeting Provision**").

The Company thereafter intends to provide stockholders with an opportunity at the 2026 Annual Meeting to affirmatively ratify the Special Meeting Provision.

Basis for Exclusion

Based on Previously Published Guidance, the Stockholder Proposal May Be Excluded Pursuant to Rule 14a-8(i)(9) Because It Directly Conflicts with the Company Proposal to be Submitted to Stockholders for Approval at the 2026 Annual Meeting.

The Company respectfully requests that the Staff concur in its view that the Stockholder Proposal may be excluded from the 2026 Proxy Materials pursuant to Rule 14a-8(i)(9), which provides that a stockholder proposal may be excluded from a company's proxy statement if "the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." As set out in Staff Legal Bulletin No. 14H (October 22, 2015) ("**SLB 14H**"), a proposal will be viewed as directly conflicting for purposes of Rule 14a-8(i)(9) if the conflict between the two proposals is such that the company's stockholders could not "logically vote for" both proposals.

By the time the 2026 Proxy Materials are filed, the Board will have affirmatively adopted the Special Meeting Provision with a 25% ownership threshold, and the Company plans to include a proposal in its 2026 Proxy Materials (the "**Company Proposal**") seeking stockholder ratification of the Special Meeting Provision. We are submitting this letter before the actual adoption of the Special Meeting Provision to address the timing requirements of Rule 14a-8(j). Following formal action by the Board adopting the Special Meeting Provision and approving a proposal for stockholders to ratify the Special Meeting Provision, the Company will notify the Staff that these actions have been taken and provide the full text of the Special Meeting Provision for which the Company will be seeking stockholder ratification.

The Proponent's request that the Company implement a special meeting provision with a 10% ownership threshold is in direct conflict with the Company Proposal seeking stockholder ratification of the Special Meeting Provision, which will contain a 25% ownership threshold. The Stockholder Proposal will directly conflict with the Company Proposal such that the Company's stockholders could not logically vote for both the Stockholder Proposal and the Company Proposal (i.e., a vote for one proposal would be tantamount to a vote against the other proposal), as contemplated by SLB 14H.

In SLB 14H, the Staff provided examples of situations in which a reasonable stockholder could not logically vote for both a management and stockholder proposal. For example, proposals would directly conflict where a company seeks stockholder approval of a merger, and a stockholder proposal asks stockholders to vote against the merger. Similarly, a stockholder proposal that asks for separation of the company's chairman and chief executive officer would directly conflict with a management proposal seeking approval of a bylaw provision requiring the chief executive officer to be the chair at all times. The direct conflict that would result from the actions to be taken under each of the Stockholder Proposal and the Company Proposal, therefore, falls squarely within the examples used by the Staff in SLB 14H. A stockholder could not logically vote for the Company Proposal to ratify the retention of the Special Meeting Provision, including the 25% ownership

threshold, and also vote for the Stockholder Proposal to amend the Special Meeting Provision to implement a 10% ownership threshold.

The Staff has granted no-action relief pursuant to Rule 14a-8(i)(9) in at least five directly analogous situations involving other proposals by the Proponent that conflicted with issuer proposals. In each of eBay Inc. (February 26, 2018), JPMorgan Chase & Co. (February 26, 2018), Skyworks Solutions, Inc. (March 23, 2018), NetApp, Inc. (June 26, 2018) and Franklin Resources, Inc. (December 4, 2018) (the “*Comparable Issuers*”), the Staff concurred in exclusion under Rule 14a-8(i)(9) of proposals that are substantively identical to the Stockholder Proposal. In each case, the stockholder proposal requested that the company’s board of directors “take the steps necessary” to amend the appropriate governing documents of the company to give the owners of a combined 10% (15% in *Franklin Resources*) the power to call a special meeting.

Similar to the Company’s request in this letter, each of the Comparable Issuers planned to submit a competing management proposal to its stockholders that sought stockholder ratification of a 20% or 25% ownership threshold included in the company’s bylaws, and in each instance the Staff “concur[red] that a reasonable shareholder could not logically vote in favor of both ratifying the Company’s existing [20% or 25%] ownership threshold for calling a special meeting and lowering the threshold to [10% or 15%].”

In *Skyworks Solutions* and *Franklin Resources*, the Staff granted no-action requests pursuant to Rule 14a-8(i)(9) when the company’s initial no-action request letter indicated that the company intended to take certain actions, and the company supplemented their initial submission with a notification to the Staff confirming such actions had been taken and a proposal would be put before the company’s stockholders to ratify the Board action (that would directly conflict with the stockholder proposal at issue).

The Staff has also concurred in exclusion on the same basis with respect to other proposals. See, e.g., Huron Consulting Group Inc. (January 4, 2017) (in which the Staff concurred in exclusion under Rule 14a-8(i)(9) where the stockholder proposal requested immediate disengagement and replacement of the company’s independent registered public accounting firm, which conflicted with the company’s plans to seek stockholder ratification of the company’s retention of that same firm as its independent registered public accounting firm); Illumina, Inc. (March 18, 2016) (in which the Staff concurred in exclusion under Rule 14a-8(i)(9) where the stockholder proposal sought to eliminate and replace supermajority provisions in the company’s charter and bylaws with a simple majority voting standard, which conflicted with the company’s plans to seek ratification of existing bylaw and charter provisions related to the company’s existing supermajority voting requirements at the same annual meeting).

The Company Proposal seeks stockholder ratification of the Special Meeting Provision with a 25% ownership threshold that would directly conflict with the Stockholder Proposal to amend the Special Meeting Provision with a 10% ownership threshold. As was the case in *eBay*, *JPMorgan*, *Skyworks Solutions*, *NetApp* and *Franklin Resources*, no stockholder could logically vote for both the Stockholder Proposal and the Company Proposal, as a vote for one proposal would be

tantamount to a vote against the other proposal. Because the Company Proposal and the Stockholder Proposal seek to take mutually exclusive approaches, presenting both proposals in the 2026 Proxy Materials could result in directly conflicting mandates for the Board if both proposals receive sufficient votes to be adopted. The Board would not know whether the Company's stockholders desire amendments to the Bylaws that comport with the 10% ownership threshold requested by the Proponent, or retention of the 25% ownership threshold in the Special Meeting Provision.

In light of the foregoing, the Company hereby represents that: (i) it has a reasonable basis to exclude the Stockholder Proposal from the 2026 Proxy Materials based on the provisions of Rule 14a-8 and the no-action letters cited above; and (ii) its position is based on prior published guidance from the Staff under Rule 14a-8.

Conclusion

Based on the foregoing, we respectfully request that the Staff concur that it will not object or take no action if the Company excludes the Stockholder Proposal from its 2026 Proxy Materials pursuant to Rule 14a-8(i)(9), on the basis that the Stockholder Proposal would directly conflict with the Company Proposal to be submitted to stockholders at the 2026 Annual Meeting.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Stockholder Proposal from its Proxy Materials, please do not hesitate to contact either me at jcoletti@aligntech.com or Paul Katawicz, Align's Vice President, Associate General Counsel Corporate Securities and Public Affairs at pkatawicz@aligntech.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,



Julie Coletti
Executive Vice President, Chief Legal and Regulatory Officer

Enclosures

cc: John Chevedden
Paul Katawicz

EXHIBIT A
Stockholder Proposal

Mr. Paul Katawicz
Align Technology, Inc. (ALGN)
410 North Scottsdale Road
Suite 1300
Tempe, AZ 85288
PH: 602 742 2000

Mr. Katawicz,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of the Company.

This Rule 14a-8 proposal is a very low-cost method to improve Company performance – especially given the substantial capitalization of the Company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the same requisite amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

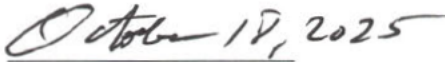
Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Company proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: Julie Coletti [REDACTED]
Shirley Stacy [REDACTED]

[ALGN – Rule 14a-8 Proposal, October 18, 2025]
[This line and any line above it is not for publication.]

Proposal 4 – Give Shareholders the Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting. Such a special shareholder meeting can be an online shareholder meeting.

There shall be no poison pill discriminatory rule to require ownership of shares for a specific period of time in order for shares to participate in calling for a special shareholder meeting.

This proposal topic received between 51% and 72% support each in 2024 at Jabil, Warner Brothers Discovery, ANSYS, Vertex Pharmaceuticals and DexCom.

To guard against the Align Technology Board of Directors becoming complacent shareholders need the ability to call a special shareholder meeting to help the Board adopt new strategies when the need arises.

There is no concern that allowing 10% of shares to call for a special shareholder meeting, as called for in this proposal, is too easy. It is almost unheard of for any special shareholder meeting, called for by shareholders, to ever occur at any company even though a significant number of companies allow 10% of shareholders to call for a special shareholder meeting.

In the vast majority of cases or in most cases, once a special meeting is called for by shareholders, the issues behind calling for a special shareholder meeting are quickly resolved.

Please vote yes:

Give Shareholders the Ability to Call for a Special Shareholder Meeting – Proposal 4
[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

I intend to continue to hold the same requisite amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please acknowledge this proposal promptly by email [olmsteddc8@gmail.com].

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



JOHN CHEVEDDEN

January 1, 2026

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Align Technology, Inc. (ALGN)
Special Shareholder Meeting
December 31, 2025 j-Notice
965696

Ladies and Gentlemen:

Early in the ALGN letter ALGN describes how its shareholders voted on 2 special meeting proposals at its 2025 annual meeting. The ALGN special meeting proposal received 72% support and the shareholder special meeting proposal opposed by ALGN received 45% per the exhibits pages.

The 45% vote is remarkable given the ALGN opposition. The ALGN letter made no claim that these two 2025 votes created a conflict.

The ALGN letter gave no reason that 2 similar proposals in 2026 would create a conflict. ALGN only made a bare claim.

Also shareholders at FND and EQH each voted on 2 special meeting proposals in a similar manner in 2025 and apparently saw no conflict. Voting on 2 proposals on the same topic is valuable to shareholders because they have choices rather than a take it or leave it situation.

ALGN gave no purported precedent of the Staff giving preference to old precedents when common practice, as in ALGN, FND and EQH, overrides old precedents.

Sincerely,


John Chevedden

cc: Paul Katawicz

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 21, 2025, Align Technology, Inc. (the "Company") held its 2025 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders approved an amendment to the Align Technology, Inc. 2005 Incentive Plan (as amended to date, the "Incentive Plan"). A summary of the Incentive Plan's principal provisions is set forth in the Company's 2025 Proxy Statement, dated April 8, 2025 (the "Proxy Statement"), in the section entitled "Company Proposal 5: Approval of an Amendment to the Align Technology, Inc. 2005 Incentive Plan," which summary is incorporated herein by reference.

The description of the Incentive Plan is qualified in its entirety by reference to the Incentive Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 21, 2025, the Company held the Annual Meeting. The voting results for each item of business presented at the Annual Meeting, as certified by the Company's inspector of elections, are set forth below:

Proposal 1: Election of the ten director nominees named below at the Annual Meeting, each to serve for a one-year term or until a successor is duly elected or appointed and qualified.

Director Name	For	Against	Abstain	Broker Non-Votes
Raymond Larkin, Jr.	54,474,865	4,586,871	117,347	4,054,395
Kevin T. Conroy	58,380,774	682,189	116,120	4,054,395
Kevin J. Dallas	58,368,991	694,010	116,083	4,054,395
Joseph M. Hogan	58,287,184	773,858	118,041	4,054,395
Joseph Lacob	50,773,192	8,289,939	115,952	4,054,395
George J. Morrow	52,093,031	6,970,070	115,980	4,054,395
Gene M. Myong	57,637,377	1,425,893	115,812	4,054,395
Reza Poul	55,729,933	3,003,047	446,103	4,054,395
Andrea L. Saia	56,803,556	2,259,347	116,178	4,054,395
Isaac E. Siegel	57,869,341	1,194,265	115,477	4,054,395

Proposal 2: An advisory (non-binding) vote to approve the compensation of the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
51,634,314	7,428,786	115,975	4,054,395

Proposal 3: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

For	Against	Abstain
57,008,920	6,117,545	107,001

Proposal 4: Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to replace each supermajority provision with a simple majority vote requirement.

ALIGN 2025

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
58,954,113	154,482	70,487	4,054,395

Proposal 5: Approval of an amendment to the Align Technology, Inc. 2005 Incentive Plan to increase the number of shares authorized for issuance thereunder.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
56,414,846	2,513,458	250,776	4,054,395

Proposal 6: Advisory vote to allow stockholders owning 25% of the Company's outstanding common stock to call a special meeting of stockholders.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
38,706,293	14,717,639	5,755,142	4,054,395

Proposal 7: Support for shareholder ability to call for a special shareholder meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
26,687,164	32,371,257	120,650	4,054,395

Item 9.01 Financial Statements and Exhibits.

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1	Align Technology, Inc. 2005 Incentive Plan (as amended on May 21, 2025)
4	Cover Page Interactive Data File (embedded within the Inline XBRL document)

ALIGN 2025

FND 2025

m 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 7, 2025, the stockholders of Floor & Decor Holdings, Inc. (the "Company") at its 2025 Annual Meeting of Stockholders (the "Annual Meeting") approved amendments (the "Amendments") to the Company's Amended and Restated Certificate of Incorporation (the "Charter"), as described in the Company's definitive proxy statement filed on March 24, 2025 (the "Proxy Statement") to (a) eliminate legacy classified board provisions that no longer apply, (b) provide for the exculpation of officers as permitted by Delaware law, and (c) allow stockholders holding 25% or more of the Company's common stock to cause the Company to call special meetings of stockholders (the "Special Meeting Amendment"). In order to implement these Amendments, the Company filed a Certificate of Amendment to the Charter with the Division of Corporations of the State of Delaware on May 8, 2025 that incorporated these Amendments into the Charter, and subsequently filed a Restated Certificate of Incorporation with the Division of Corporations of the State of Delaware on May 8, 2025 that restates the full Charter, including the Amendments (the "Restated Charter"). A copy of the Restated Charter is attached as Exhibit 3.1 and is incorporated by reference herein.

In connection with the implementation of the Special Meeting Amendment, the Board of Directors (the "Board") of the Company approved and adopted the Fourth Amended and Restated Bylaws of the Company (the "Amended Bylaws"), effective May 8, 2025.

As discussed in the Proxy Statement, the Amended Bylaws provide stockholders that hold, at the time a special meeting request is delivered to the Company and through the date of any resulting special meeting, beneficial ownership of at least 25% of the Company's outstanding shares of common stock, the ability to cause the Company to call a special meeting if they comply with the procedural requirements for calling special meetings of stockholders. The Amended Bylaws:

- Specify the procedures for stockholders of record to request that the Board fix a record date to determine the stockholders of record who are entitled to deliver a special meeting request;
- Specify the information required to be set forth in a special meeting request to call a special meeting;
- Specify that a stockholder's special meeting request will not be valid if: (i) it does not comply with the applicable provisions of our Restated Charter or Amended Bylaws, (ii) it relates to an item of business that is not a proper subject for stockholder action, (iii) it was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934, as amended, or other applicable law, (iv) an identical or substantially similar item (a "Similar Item") has been presented at any meeting of stockholders held within 120 days prior to receipt of such request by the Secretary of the Company, (v) a Similar Item will be submitted for stockholder approval at any stockholder meeting to be held on or before the 90th day after the Secretary receives such request, (vi) such request is delivered during the period beginning on the 61st day after the earliest date of signature on a special meeting request relating to a Similar Item and ending on the one-year anniversary of such earlier date of signature, or (vii) the special meeting request has been received by the Secretary during the period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting; and
- Authorize the Board to cancel or decline to call a special meeting if, following a revocation or deemed revocation of a special meeting request, there are unrevoked requests from stockholders beneficially owning, in the aggregate, less than 25% of the Company's outstanding voting stock.

The foregoing summary does not purport to be a complete description of the Amended Bylaws and is qualified in its entirety by reference to the full text of the Amended Bylaws, a copy of which is attached as Exhibit 3.2 and incorporated by reference herein.

m 5.07. Submission of Matters to a Vote of Security Holders.

Annual Meeting of Stockholders

On May 7, 2025, the Company held its Annual Meeting virtually. The issued and outstanding shares of stock of the Company entitled to vote at the Annual Meeting consisted of the 107,605,558 shares of common stock outstanding on the record date, March 10, 2025. The common stockholders of the Company voted on seven matters at the Annual Meeting. The final voting results from the Annual Meeting, as certified by the inspector of election are as follows:

1. The eleven nominees for election as directors for one-year terms expiring at the 2026 Annual Meeting of Stockholders once their respective successors have been duly elected and qualified, or until their earlier resignation or removal, were elected by majority vote:

FND 2025

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
da Aried	98,808,469	4,820	41,271	4,169,076
orman Axelrod	97,763,365	1,049,729	41,466	4,169,076
illiam Giles	98,681,197	131,875	41,488	4,169,076
right James	97,572,570	1,168,073	113,917	4,169,076
elissa Kersey	98,417,889	395,465	41,206	4,169,076
an Marshall	98,484,595	328,382	41,583	4,169,076
hward Sullivan	98,690,444	117,259	46,857	4,169,076
omas Taylor	98,806,882	6,115	41,563	4,169,076
licia Thornton	96,954,732	1,858,588	41,240	4,169,076
orge Vincent West	98,358,666	454,477	41,417	4,169,076
arles Young	97,553,341	1,193,655	107,564	4,169,076

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 25, 2025 was approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
102,823,538	163,605	36,493	N/A

3. The proposal to approve, by non-binding vote, the compensation paid to the Company's named executive officers for the Company's fiscal year ended December 26, 2024, as disclosed in the Company's proxy materials (commonly known as a "say-on-pay" proposal), was approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
95,324,146	3,463,220	67,194	4,169,076

4. The proposal to amend the Company's Certificate of Incorporation to eliminate legacy classified board provisions that no longer apply was approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
98,808,445	2,952	43,163	4,169,076

5. The proposal to amend the Company's Certificate of Incorporation to provide for exculpation of officers as permitted by Delaware law was approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
91,402,170	7,405,039	47,351	4,169,076

6. The proposal to amend the Company's Certificate of Incorporation to allow stockholders holding 25% or more of the Company's common stock to cause the Company to call a special meeting of stockholders was approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
94,547,217	280,527	4,026,816	4,169,076

7. The stockholder proposal regarding shareholder right to call for a special shareholder meeting was not approved.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
39,137,404	59,661,052	56,104	4,169,076

109%

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At the Annual Meeting (as defined below) of Equitable Holdings, Inc. (the "Company"), stockholders approved the amendment and restatement of the Company's 2019 Omnibus Incentive Plan (as amended and restated, the Amended and Restated Equitable Holdings, Inc. 2019 Omnibus Incentive Plan") to, among other things, increase the number of shares of common stock reserved for issuance thereunder by 14,500,000 shares to 41,700,000 shares.

The foregoing description of the Amended and Restated Equitable Holdings, Inc. 2019 Omnibus Incentive Plan is qualified in its entirety by reference to the text of the Amended and Restated Equitable Holdings, Inc. 2019 Omnibus Incentive Plan, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As described under Item 5.07 of this report, on May 21, 2025, the Company held its Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the stockholders of the Company voted to approve amendments to the Company's Second Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to limit the liability of certain officers as permitted by Delaware law and to grant stockholders the right to call a special meeting. Prior to this latter amendment, the Certificate of Incorporation provided that only the Chairman of the Board, the Company's Chief Executive Officer, or the Board itself could call special meetings of the stockholders. The material terms of the amendments are summarized under the headings "Proposal No. 6" and "Proposal No. 7" in the Company's definitive proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the "SEC") on April 4, 2025 (the "Definitive Proxy Statement"). In connection with the foregoing, and as described in the Definitive Proxy Statement, the Board also approved corresponding amendments to the Company's Sixth Amended and Restated By-Laws (the "By-Law Amendments") to the Company's Sixth Amended and Restated By-Laws.

The full text of the Third Amended and Restated Certificate of Incorporation and Seventh Amended and Restated By-Laws are attached as Exhibits 3.2 and 3.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference in this Item 5.03.

On May 28, 2025, following the Annual Meeting, the Company filed the Third Amended and Restated Certificate of Incorporation giving effect to the Amendments with the Secretary of State of the State of Delaware. The Seventh Amended and Restated By-Laws and all corresponding By-Law Amendments became effective thereafter.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, eight proposals were submitted to the Company's stockholders. The proposals are described in more detail in the Company's Definitive Proxy Statement. The final voting results are as follows:

Proposal 1: The Company's stockholders elected the ten director nominees named in the Definitive Proxy Statement to serve until the 2026 annual meeting or until their successors are elected or have been qualified. The voting results are set forth below:

Director Nominee	For	Against	Abstain	Broker Non-Vote
Joan Lamm-Tennant	255,301,084	10,435,214	3,795,741	8,929,940
Douglas Dachille	269,044,455	415,597	71,987	8,929,940
Francis Hondal	269,045,523	368,520	117,996	8,929,940
Arlene Isaacs-Lowe	267,227,276	2,148,229	156,534	8,929,940
Daniel G. Kaye	251,192,598	18,267,916	71,525	8,929,940
Craig MacKay	269,009,928	368,848	135,263	8,929,940
Mark Pearson	269,274,953	139,380	117,706	8,929,940
Bertram L. Scott	262,287,751	7,097,965	146,323	8,929,940
George Stansfield	266,385,661	3,074,949	71,429	8,929,940
Charles G.T. Stonehill	269,162,911	252,146	116,982	8,929,940

Proposal 2: The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2025. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
260,727,879	17,647,472	86,628	0

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proposal 3: The Company's stockholders approved an advisory resolution approving the compensation of the Company's named executive officers. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
254,110,904	15,019,909	401,226	8,929,940

proposal 4: The Company's stockholders approved an advisory resolution on the frequency of future advisory votes on executive compensation. The voting results are set forth below:

1 Year	2 Years	3 Years	Abstain	Broker Non-Vote
263,580,005	337,919	5,537,144	76,971	8,929,940

After taking into consideration the foregoing voting results and the prior recommendation of the Company's board of directors for a one year frequency for future Say-on-pay votes, the board of directors has determined that the Company will hold such future say-on-pay votes every year.

proposal 5: The Company's stockholders approved amendment and restatement of the Company's 2019 Omnibus Incentive Plan. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
258,647,708	10,522,950	361,381	8,929,940

proposal 6: The Company's stockholders approved amendments to the Company's Certificate of Incorporation to limit the liability of certain officers of the Company, as permitted by Delaware law. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
246,097,756	23,331,744	102,539	8,929,940

proposal 7: The Company's stockholders approved amendments to the Company's Certificate of Incorporation and By-laws to create a stockholder right to call a special meeting. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
267,287,919	2,017,248	226,872	8,929,940

proposal 8: The Company's stockholders did not approve a stockholder proposal on the right to call special meetings of stockholders. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
72,755,194	196,539,196	237,649	8,929,940

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
1	Amended and Restated Equitable Holdings, Inc. 2019 Omnibus Incentive Plan.
2	Third Amended and Restated Certificate of Incorporation of Equitable Holdings, Inc. effective May 21, 2025.
3	Equitable Holdings, Inc. Seventh Amended and Restated By-Laws, effective May 21, 2025.
4	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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