



DIVISION OF
CORPORATION FINANCE

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

February 1, 2024

Lillian Brown
Wilmer Cutler Pickering Hale and Dorr LLP

Re: The Walt Disney Company (the "Company")
Incoming letter dated November 22, 2023

Dear Lillian Brown:

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

The Proposal requests the board of directors to issue a report about compensation and health benefit gaps, which should include how they address dysphoria and detransitioning care across gender classifications.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal transcends ordinary business matters and does not seek to micromanage the Company.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Paul Chesser
National Legal and Policy Center

November 22, 2023

Lillian Brown

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lillian.brown@wilmerhale.com

Via Online Shareholder Proposal Form

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

**Re: The Walt Disney Company
Exclusion of Shareholder Proposal by the National Legal and Policy Center**

Ladies and Gentlemen:

We are writing on behalf of our client, The Walt Disney Company (the “Company”), to inform you of the Company’s intention to exclude from its proxy statement and proxy to be filed and distributed in connection with its 2024 annual meeting of shareholders (the “Proxy Materials”), the enclosed shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by the National Legal and Policy Center (the “Proponent”) requesting that the Board of Directors of the Company (the “Board”) issue a report by December 31, 2024 about compensation and health benefit gaps.

The Company respectfully requests that the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(7) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on the basis that the Proposal relates to the Company’s ordinary business operations.

Pursuant to Exchange Act Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter, and the Proposal (attached as Exhibit A to this letter), and is concurrently sending a copy to the Proponent.

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Background

On October 11, 2023, the Company received the Proposal from the Proponent. The Proposal states as follows:

WHEREAS: Compensation and benefits inequities persist across employee gender categories, and pose substantial risk to companies and society at large.

The United States Department of Labor states that “equal pay” is required if persons of different genders “perform equal work in the same workplace,” and that “all forms of compensation are covered, meaning not only pay, but also benefits.”¹ The U.S. Equal Employment Opportunity Commission adds:²

It is illegal for an employer to discriminate against an employee in the payment of wages or employee benefits on the bases of race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age (40 or older), disability or genetic information. Employee benefits include sick and vacation leave, insurance, access to overtime as well as overtime pay, and retirement programs.

SUPPORTING STATEMENT: The Walt Disney Company (“Company”) provides health benefits to employees who suffer gender dysphoria/confusion, and who seek medical, chemical, and/or surgical treatments to aid their “transition” to their non-biological sex.³ The Company boasts about its 100 percent score on the Human Rights Campaign's Corporate Equality Index and HRC's designation as a “Best Places to Work for LGBT Equality,” noting the Company complies with CEI's “equitable benefits for LGBTQ+ workers and their families” requirement.⁴

Company policy *affirms* it is possible for dysphoria sufferers to transition to a different sex. Yet an increasing body of scientific evidence shows no benefits result from such

¹ <https://www.employer.gov/EmploymentIssues/pay-and-benefits/Equal-pay/>.

² <https://www.eeoc.gov/prohibited-employment-policiespractices>.

³ https://nb.fidelity.com/public/consultingportal/disneyportal/file_view.php?file_name=2020_BenefitsSummaryChartOther.pdf.

⁴ <https://thewaltdisneycompany.com/disney-earns-top-score-in-hrc-foundation-corporate-equality-index/>.

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medical treatments.⁵ In the United States and Europe, the medical community is increasingly cautious about transitioning therapies.^{6 7}

Victims report transition treatments and surgeries are harmful. Examples include long-lasting or permanent outcomes like chronic pain, sexual dysfunction, unwanted hair loss or hair gain, menstrual irregularities, urinary problems, and other complications.⁸ Rather than resolve health problems, “gender affirming” therapies instead often exacerbate them.⁹ In such instances, those who desire to “detransition” cannot find medical care or insurance coverage, and are permanently mutilated.¹⁰ Many of these sufferers litigate against those who misled or harmed them.^{11 12}

HRC contemplates no accommodations for detransitioners or restorative health care for such individuals – instead, it denies there is need for such care.¹³ Hence, the CEI-perfect Company appears to offer no such insurance coverage in its employee benefits - only for so-called “gender-affirming care,” which includes a medical travel benefit.¹⁴

Detransitioners are protected under “gender identity” and “sexual orientation” EEOC categories and therefore cannot be discriminated against.

RESOLVED: Shareholders request the board of directors issue a report by Dec. 31, 2024 about compensation and health benefit *gaps*, which should include how they address dysphoria and de-transitioning care across gender classifications, including associated reputational, competitive, operational and litigative risks, and risks related to recruiting and retaining diverse talent. The report should be prepared at reasonable cost, omitting proprietary and private information, litigation strategy and legal compliance information.

⁵ <https://www.foxnews.com/politics/crenshaw-grills-dem-witness-failure-name-one-study-citing-benefits-surgeries-trans-kids>.

⁶ <https://www.wsj.com/articles/second-thoughts-on-gender-affirming-care-american-academy-pediatrics-doctors-review-medicine-a7173276>

⁷ <https://www.wsj.com/articles/u-s-becomes-transgender-care-outlier-as-more-in-europe-urge-caution-6c70b5e0>.

⁸ <https://www.dailymail.co.uk/health/article-11629421/Half-trans-surgery-patients-suffer-extreme-pain-sexual-issues-years-later.html>.

⁹ <https://www.dailymail.co.uk/femail/article-12250695/I-trans-surgery-woman-19-four-years-later-Im-man.html>

¹⁰ <https://thefederalist.com/2023/02/10/detransitioners-are-being-abandoned-by-medical-professionals-who-devastated-their-bodies-and-minds/>

¹¹ <https://public-substack.com/p/why-this-detransitioner-is-suing>.

¹² <https://www.dailymail.co.uk/news/article-12310887/Young-North-Carolina-woman-sues-doctors-testosterone-age-17-sayig-needed-therapy-not-double-mastectomy-latest-blockbuster-detransition-lawsuit.html>

¹³ <https://www.hrc.org/resources/myths-and-facts-battling-disinformation-about-transgender-rights>

¹⁴ <https://nb.fidelity.com/public/consultingportal/disneyportal/articles/109/disney-medical-travel-benefit>

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Basis for Exclusion

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because the subject matter of the Proposal directly concerns the Company’s ordinary business operations.

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal if the proposal “deals with a matter relating to the company’s ordinary business operations.” The underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” *See Amendments to Rules on Shareholder Proposals*, Release No. 34-40018 (May 21, 1998) (the “1998 Release”). An exception to this principle may be made where a proposal focuses on significant social policy issues that transcend the day-to-day business matters of the company. *See* 1998 Release. The Staff most recently discussed its interpretation of how it will consider whether a proposal “transcends the day-to-day business matters” of a company in Staff Legal Bulletin No. 14L (November 3, 2021) (“[SLB 14L](#)”), noting that it is “realign[ing]” its approach to determining whether a proposal relates to ordinary business with the standards the Commission initially articulated in 1976 and reaffirmed in the 1998 Release. Under this realignment, the Staff will “no longer take a company-specific approach to evaluating the significance of a policy issue under Rule 14a-8(i)(7)” but rather will consider only “whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company.”¹⁵

As set out in the 1998 Release, there are two “central considerations” underlying the ordinary business exclusion. One consideration is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The other consideration is that a proposal should not “seek[] to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” We believe the Proposal implicates both of these considerations.

Framing a shareholder proposal in the form of a request for a report does not change the underlying nature of the proposal. Instead, a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the proposed report is within the ordinary business of the company. *See* Exchange Act Release No. 20091 (August 16, 1983); *see also Rite Aid Corp.* (April 17, 2018) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on the feasibility of adopting company-wide goals for increasing energy efficiency and use of renewable energy, in which the Staff determined that the proposal focused “primarily on matters relating to the [c]ompany’s ordinary business operations”); and

¹⁵ SLB 14L also explicitly rescinded prior Staff Legal Bulletin Nos. 14I, 14J and 14K, which set out a company-specific approach to the significant social policy issue analysis.

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Netflix, Inc. (March 14, 2016) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal that requested a report relating to the company’s assessment and screening of “inaccurate portrayals of Native Americans, American Indians and other indigenous peoples,” in which the Staff determined that the proposal related to the ordinary business matter of the “nature, presentation and content of programming and film production”).

Additionally, in Staff Legal Bulletin No. 14E (October 27, 2009) (“SLB 14E”), the Staff has stated that its analysis of proposals requesting the company engage in an evaluation of risk mirrors its analysis of proposals requesting the company disseminate a report – both may be excludable under Rule 14a-8(i)(7) if the underlying subject matter concerns the ordinary business operations of the company. *See also McDonald’s Corp.* (March 22, 2019) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal asking the company to “disclose the economic risks” it faced from “campaigns targeting the [c]ompany over concerns about cruelty to chickens” because it “focuses primarily on matters relating to the [c]ompany’s ordinary business operations”).

The Proposal may be excluded because it relates to general employee compensation and benefit matters.

The Proposal may be excluded in reliance on Rule 14a-8(i)(7) because the matters to be addressed in the requested report and risk evaluation – namely, the Company’s compensation and health benefit plans and certain “gaps” in coverage – relate to the Company’s ordinary business operations. As a large, global company with over 225,000 employees, of which approximately 167,000 are employed in the U.S., the Company’s decisions regarding the amount and type of benefits it provides to its diverse workforce require complex and extensive analysis that is best suited for management. The analysis that would be necessitated by the Proposal is exactly the type of analysis that Rule 14a-8(i)(7) recognizes as a proper function of management, who have the requisite understanding of the Company’s workforce, human capital management strategy, and compensation objectives to assess the appropriate employee benefits and associated risks thereof.

In *United Technologies Corp.* (February 19, 1993), the Staff provided the following examples of topics that involve a company’s ordinary business and thus make a proposal excludable under Rule 14a-8(i)(7): “*employee health benefits, general compensation issues not focused on senior executives, management of the workplace, employee supervision, labor-management relations, employee hiring and firing, conditions of the employment and employee training and motivation*” (emphasis added). Since then, the Staff has consistently and repeatedly concurred in exclusion under Rule 14a-8(i)(7) of shareholder proposals that relate to various employee benefits. For example, in *Dollar Tree, Inc.* (May 2, 2022), the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company “analyze and report on risks to its business strategy in the face of increasing labor market pressure,” including “how the

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[c]ompany's . . . incentives will enable competitive employment standards, including wages, benefits, and employee safety," as relating to ordinary business matters. *See also McDonald's Corp.* (February 19, 2021) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on the "feasibility of extending the paid sick leave policy adopted in response to COVID19 . . . as a standard employee benefit" as relating to ordinary business matters); *Walmart Inc.* (April 8, 2019) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board evaluate the risk of discrimination that may result from the [c]ompany's policies and practices for hourly workers taking absences from work for personal or family illness as relating to the company's "management of its workforce"); *Exelon Corp.* (February 21, 2007) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting regulations be implemented forbidding company executives from establishing incentive bonuses requiring reduction of employees' retiree benefits because "the thrust and focus of the proposal [was] on the ordinary business matter of general employee benefits"); *ConocoPhillips* (February 2, 2005) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company eliminate pension plan offsets from predecessor company pension plans as relating to "ordinary business operations (i.e. employee benefits)"); and *International Business Machines Corp.* (January 13, 2005) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting a "report examining the competitive impact of rising health insurance costs" including "steps or policy options the [b]oard has adopted, or is currently considering, to reduce these costs" as "ordinary business operations (i.e., employee benefits)").

In accordance with SLB 14E, in analyzing the Proposal under Rule 14a-8(i)(7), it is necessary to examine whether "the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company." As in the above-cited precedent, the Proposal is directly concerned with certain employee benefits available to the Company's workforce and their associated risks. The Proposal asks for a report that would require the Board to report on and consider the Company's benefit-related actions, programs, policies, and risks related to employee health benefits. The Company's programs and policies relating to employees' health benefits are ordinary business matters as they concern Company management's determinations with respect to the comprehensive benefits available to its employees under its general compensation package. In this regard, the Proposal touches on the Company's relationship with its entire workforce. Moreover, these decisions are multifaceted, complex, and based on a range of considerations that are integral to managing the Company's day-to-day operations. Such determinations should not be subject to shareholder oversight because shareholders are not in a position to determine the appropriateness of employees' benefits in the context of the local, regional, national, and international labor markets; the circumstances of the Company's business; the roles that various Company employees perform; and employees' overall compensation packages, which include a multitude of different types of benefits. Since the Company's decisions regarding its employee benefits relate to the Company's general workforce

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compensation decisions, the Proposal addresses the day-to-day operation of the Company's business and is excludable under Rule 14a-8(i)(7).

The Proposal does not focus on a significant social policy issue that transcends the Company's ordinary business operations.

As in the above-cited precedent, the Proposal squarely addresses ordinary business matters, specifically the benefits provided by the Company to its employees, and does not focus on a significant social policy issue that transcends such ordinary business operations, as set out in the 1998 Release. When assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005). While "proposals...focusing on sufficiently significant social policy issues...generally would not be considered to be excludable," the Staff has indicated that proposals relating to both ordinary business matters and significant social policy issues may be excludable in their entirety in reliance on Rule 14a-8(i)(7) if the significant social policy issues do not "transcend the day-to-day business matters" discussed in the proposals. 1998 Release. Staff no-action responses have followed this approach over the years, establishing clear precedent that proposals that refer to topics that might raise significant social policy issues, but which do not focus on or have only tangential implications for such issues, are not transformed from an otherwise ordinary business proposal into one that transcends ordinary business. Such proposals remain excludable under Rule 14a-8(i)(7).

For example, in *Amazon.com, Inc.* (April 8, 2022), the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on the company's workforce turnover rates and the effects of labor market changes resulting from the COVID-19 pandemic noting that the [p]roposal...does not focus on significant social policy issues." *See also Amazon.com, Inc.* (April 8, 2022) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting an annual report on the distribution of stock-based incentives throughout the workforce, despite the proposal referring to wealth inequality in the United States as a significant social policy issue, as ordinary business); *Intel Corporation* (March 18, 2022) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting a report "on whether, and/or to what extent, the public display of the pride flag has impacted...employees' [sic] view of the company as a desirable place to work," stating it "relates to, and does not transcend, ordinary business matters"); *Walmart Inc.* (April 8, 2019) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting a report evaluating the risk of discrimination from the company's policies for hourly workers taking absences from work for personal or family illness because it related "generally to the [c]ompany's management of its workforce, and does not focus on an issue that transcends ordinary business matters"); *McDonald's Corp.* (March 22, 2019) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal, although it touched on concerns about animal cruelty, because the proposal "focuses primarily on" the company's ordinary business operations); *AT&T Inc.*

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(December 28, 2015) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal seeking establishment of a program to educate company employees on health matters relating to HIV/AIDS as relating to ordinary business operations); *Papa John's International, Inc.* (February 13, 2015) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal encouraging the company to add vegan options to its menu “in order to advance animal welfare, reduce its ecological footprint, expand its healthier options and meet growing demand for plant-based foods” because the proposal related to the company’s ordinary business operations and “does not focus on a significant policy issue”); *CIGNA Corporation* (February 23, 2011) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal which, although it addressed access to affordable health care, asked the company to report on expense management, which the Staff noted “relates to the manner in which the company manages its expenses” and was thus an ordinary business matter); and *Apache Corporation* (March 5, 2008) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting that management “implement equal employment opportunity policies based on the principles specified in the proposal prohibiting discrimination based on sexual orientation and gender identity,” in which the Staff noted that some of the proposed principles related to ordinary business matters).

As in the proposals noted above, the Proposal here does not focus on a significant social policy issue, but instead focuses on the Proponent’s concerns about a select few of the many benefits the Company makes available to employees. The Proposal seeks to suggest that particular benefits currently offered under the Company’s health plan implicate a significant social policy issue that should be considered by the Company’s stockholders in referencing “risks related to recruiting and retaining diverse talent,” asserting that “[c]ompensation and benefits inequities persist across employee gender categories, and pose substantial risk to companies and society at large” and quoting discrimination policies from the U.S. Equal Employment Opportunity Commission. Notwithstanding these statements, the Proposal’s focus is on the content of the Company’s health care benefits offered to employees. Therefore, these assertions do not transform this otherwise ordinary business proposal into one that transcends ordinary business.

For the reasons set out above, and in accordance with the above-cited no-action letters, the Proposal may be excluded in reliance on Rule 14a-8(i)(7) because the Proposal relates to the ordinary business operations of the Company and does not focus on a significant social policy issue that transcends the Company’s ordinary business operations.

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it seeks to micromanage the Company.

The Proposal may also be excluded in reliance on Rule 14a-8(i)(7) on the basis that it seeks to micromanage the Company with regard to publicizing and reporting on health benefits. In SLB 14L, the Staff clarified that in evaluating companies’ micromanagement arguments, it will “focus on the level of granularity sought in the proposal and whether and to what extent it

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inappropriately limits discretion of the board or management.” The Staff further noted that this approach is “consistent with the Commission’s views on the ordinary business exclusion, which is designed to preserve management’s discretion on ordinary business matters but not prevent shareholders from providing *high-level direction on large strategic corporate matters*” (emphasis added).

Here, the Proposal would require the Company to collect and report on granular information about differences in compensation and health benefits across gender classifications, and analyze how these might affect reputational, competitive, operational, litigative and retention risks. The determination regarding compensation and health benefits – applicable to over 225,000 employees across the Company’s extensive and international organization – is a complex and fundamental responsibility of the Company’s management. The Company’s decisions concerning these benefits are multi-faceted and based on a range of factors given the diversity of benefit requirements and oversight from a jurisdictional standpoint, and further require a deep understanding of the Company’s business and operations, such as employment and labor relations, human resources, diversity and recruitment. Moreover, although the Proposal is framed as a request for a report, it could be viewed as a request of the Company to rationalize or change employee compensation and benefits, specifically targeting the Company’s policies that provide coverage for gender transitioning care.

Since publication of SLB 14L, the Staff has concurred that proposals that probe too deeply into matters of a complex nature by seeking disclosure of intricate details around internal company policies and practices micromanage the company and therefore may be excluded in reliance on Rule 14a-8(i)(7). *See, e.g., Verizon Communications Inc.* (March 17, 2022) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company publish annually the written and oral content of diversity, inclusion, equity or related employee-training materials offered to the company’s employees on the basis that the proposal “micromanages the [c]ompany by probing too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the [c]ompany’s employment and training practices”); *American Express Company* (March 11, 2022) (concurring in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company publish annually the written and oral content of employee-training materials offered to the company’s employees on the basis that the proposal “micromanages the [c]ompany by probing too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the [c]ompany’s employment and training practices”); and *Deere & Co.* (January 3, 2022) (same). Similar to the intricate training materials requested in the proposals at issue in the foregoing no-action letters, the requested report would probe too deeply into matters of a complex nature by seeking disclosure of particularly intricate details about the Company’s benefits policies and decision-making practices, including a nuanced analysis of a subset of care afforded under the Company’s benefit plans. Moreover, this disclosure is not within the “large strategic corporate matters” the Staff has stated shareholders

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should be able to provide “high-level direction on”¹⁶; rather, it is an attempt to micromanage (i) how the Company determines employee benefits, (ii) what employee benefits are offered and (iii) to whom the benefits are provided, all through the request of a report on “gaps” in coverage.

For the reasons set out above, and in accordance with the above-cited no-action letters, the Proposal may be excluded in reliance on Rule 14-8(i)(7) because the Proposal seeks to micromanage the Company with regard to its compensation and health benefits and disclosures of the same.

Conclusion

For the foregoing reasons, and consistent with the Staff’s prior no-action letters, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(7), on the basis that the Proposal relates to the Company’s ordinary business operations.

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 Proposal from its Proxy Materials, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743. 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.

Best regards,



Lillian Brown

Enclosures

cc: Jolene Negre, Associate General Counsel and Secretary
The Walt Disney Company

Paul Chesser, Director, Corporate Integrity Project
National Legal and Policy Center

¹⁶ See SLB 14L.

EXHIBIT A



NATIONAL LEGAL AND POLICY CENTER

October 11, 2023

Ms. Jolene Negre
Associate General Counsel and Secretary
The Walt Disney Company
500 South Buena Vista Street
Burbank, CA 91521

VIA UPS & EMAIL: [REDACTED]

Dear Ms. Negre/Secretary:

I hereby submit the enclosed shareholder proposal (“Proposal”) for inclusion in The Walt Disney Company’s (“Company”) proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission’s proxy regulations.

National Legal and Policy Center (“NLPC”) is the beneficial owner of 60.119 shares of the Company’s common stock with a value exceeding \$2,000, which shares have been held continuously for more than three years prior to this date of submission. NLPC intends to hold the shares through the date of the Company’s next annual meeting of shareholders. A proof of ownership letter is forthcoming and will be delivered to the Company.

The Proposal is submitted in order to promote shareholder value by requesting the Board of Directors to produce a report on Gender-Based Compensation Gaps and Associated Risks. Either an NLPC representative or I will present the Proposal for consideration at the annual meeting of shareholders.

I and/or an NLPC representative are able to meet with the Company via teleconference to discuss the proposal any business day Monday through Friday between October 23 and November 10, between the hours of 8:00 a.m. and 1:30 p.m in the Pacific Time Zone (U.S.). I can be reached at [REDACTED] or at [REDACTED]

If you have any questions, please contact me at the above phone number. Copies of correspondence or a request for a “no-action” letter should be forwarded to me at 2217 Matthews Township Parkway, Suite D-229, Matthews, NC 28105.

Nat’l Headquarters: 107 Park Washington Court, Falls Church, Virginia 22046

Phone: [REDACTED] Email: [REDACTED]

Sincerely,

A handwritten signature in black ink that reads "Paul Chesser". The signature is written in a cursive style with a large initial "P" and a long, sweeping underline.

Paul Chesser
Director
Corporate Integrity Project

Enclosure: "Gender-Based Compensation Gaps and
Associated Risks" proposal

Gender-Based Compensation Gaps and Associated Risks

WHEREAS: Compensation and benefits inequities persist across employee gender categories, and pose substantial risk to companies and society at large.

The United States Department of Labor states that “equal pay” is required if persons of different genders “perform equal work in the same workplace,” and that “all forms of compensation are covered, meaning not only pay, but also benefits.”¹ The U.S. Equal Employment Opportunity Commission adds:²

It is illegal for an employer to discriminate against an employee in the payment of wages or employee benefits on the bases of race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age (40 or older), disability or genetic information. Employee benefits include sick and vacation leave, insurance, access to overtime as well as overtime pay, and retirement programs.

SUPPORTING STATEMENT: The Walt Disney Company (“Company”) provides health benefits to employees who suffer gender dysphoria/confusion, and who seek medical, chemical, and/or surgical treatments to aid their “transition” to their non-biological sex.³ The Company boasts about its 100 percent score on the Human Rights Campaign’s Corporate Equality Index and HRC’s designation as a “Best Places to Work for LGBT Equality,” noting the Company complies with CEI’s “equitable benefits for LGBTQ+ workers and their families” requirement.⁴

Company policy *affirms* it is possible for dysphoria sufferers to transition to a different sex. Yet an increasing body of scientific evidence shows no benefits result from such medical treatments.⁵ In the United States and Europe, the medical community is increasingly cautious about transitioning therapies.^{6 7}

Victims report transition treatments and surgeries are harmful. Examples include long-lasting or permanent outcomes like chronic pain, sexual dysfunction, unwanted hair loss or hair gain, menstrual irregularities, urinary problems, and other complications.⁸ Rather than resolve health problems, “gender affirming” therapies instead often exacerbate them.⁹ In such instances, those who desire to “detransition” cannot find medical care or insurance coverage, and are

¹ <https://www.employer.gov/EmploymentIssues/pay-and-benefits/Equal-pay/>.

² <https://www.eeoc.gov/prohibited-employment-policiespractices>.

³ https://nb.fidelity.com/public/consultingportal/disneyportal/file_view.php?file_name=2020_BenefitsSummaryChart_Other.pdf.

⁴ <https://thewaltdisneycompany.com/disney-earns-top-score-in-hrc-foundation-corporate-equality-index/>.

⁵ <https://www.foxnews.com/politics/crenshaw-grills-dem-witness-failure-name-one-study-citing-benefits-surgeries-trans-kids>.

⁶ <https://www.wsj.com/articles/second-thoughts-on-gender-affirming-care-american-academy-pediatrics-doctors-review-medicine-a7173276>

⁷ <https://www.wsj.com/articles/u-s-becomes-transgender-care-outlier-as-more-in-europe-urge-caution-6c70b5e0>.

⁸ <https://www.dailymail.co.uk/health/article-11629421/Half-trans-surgery-patients-suffer-extreme-pain-sexual-issues-years-later.html>.

⁹ <https://www.dailymail.co.uk/femail/article-12250695/I-trans-surgery-woman-19-four-years-later-Im-man.html>

permanently mutilated.¹⁰ Many of these sufferers litigate against those who misled or harmed them.^{11 12}

HRC contemplates no accommodations for detransitioners or restorative health care for such individuals – instead, it denies there is need for such care.¹³ Hence, the CEI-perfect Company appears to offer no such insurance coverage in its employee benefits – only for so-called “gender-affirming care,” which includes a medical travel benefit.¹⁴ Detransitioners are protected under “gender identity” and “sexual orientation” EEOC categories and therefore cannot be discriminated against.

RESOLVED: Shareholders request the board of directors issue a report by Dec. 31, 2024 about compensation and health benefit *gaps*, which should include how they address dysphoria and de-transitioning care across gender classifications, including associated reputational, competitive, operational and litigative risks, and risks related to recruiting and retaining diverse talent. The report should be prepared at reasonable cost, omitting proprietary and private information, litigation strategy and legal compliance information.

¹⁰ <https://thefederalist.com/2023/02/10/detransitioners-are-being-abandoned-by-medical-professionals-who-devastated-their-bodies-and-minds/>

¹¹ <https://public.substack.com/p/why-this-detransitioner-is-suing>.

¹² <https://www.dailymail.co.uk/news/article-12310887/Young-North-Carolina-woman-sues-doctors-testosterone-age-17-saying-needed-therapy-not-double-mastectomy-latest-blockbuster-detransition-lawsuit.html>

¹³ <https://www.hrc.org/resources/myths-and-facts-battling-disinformation-about-transgender-rights>

¹⁴ <https://nb.fidelity.com/public/consultingportal/disneyportal/articles/109/disney-medical-travel-benefit>



NATIONAL LEGAL AND POLICY CENTER

October 23, 2023

Ms. Jolene Negre
Associate General Counsel and Secretary
The Walt Disney Company
500 South Buena Vista Street
Burbank, CA 91521

VIA UPS & EMAIL: [REDACTED]

Dear Ms. Negre/Secretary:

As promised, attached is our proof of ownership letter from Fidelity Investments in support of our Oct. 11, 2023 submission of our "Gender-Based Compensation Gaps and Associated Risks" proposal.

I can be reached at [REDACTED] or at [REDACTED] if you have any questions. Further correspondence can also be sent to me at 2217 Matthews Township Parkway, Suite D-229, Matthews, NC 28105.

Sincerely,

Paul Chesser
Director
Corporate Integrity Project

Enclosure: Fidelity Investments shareholder
verification letter

Nat'l Headquarters: 107 Park Washington Court, Falls Church, Virginia 22046

Phone: [REDACTED]

Email: [REDACTED]



October 17, 2023

Corporate Secretary
Walt Disney Company
Shareholder Proposal October 11, 2023
Re: Shareholder Resolution of National Legal and Policy Center

To Whom It May Concern:

This letter is in response to a request from Mr. Peter T. Flaherty, Chairman of the National Legal and Policy Center.

As of October 11, 2023, the National Legal and Policy Center held and has held continuously for at least three years 60.119 shares of Walt Disney Company (DIS) common stock.

Per Mr. Peter T. Flaherty, the National Legal and Policy Center is a proponent of a shareholder proposal submitted to the company in accordance with rule 14(a)-8 of the Securities and Exchange Act of 1934. Our clearing firm, National Financial Services LLC is a wholly owned subsidiary of Fidelity Investments. Our DTC number is 0226.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

A handwritten signature in cursive script that reads "LWick".

Lynn Wickemeyer
Fidelity Investments

W320104-17OCT23



December 15, 2023

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

Re: *The Walt Disney Company*
Shareholder Proposal of the National Legal and Policy Center (“NLPC”)
Securities Exchange Act of 1934—Rule 14a-8

SUBMITTED THROUGH THE SEC ONLINE SHAREHOLDER PORTAL

Ladies and Gentlemen:

This letter responds to the letter dated November 22, 2023 from Lillian Brown of WilmerHale, counsel for The Walt Disney Company (“Disney” or “Company”), requesting that the Division of Corporation Finance (“Staff”) take no action if the Company excludes our shareholder proposal (“Proposal”) from its proxy materials (“Proxy”) for its 2024 annual shareholder meeting.

The Company’s request provides insufficient justification for exclusion and should be denied no-action relief.

The Company’s rationale to omit our Proposal from the Proxy – because it allegedly fails to address a “significant social policy issue” that transcends the Company’s “ordinary business operations” – fails to meet Rule 14a-8’s criteria for exclusion eligibility. Indeed, our Proposal *does* address a *significant* social policy issue that transcends ordinary business, as I explain herein.

Nonetheless, if the Staff determines to issue the Company relief, that act would raise significant constitutional and administrative law issues, as well as concerns about equitable treatment of proposal submissions.

Should the Staff find our Proposal omissible, we intend to seek reconsideration of that decision from the SEC Commissioners. We ask that the Staff reach its conclusions and notify us promptly, in sufficient time for potential appeal in advance of the Company’s proxy materials printing schedule.

Relatedly, we ask that any information pertinent to this proceeding, conveyed

Nat’l Headquarters: 107 Park Washington Court, Falls Church, Virginia 22046

Phone: (703) 237-1970 Email: pchesser@nlpc.org

between the Company and the Staff by any means whatsoever, promptly be conveyed to us as well, as required by Section G.9 of SLB No. 14.¹ This particularly applies to any communications by the Company or any representative of the Company to the Staff of its plans or schedule for printing proxy materials, and includes phone calls, which cannot be used to evade the transparency requirements and are generally discouraged by SEC Staff under section G.10.²

Finally, we ask the Staff to render its no-action determination in light of our stated intention to seek reconsideration, and to issue it with sufficient timeliness to avoid functionally denying us a reconsideration opportunity that is facially a part of this review system.

As to the Company's no-action request, following I address Ms. Brown's "Basis for Exclusion" analysis of our Proposal submission.

NLPC's proposal does focus on a "significant social policy issue" that transcends the Company's "ordinary business operations," and therefore the Proposal should NOT be excluded from its Proxy under Rule 14a-8(i)(7).

NLPC's Proposal, contrary to the Company's claims, addresses issues of ***discrimination*** under gender identity and sexual orientation ***categories*** that indisputably transcend "ordinary business operations" – in fact, there may be no more hotly debated or contested social policy issue in the United States than that of transgenderism, and related gender rights, equality and discrimination issues.

Defining terms

The Proposal begins by stating, "Compensation and benefits inequities persist across employee gender categories, and pose substantial risk to companies and society at large." We also point out factual cases in which gender dysphoria sufferers, who fit under "gender identity" and "sexual orientation" classifications, have been provided "care" of one type – like that under employee insurance coverage provided by the Company – that *only affirms* humans' capabilities to "transition" from one gender to another. Sadly, for many gender dysphoria sufferers, they learn after such treatments that their health has been permanently damaged as a result of such treatments. The "Resolved" paragraph of the Proposal states:

¹ <https://www.sec.gov/pdf/cfs1b14.pdf>; <https://www.sec.gov/corpfin/staff-legal-bulletin-14d-shareholder-proposals>; <https://www.sec.gov/interps/legal/cfs1b14.htm>.

² <https://www.sec.gov/interps/legal/cfs1b14.htm>.

*Shareholders request the board of directors issue a report by Dec. 31, 2024 about compensation and health benefit gaps, which should include how they address dysphoria and de-transitioning care **across gender classifications** (emphasis added), including associated reputational, competitive, operational and litigative risks, and risks related to recruiting and retaining diverse talent. The report should be prepared at reasonable cost, omitting proprietary and private information, litigation strategy and legal compliance information.*

As the Proposal explains, the U.S. Department of Labor states that “equal pay” is required if persons of different genders “perform equal work in the same workplace,” and that “*all forms* (emphasis added) of compensation are covered, meaning not only pay, but also benefits.”³ Also, according to the U.S. Equal Employment Opportunity Commission (EEOC):⁴

It is illegal for an employer to discriminate against an employee in the payment of wages or employee benefits on the bases of race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age (40 or older), disability or genetic information. Employee benefits include sick and vacation leave, insurance, access to overtime as well as overtime pay, and retirement programs.

Clearly in the eyes of the U.S. government, “pay” and/or “compensation” includes health insurance coverage, for the purpose of determining discrimination and fairness in employment. Laws in many U.S. states treat such issues similarly. Without question this makes compensation *and* benefits disparities, and possible discrimination, including health insurance coverage, a “significant social policy issue.” Unfortunately, as we will explain further down in this letter, the tone of the Company’s no-action request to Staff is dismissive and indifferent with regard to EEOC discrimination standards. In our view this demonstrates an even *greater* urgency for shareholders to consider our Proposal, transcending ordinary business.

Previous analogous proposals at other companies

Looking back, shareholder proponents have sponsored scores of proposals that ask boards for reports or analyses of companies’ policies and compensation practices, perceived or real “gaps” or disparities, and their effects upon equitable treatment of workers’ races and/or genders. *All* of the following listed proposals advanced to company

³ “Equal pay,” U.S. Dept. of Labor. See <https://www.employer.gov/EmploymentIssues/pay-and-benefits/Equal-pay/>.

⁴ “Prohibited Employment Policies/Practices,” U.S. Equal Employment Opportunity Commission. See <https://www.eeoc.gov/prohibited-employment-policiespractices>.

proxies because they obviously addressed “significant social policy issues” that transcend ordinary business. For example, proposals with the following titles or topics have been presented for shareholder votes over the past ten years:⁵

- “Report on Compensation for Women”
- “Report on Gender Pay”
- “Report on Gender Pay Gap”
- “Report on Gender Pay Equity”
- “Gender Pay Equity”
- “Racial and Gender Pay Gaps”
- “Report on Whether Gender Pay Gap Exists”
- “Report on Pay Equity”
- “Report on Global Median Gender Pay Gap”
- “Report on Global Median Gender/Racial Pay Gap”
- “Report on Gender/Racial Pay Equity”
- “Gender/Racial Pay Equity”
- “Report on Promotion Data”
- “Report on Promotion Velocity Data”
- “Report Assessing Inclusion in the Workplace”
- “Report if Company Policies or Norms Reinforce Racism in Company Culture”
- “Racial/Civil Rights Audit”
- “Report on Race & Gender Median Pay Gaps”
- “Report on Implement on Elimination of Employment Racial Discrimination”
- “Report on Median Pay Gaps across Race & Gender”
- “Report on Racial Justice Goals & Starting Wages”
- “Report on Worker Health and Safety Racial & Gender Disparities”
- “Report on Costs of Low Wages and Inequality”
- “Report on Alignment of Racial Justice Goals and Starting Wages”
- “Pay Equity Disclosure”
- “Third-Party Racial Equity Audit”
- “Racial and Gender Layoff Diversity Report”

Examples of language from a few of the above proposals show the approach in NLPC’s Proposal is not dissimilar from those considered in past years by shareholders at other companies – and one as recently as 2022 was even considered by the Company’s shareholders:

⁵ ProxyMonitor.org

- Proposal No. 5 on the 2020 proxy statement for Oracle Corporation sought a “Pay Equity Report,”⁶ and the “Whereas” clause began, “The median income for women working full time in the U.S. is 80% of that of their male counterparts. Women of all racial and ethnic groups earn less than men of the same group. Differences in experience, education, role, etc. may account for some of this gap, but an analysis by Glassdoor finds that even controlling for these factors, an unexplained gap of 4.9% remains between men and women in the U.S., and the adjusted gender pay gap for women in the technology industry is higher than average, at 5.4%.” Thus the “Resolved” clause of this proposal asked “that Oracle report annually to the board and shareholders, identifying whether there exists a gender/racial pay gap among its employees, and if so, outline the steps being taken to reduce the gap and support advancement opportunities for women and minorities.”
- A proposal that requested a “Report on Promotion Data” at Amazon.com, Inc. in 2021 (Item 7 on the company’s proxy statement⁷) stated in its “Whereas” clause, “Institutionalized sexism, compounded by racism, has become an undeniable, visible, widespread, and multifaceted problem in the tech industry.” Citing specific examples from news articles, the proponent noted consequences of disparities in various companies’ treatment between genders that include employee dissatisfaction, job walk-offs, discrimination lawsuits, costs related to poor retention, insufficient advancement opportunities, and other negative outcomes for workers. Similarly, NLPC’s Proposal for Disney requests a report on “compensation and health benefit *gaps*, which should include how they address dysphoria and de-transitioning care across gender classifications,” that analyzes possible effects for the Company “including associated policy, reputational, competitive, operational and litigative risks, and risks related to recruiting and retaining diverse talent.”

But perhaps the crowning blow that destroys the Company’s argument for no-action relief is that a “Pay Equity Report” proposal was considered at its own 2022

⁶ “Proposal No. 5: Stockholder Proposal Regarding Pay Equity Report,” 2020 Definitive Proxy Statement, Oracle Corporation, Sept. 18, 2020. See https://www.sec.gov/Archives/edgar/data/1341439/000119312520249194/d78987ddef14a.htm#altoc78987_43, Page 72.

⁷ “Item 7 – Shareholder Proposal Requesting a Report on Promotion Data,” Notice of 2021 Annual Meeting of Shareholders & Proxy Statement, Amazon.com, Inc., April 15, 2021. See https://www.sec.gov/Archives/edgar/data/1018724/000110465921050333/tm2035374-1_def14a.htm#tSHPR, Page 36.

annual meeting – one with similar language to NLPC’s current Proposal, but not addressing concerns for the EEOC discrimination categories that we raise. Item 7 on the 2022 Disney Proxy Statement⁸ (see Page 81) began almost identically to our Proposal that is intended for the Company’s 2024 Proxy: “Pay inequities persist across race and gender and pose substantial risk to companies and society at large.” And the “Resolved” clause was very similar to NLPC’s current Proposal: “Shareholders request Disney report on both *median and adjusted* pay gaps across race and gender, including associated policy, reputational, competitive, and operational risks, and risks related to recruiting and retaining diverse talent.” The only significant difference is that NLPC’s Proposal for 2024 asks for a report on “benefits and health program gaps as they address dysphoria and de-transitioning care across gender classifications,” as opposed to a report on “median and adjusted pay gaps....” The bottom line is both address **gaps** in forms of pay/compensation categories as outlined by the U.S. Dept. of Labor and the EEOC.

Further exacerbating the problems with Disney’s current no-action pleading, the Company also sought approval from Staff to exclude the 2022 “Pay Equity” proposal.⁹ As with the current Proposal, Ms. Brown argued that the 2022 proposal should be omitted from Disney’s proxy statement under the often-argued “ordinary business operations” exemption. In 2022 the Company acknowledged that pay equity *can be* a “significant policy issue” that usually transcends “ordinary business,” but that it should be allowed to exclude the proposal anyway, over litigation concerns.

In contrast, with NLPC’s current Proposal, the Company argues the opposite – that the very same discrimination topic we raise “*does not* focus on a significant social policy issue” (emphasis added). Thus we are left to believe, from the Company’s conflicting positions between 2022 and 2024, that pay (or compensation) equity, as defined under Dept. of Labor and EEOC rules, is only a “significant policy issue” when it comes to the paycheck differences between men and women, or between whites and minorities. But when it comes to EEOC-defined compensation disparities between de-transitioners, and everyone else protected under gender identity and sexual orientation categories, it is *not* a “significant social policy issue.”

In the Company’s 2022 proxy statement, the Board’s opposition statement to the “Pay Equity Report” proposal stated, “Given the commitment to pay equity that already exists and the extensive ongoing work to achieve it, we do not believe that the requested reporting on median and adjusted pay gaps across race and gender is a practical or useful

⁸ “Item 7: Proposal --- Pay Equity Report,” 2022 Notice of Annual Meeting of Shareholders & Proxy Statement, The Walt Disney Company, Jan. 19, 2022. See <https://www.sec.gov/Archives/edgar/data/1744489/000119312522012592/d249883ddef14a.htm#toc24988338>, Pages 81-82.

⁹ See <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2022/arjunawaltdisney011922-14a8.pdf>.

supplement to our existing efforts.”

But shareholders overwhelmingly disagreed with the Board in 2022, voting 59.12 percent in favor of the proposal, highlighting the significant concern from investors about the issue.¹⁰ This precedent, and its response to our current Proposal, underscores the dismissiveness and indifference from the Company has regarding its compensation discrimination based on gender, further necessitating that shareholders be allowed to consider our Proposal at the 2024 annual meeting.

The Company’s mistaken evaluation of the Proposal

As already mentioned, in its no-action request, the Company contends that NLPC’s Proposal falls under the purview of “ordinary business operations” that are simply individualized matters that management decides in its discretion. From its no-action request to Staff:

As a large, global company with over 225,000 employees, of which approximately 167,000 are employed in the U.S., the Company’s decisions regarding the amount and type of benefits it provides to its diverse workforce require complex and extensive analysis that is best suited for management. The analysis that would be necessitated by the Proposal is exactly the type of analysis that Rule 14a-8(i)(7) recognizes as a proper function of management, who have the requisite understanding of the Company’s workforce, human capital management strategy, and compensation objectives to assess the appropriate employee benefits and associated risks thereof.

The Company is mistaken in its simplistic characterization of the Proposal. Like many of the examples from the past ten years cited above, the Proposal seeks a report that analyzes and evaluates *gaps* in the benefits it offers across *categories* or *classifications* of its employees as it pertains to gender. Contrary to the Company’s assertion, the Proposal is not granular in specific health care benefits it does or does not provide, but instead seeks greater insights into the disparities of its general offerings between the needs of those who suffer gender dysphoria and/or who seek “transition treatments,” versus those who have *had* such treatments, have found themselves injured, disfigured or mutilated and regret such therapies, yet have no insurance-covered recourse to attempt restoration of their bodily health or previous conditions.

A “de-transitioning” individual is not merely some otherwise unclassified person seeking a specific type of treatment or health insurance coverage. A “de-transitioner” fits

¹⁰ Form 8-K, The Walt Disney Company, March 9, 2022. See <https://www.sec.gov/Archives/edgar/data/1744489/000174448922000065/dis-20220309.htm>.

into Dept. of Labor- and EEOC-protected categories of prohibited discrimination, which include “sex” – specifically incorporating “gender identity” and “sexual orientation.” Arguably, for a “de-transitioner,” the protected categories of “disability” and/or “genetic information” could *also* be cited as possible bases for discrimination.

Why this significant social policy issue transcends ordinary business

As the Proposal states in its Supporting Statement: “The Company boasts about its 100 percent score on the Human Rights Campaign’s Corporate Equality Index (CEI) and HRC’s designation as a ‘Best Places to Work for LGBT Equality,’ noting the Company complies with CEI’s ‘equitable benefits for LGBTQ+ workers and their families’ requirement.”¹¹

While many advocates and various companies – who aspire to win the approval of groups like HRC – would like to advance the narrative that there is no rational or reasoned opposition to the affirmation of transgenderism, real-world facts tell otherwise.

Public opinion

Public opinion on the issue is deeply divided. A Gallup poll conducted in May 2023 found that 69 percent of people believe transgender athletes should only compete on sports teams that correspond to their birth sex, and 55 percent consider “changing one’s gender” to be “morally wrong.”¹² A *Washington Post*-KFF survey taken in November 2022 discovered that 57 percent of adults believe gender is determined by biology at birth, not “identity,” and that 77 percent of respondents believe it is inappropriate for teachers to discuss transgender identity with children in kindergarten through third grade in public schools, and nearly as many said the same about fourth and fifth grades.¹³ These survey examples, among many that have been conducted in recent years, are only cited here to illustrate how sharply divided and vigorously debated the issue is.

As should be expected, therefore, laws around the country that address various aspects of the issue reflect these divisions in opinion. As of June, 19 states have laws that

¹¹ “Disney Earns Top Score in HRC Foundation Corporate Equality Index,” The Walt Disney Company, Jan. 28, 2022. See <https://thewaltdisneycompany.com/disney-earns-top-score-in-hrc-foundation-corporate-equality-index/>.

¹² Lavietes, Matt. “Most Americans oppose including trans athletes in sports, poll finds,” NBC News, June 12, 2023. See <https://www.nbcnews.com/nbc-out/out-news/americans-oppose-inclusion-trans-athletes-sports-poll-finds-rcna88940>.

¹³ Meckler, Laura & Clement, Scott. “Most Americans support anti-trans policies favored by GOP, poll shows,” *Washington Post*, May 5, 2023. See <https://www.washingtonpost.com/education/2023/05/05/trans-poll-gop-politics-laws/>.

- Daniel Black was given hormonal treatment after only a 30-minute consultation, had his penis removed surgically, but after only a year he regretted his decision and began the de-transitioning process. “The surgery destroyed my life. I cannot orgasm, have children or lead a normal sex life and I miss my genitals every day,” he said.²¹ Internet searches easily turn up countless similar testimonies.
- Several European countries now urge caution in the employment of medical interventions for transgender minors, including the use of puberty blockers, “stressing a lack of evidence that the benefits outweigh the risks,” reported the *Wall Street Journal*.²² This summer the American Academy of Pediatrics said it will order a systematic review of the evidence for “pediatric sex-trait modification.”²³
- A pro-transgender treatment professor at the Yale School of Medicine could not cite a single study that concluded there is strong evidence of benefits for minor patients who undergo transgender surgeries, in testimony before a U.S. House committee.²⁴

Litigation and other risks

Gender dysphoria sufferers who were “affirmed” in their beliefs that they could chemically and/or surgically “transition” to the opposite sex, then came to regret undergoing such treatments, are becoming increasingly litigious. A few examples:

- Two young women, Prisha Mosley of North Carolina and Soren Aldaco of Texas, are suing their care providers who recommended they undergo gender transitions. Mosley’s court-filed complaint says of her doctors, “They lied when they told Mosley she was actually a boy. They lied when they told her that injecting testosterone into her body would solve her

²¹ Stone, Iwan. “I was a confused teenage boy who had transgender surgery to become a woman aged 19, it ‘destroyed’ my life...,” DailyMail.com, July 2, 2023. See <https://www.dailymail.co.uk/femail/article-12250695/I-trans-surgery-woman-19-four-years-later-Im-man.html>.

²² Sapsford, Jathon & Armour, Stephanie. “U.S. Becomes Transgender-Care Outlier as More in Europe Urge Caution,” *Wall Street Journal*, June 19, 2023. See <https://www.wsj.com/articles/u-s-becomes-transgender-care-outlier-as-more-in-europe-urge-caution-6c70b5e0>.

²³ Sapir, Leor. “Second Thoughts on ‘Gender-Affirming Care,’” *Wall Street Journal*, Aug. 6, 2023. See <https://www.wsj.com/articles/second-thoughts-on-gender-affirming-care-american-academy-pediatrics-doctors-review-medicine-a7173276>.

²⁴ Morris, Kyle. “Crenshaw grills Dem witness over failure to name one study citing benefits of surgeries for trans kids,” FoxNews.com, June 15, 2023. See <https://www.foxnews.com/politics/crenshaw-grills-dem-witness-failure-name-one-study-citing-benefits-surgeries-trans-kids>.

numerous, profound mental and psychological health problems. They lied by omission, withholding critical information from her about the long-term adverse health consequences and permanent damage these treatments would cause her....”²⁵ Aldaco’s lawsuit says interventions by her medical care providers led to her “permanent disfigurement and profound psychological scarring.”²⁶

- Michelle Zacchigna had her uterus and breasts removed, and is suing the eight providers who treated her over their “recklessness.”²⁷ “Distress related to my gender was treated to the exclusion of other serious mental health issues which went undiagnosed for years. Blind affirmation of my stated identity closed the door to alternative treatment options. What happened to me should never happen again.”
- Those who desire to “de-transition” cannot find needed treatment, whether from providers or insurance companies.²⁸ The aforementioned Prisha Mosley said every primary care physician, endocrinologist, obstetrician, and gynecologist she’s approached on her insurance list has turned her away or said they can’t help. “I could call and be rejected every single day.” Chloe Cole said, “I reached out to every physician, every therapist who is involved with this, and I haven’t really gotten any help at all.” Cat Cattinson said, “Because of the experimental nature of gender medicine, doctors know very little about the long-term effects of medical transition and even less about the health-care needs of those who detransition.”
- LGBT pressure group Human Rights Campaign, whose Corporate Equality Index scorecard Disney eagerly boasts about, has a similar

²⁵ Reinl, James. “Young North Carolina woman sues the doctors who put her on testosterone at age 17...,” DailyMail.com, July 18, 2023. See <https://www.dailymail.co.uk/news/article-12310887/Young-North-Carolina-woman-sues-doctors-testosterone-age-17-saying-needed-therapy-not-double-mastectomy-latest-blockbuster-detransition-lawsuit.html>.

²⁶ Prestigiacomio, Amanda. “‘No One Has A Right To Sterilize A Child’: Two Detransitioners Sue Doctors Over Medical Interventions,” The Daily Wire, July 26, 2023. See <https://www.dailywire.com/news/no-one-has-a-right-to-sterilize-a-child-two-detransitioners-sue-doctors-over-medical-interventions>.

²⁷ Shellenberger, Michael. “Why This Detransitioner Is Suing Her Health Care Providers,” Public.substack.com, March 22, 2023. See <https://public.substack.com/p/why-this-detransitioner-is-suing>.

²⁸ Bolan, Kelsey. “‘Detransitioners’ Are Being Abandoned By Medical Professionals Who Devastated Their Bodies And Minds,” The Federalist, Feb. 10, 2023. See <https://thefederalist.com/2023/02/10/detransitioners-are-being-abandoned-by-medical-professionals-who-devastated-their-bodies-and-minds/>.

grading system for hospitals called the Healthcare Equality Index.²⁹ Funded by Pfizer and a pharmaceutical industry lobbying association, health care systems are docked points for any behavior HRC deems “discriminatory,” and poor scores can invite litigation from likeminded activist groups. These types of hostility and threats drives decision-making in the health care and corporate worlds.

Rather than show any concern about potential holes in its employee insurance coverage for clearly harmed de-transitioners, instead the Company sneers at the idea that they are a protected class from labor discrimination. Disney’s no-action request (on Page 8) implies that in the Proposal that we insincerely “[quote] discrimination policies from the U.S. Equal Employment Opportunity Commission,” as if it’s impossible to discriminate against rueful de-transitioners who were fooled into having their reproductive organs unnecessarily amputated or removed. We suggest Board members meet with some of the harmed individuals mentioned above and see what they think of the Company’s position.

The evidence is overwhelming that NLPC’s Proposal addresses a significant social policy issue that transcends ordinary business.

Conclusion

As outlined above with voluminous evidence and explanatory details omitted or downplayed in the Company’s no-action request, the Proposal is fully compliant with all aspects of Rule 14a-8. For this reason, NLPC asks the Staff to recommend enforcement action should the Company omit the Proposal from its Proxy.

A copy of this correspondence has been concurrently provided to the Company. If you have any questions or need more information, please feel free to contact me via email at pchesser@nlpc.org or by telephone at 662-374-0175.

²⁹ Sibarium, Aaron. “How A Left-Wing Activist Group Teamed Up With Big Pharma To Push Radical Gender Ideology on American Hospitals,” Washington Free Beacon, May 15, 2023. See <https://freebeacon.com/latest-news/how-left-wing-activist-group-teamed-up-with-big-pharma-to-push-radical-gender-ideology-on-american-hospitals/>.

Office of Chief Counsel
Division of Corporation Finance
December 15, 2023
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Sincerely,



Paul Chesser
Director
Corporate Integrity Project

Cc: Jolene Negre, The Walt Disney Company
Lillian Brown & Jenna El-Fakih, WilmerHale