



US SEC Rule 14a-8 Rescission Proposal

October 2026



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About the authors:



Jack Grogan-Fenn, Newsletter Editor, Minerva Analytics

As Newsletter Editor, Jack oversees the selection, development and publication of Minerva Analytics' weekly blog posts, helping to shape the editorial calendar and ensure content is timely, engaging and relevant to the organisation's audiences. He also plays an important role in driving the organisation's briefing content, supporting topics from initial research and commissioning through to drafting, editing and final publication. Alongside this work, he contributes to a range of wider editorial tasks, helping to maintain consistency, clarity and quality across Minerva's communications. He holds an MA in International Journalism and a BA in Journalism (with Study Abroad), both from City, University of London.



Alex Whitebrook, Independent Adviser

Alex Whitebrook is an independent adviser to Minerva Analytics with extensive experience in climate strategy, ESG research and sustainable market analysis across the UK and China. He previously served as CEO of the China Australia Chamber of Commerce, where he advanced bilateral engagement and regulatory dialogue. Alex now advises organisations on climate governance, sustainability communications, and high-level stakeholder engagement. Australia Chamber of Commerce, where he advanced bilateral engagement and regulatory dialogue. Alex now advises organisations on climate governance, sustainability communications, and high level stakeholder engagement.

US SEC moves to rescind Rule 14a-8

What rescission could mean for stewardship, shareholder rights and the 2027 proxy season and beyond

CORE QUESTION

Will US investors retain a reliable, affordable and transparent route to raise concerns and reach fellow shareholders, or will access depend increasingly on fragmented state laws, company governing documents, private negotiation and litigation?

Key takeaways



The SEC is proposing to remove the national route for placing qualifying shareholder proposals in company proxy materials. No equivalent nationwide replacement has been proposed despite the current process being in place for more than 80 years.



The immediate changes with major implications for Rule 14a-8 have not yet happened, with the rule remaining in force on paper, but SEC has announced its staff will permanently stop responding to 'no action' requests. Companies must now independently assess the potential litigation risks of excluding shareholder proposals at company meetings.



Litigation risk came to the fore this year and will become more important if rescission is successful. Six exclusion disputes were reported in 2026, with mixed outcomes. Court action can influence company decisions, but it is costly and time-sensitive.



A state-led system could produce sharply different rules, with fragmentation risk presenting potential costs and complexity for investees and companies. Texas has introduced higher thresholds for certain proposals, but there is no national state-law substitute for Rule 14a-8.



The outcome and timing remain uncertain. The comment process is open and no final rule, effective date or transition arrangements have been set. This means shareholders face uncertainty but also have the opportunity to stop or temper the proposed changes.

Executive summary

On 16 September 2026, the US Securities and Exchange Commission (SEC) [proposed rescinding Rule 14a-8](#), the federal framework that allows eligible investors to file proposals at companies and place supporting statements in proxy materials. The package would also amend Rule 14a-4 and rescind Rule 14a-6(g), changing both access to the company ballot and the ways investors communicate outside it.

Rescission of Rule 14a-8 would not ban shareholder proposals, but it would remove the consistent federal route through which qualifying proposals reach company proxy materials. Investors would instead need to rely on state law, company governing documents, private negotiation, separate solicitation or litigation. Each route brings different costs, deadlines and legal risks, all of which would prove detrimental to investors and to many companies.

Minerva Analytics views this as a vital market infrastructure issue, not a narrow dispute over environmental or social proposals. Rule 14a-8 underpins proposals on board accountability, executive remuneration, capital allocation, shareholder rights and risk oversight. Removing it could favour investors with direct access to boards and substantial financial and legal resources, while making it harder for smaller proponents to reach the wider shareholder base. A widespread set of investors across the political spectrum has spoken out against the proposed change and called on companies to keep the current shareholder process intact, reflecting the unifying concerns over the potential rescission of Rule 14a-8.

Thomas Bolger, Senior Stewardship Analyst at Minerva Analytics, said:

"Rule 14a-8 has provided shareholders and companies with a consistent and accessible framework for engagement for more than 80 years. Rescinding it would create an uncertain and potentially fragmented environment in which proposal rights depend increasingly on individual companies and state law. The likely consequences include less predictable proposal access, increased litigation and greater use of other escalation tools, particularly votes against directors. It could also result in similar companies facing very different shareholder rights frameworks, meaning investors may be able to submit a proposal at one company but not another despite raising the same issue.

"Shareholder proposals have played an important role in advancing governance reforms that are now widely regarded as good practice, including majority voting, annual director elections, independent board leadership, proxy access, say-on-pay and clawback policies. While shareholder concerns will not disappear, the mechanisms for raising them could become more complex, inconsistent and costly, making stewardship outcomes less predictable for companies and investors alike."

History and significance of Rule 14a-8

A national route to the corporate ballot

Rule 14a-8 was first adopted in 1942 under Section 14(a) of the Securities Exchange Act of 1934. The rule does not give shareholders a general right to direct company policy. Instead, it requires companies to include qualifying proposals and supporting statements in their proxy materials, subject to eligibility, procedural and exclusion tests. This allows a proponent to reach the shareholder base regarding a certain topic without funding a separate campaign.

For more than eight decades the shareholder proposal mechanism has been used for governance reforms, executive remuneration, board accountability, product and operational risks, civil rights and environmental and social matters. Most proposals are advisory. Their practical value lies in testing support among shareholders on differing topics, creating a public record and encouraging boards to engage with investors before or after a vote.

The ‘no action’ process

Shareholder proposals have already suffered a potentially major blow before the proposed rescission of Rule 14a-8 when the SEC decided to [permanently axe its longstanding ‘no action’ process](#) for the exclusion of resolutions. When a company wanted to exclude a proposal, Rule 14a-8(j) required it to notify both the SEC and the proponent. SEC staff commonly issued a non-binding view on whether it would recommend enforcement. The process did not decide legal rights, but it provided relatively quick, public and low-cost guidance and built a body of precedent. The SEC announced it was permanently ending this staff review in August 2026.

WHY THIS ARCHITECTURE MATTERED

Rule 14a-8 gave eligible proposals a route into company proxy materials. The ‘no action’ process helped both sides judge whether exclusion was likely to attract SEC enforcement. Together, they reduced the need to resolve each dispute through private legal advice or urgent litigation.

Federal process, state-law substance

US corporate law is principally state-based, while the federal proxy rules regulate solicitation and disclosure. The boundary is contested. In *Business Roundtable v SEC*, the United States Court of Appeals for the District of Columbia Circuit held that Section 14(a) did not authorise the SEC to regulate the substantive allocation of corporate governance power through its one-share-one-vote rule. Rule 14a-8 has nevertheless operated for decades at the junction between state-law entitlement and federal proxy access.

Minerva’s comparative research shows that the US is unusual because practical access to the ballot sits within securities regulation. In the United Kingdom, Germany, France, Australia, Japan and Canada, company law provides statutory routes, although thresholds and procedures vary. A regulatory route can be removed by the Commission, while statutory rights usually require legislative change.

MINERVA VIEW

The proposed rescission of Rule 14a-8 would expose a significant foundational gap in the US framework. States can define shareholder rights, but there is no ready-made replacement with the national reach and distribution provided by Rule 14a-8.

From regulatory retreat to proposed rescission

The sequence of change

Feb 2025	Staff Legal Bulletin 14M replaced 14L making the rejection of resolutions easier. This change restored earlier approaches to exclusions including micromanagement and economic relevance.
17 Nov 2025	For the 2025–2026 proxy season, the Division of Corporation Finance said it would generally not express substantive views to ‘no action’ requests, except under Rule 14a-8(i)(1).
9 Jul 2026	SEC Chair Paul Atkins called the 2026 proxy season a “proof of concept” for reduced staff involvement and questioned the federal basis for the rule.
14 Aug 2026	The Division discontinued responses to all future Rule 14a-8 ‘no action’ requests, including (i)(1) and ended representation-based no-objection letters.
16 Sep 2026	The SEC proposed rescinding Rule 14a-8, amending Rule 14a-4 and scrapping Rule 14a-6(g).

The SEC’s case

The SEC’s proposal to overhaul the shareholder proposal process rests on both legal authority and policy. The Commission argues that Rule 14a-8 intrudes into matters traditionally governed by state corporate law and that longstanding practice cannot itself establish statutory authority. Chair Paul Atkins has also claimed that repeated federal refinement would continue to entangle the SEC in judgements that states should make and may have inhibited development of state-law approaches.

The Commission has argued that companies and shareholders can resolve disputes through direct engagement, market discipline and legal processes without SEC staff acting as referee. Atkins cited the 2026 season as evidence that the system did not collapse after substantive staff review largely stopped. The change to the SEC’s ‘no action’ approach triggered six lawsuits, which saw one clear victory for the company and one for a shareholder, while three saw settlements where proposals were put back onto proxy materials. There were fewer than 30 such lawsuits in the previous 50 years.

Minerva’s response

Minerva draws a clear distinction between the legal right to raise an issue and the practical ability to put it before other shareholders. States already govern incorporation, fiduciary duties and the matters shareholders may bring forward. Rule 14a-8 performs a different job: it gives qualifying proposals a familiar distribution route through the federal proxy system.

Sarah Wilson, Chief Executive Officer of Minerva Analytics, notes that [states have always been free to legislate](#). Texas is the clearest recent example, but its approach raises filing barriers rather than creating a broadly equivalent national access mechanism.

“Atkins is probably right when he says that this isn't a job the SEC, or arguably any regulator, can perform consistently [but] where I'd part company with him is in treating that as a reason to remove the mechanical floor as well,” Wilson wrote in an [article recently published on the Harvard Law School Forum on Corporate Governance's Blog](#).

“Let the SEC step back from deciding what is “too political” or “too social” and let shareholders decide that for themselves at the ballot box,” she added. “At the same time, retain or replace Rule 14a-8 with a content-neutral requirement that the proxy statement remains open to any proponent who meets the ownership and procedural requirements.”

THE COMMUNICATION ISSUE

In Minerva’s view, moving responsibility to the states is not neutral. A right has limited practical value if investors lack an efficient way to place the issue before the wider shareholder base. Rescission could preserve rights on paper while making them harder to exercise in practice.

The end of the ‘no action’ process

The referee leaves the field

On 14 August 2026, the SEC’s Division of Corporation Finance stopped responding to Rule 14a-8 ‘no action’ requests. SEC staff will no longer indicate whether it would recommend enforcement when a company excludes a proposal. It also ended the representation-based no-objection letters introduced for the 2025-2026 season.

Rule 14a-8 remains in force unless it is officially rescinded. Companies that plan to exclude a proposal must still file the required notice through the SEC’s Shareholder Proposal Form and notify the proponent. The difference is that neither side will receive an informal staff view on whether the Commission would support the exclusion or not.

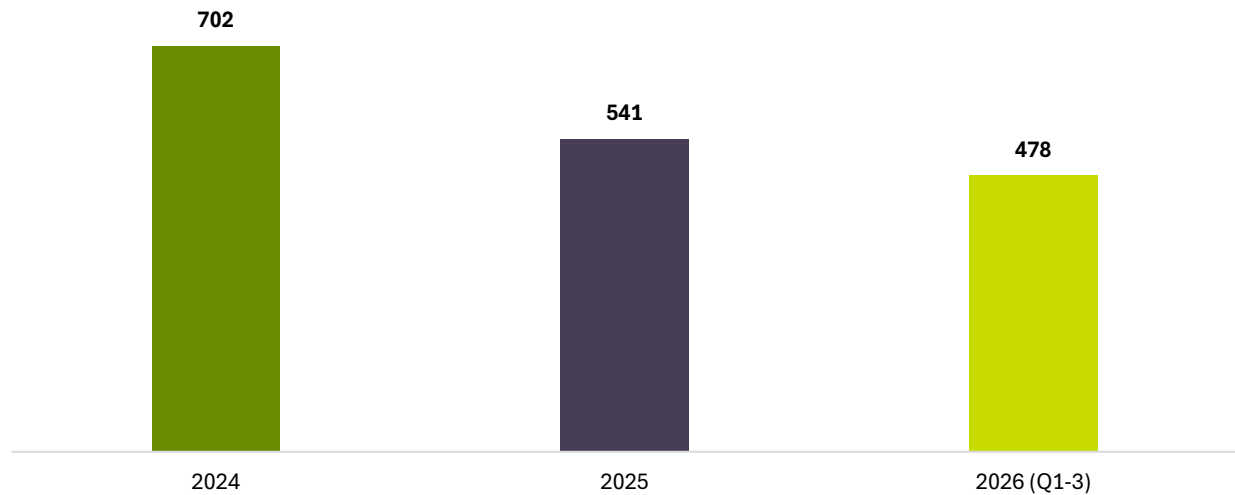
The [SEC said the change](#) would free up resources for Securities Act and Exchange Act filing reviews and pointed users towards its existing guidance. That archive remains useful, but it cannot address new proposal topics or conflicting interpretations as they arise. The practical result is greater uncertainty when companies and proponents decide whether to negotiate, exclude or litigate.

Early evidence from 2026

Minerva recorded 478 US shareholder proposals during the first three quarters of 2026, compared with 541 in full-year 2025 and 702 in full-year 2024. Because most US meetings take place between April and June, the Q1-3 figure is a useful signal, but it is not yet directly comparable with completed annual totals. It suggests that shareholder proposals look likely to decline slightly compared to 2025 following the SEC’s change in ‘no action’ approach.

However, the number of exclusions may have been tempered by the fact that the change for the 2026 proxy season was [only a temporary one](#), with the SEC since announcing it will permanently stop responding to ‘no action’ requests. This means that the impact of the change will be clearer during the 2027 proxy season, with there being a risk of proposal exclusions and litigation in response to those exclusions increasing. Further analysis is available in Minerva Analytics’ [2026 Shareholder Proposal Voting Trends H1 review](#).

Figure 1: US shareholder proposals recorded by Minerva



Source: Minerva Analytics

Minerva's 2026 US-season data also showed that governance proposals are becoming more prominent while environmental and social proposals declined, with this trend accredited by many to the swing in momentum created by Donald Trump's second term as US President. Regulatory uncertainty may have contributed to lower activity and a changing mix, but the data cannot isolate its effect from other factors.

Litigation likely to become the primary battleground

Courts fill the regulatory vacuum

The change to the SEC's 'no action' approach [triggered six lawsuits in 2026](#) over the disputed exclusion of shareholder proposals involving AT&T, Axon Enterprise, PepsiCo, BJ's Wholesale Club, UnitedHealth Group and Chubb. By contrast, there were fewer than 30 such lawsuits in the previous 50 years.

Outcomes were mixed. Some companies settled or restored proposals to the ballot, while courts denied relief in other cases. The 2026 cases show that litigation can put pressure on companies and may deter some proposal exclusions. However, court action is costly and time-sensitive. For many proponents, particularly smaller investors, that can make a challenge impractical even where their underlying case to have resolutions included is credible.

Case	Issue	Outcome
AT&T	Exclusion of workforce diversity (EEO-1) proposal on ordinary business grounds	Settled. Company agreed to include proposal in proxy materials.
PepsiCo	Exclusion of animal welfare proposal due to alleged procedural defects	Settled. Company agreed to include proposal in proxy materials.
Axon Enterprise	Exclusion of political spending disclosure proposal	Settled. Axon agreed to enhanced political spending disclosures for five years; proponent agreed not to refile.
Chubb	Exclusion of climate-related proposal seeking assessment of potential subrogation claims	Pending. Proposal omitted from 2026 proxy. Preliminary injunction denied. Case remains pending with motion to dismiss unresolved.

UnitedHealth	Exclusion of proposal on healthcare impacts of acquisitions	Resolved in company's favour. Court denied injunction; proposal excluded and claim withdrawn.
BJ's Wholesale Club	Exclusion of deforestation proposal	Resolved in shareholder's favour. Court ordered inclusion of proposal in proxy materials and shareholder vote.

Why litigation is not a like-for-like substitute

Cost	Parties need counsel and may require urgent motion practice. The burden is more material for smaller proponents, but it creates additional costs for companies and investors.
Timing	Relief must arrive before proxy material printing, voting cut-offs and the AGM itself. A later judgment may not restore a practical ballot opportunity.
Consistency	Company-specific federal and state decisions may not create the broad, searchable guidance previously supplied by SEC staff.
Remedy	A court can give binding relief in a particular dispute, but settlement may resolve the case without clarifying a wider rule in the state the lawsuit is brought or beyond.
Power balance	Issuers generally control the proxy timetable and have established legal resources. Proponents need to decide comparatively quickly whether to litigate, settle or withdraw.

Implications for the 2027 season

Even if rescission is delayed or revised, the end of 'no action' responses has already changed the 2027 season. Companies must decide whether to exclude proposals without SEC staff input. Proponents should prepare evidence, legal advice and escalation options earlier. Negotiation remains the most practical route in many cases, but the fallback is now more likely to be litigation than administrative review.

Fragmentation risk and investor response

What a state-by-state system could mean

Rescission would not create 50 new proposal regimes overnight. Some companies may continue to include proposals voluntarily. Others may apply different thresholds, procedures and remedies depending on where they are incorporated.

Texas already illustrates how far state rules can diverge, a gap which could well widen if Rule 14a-8 is rescinded. Senate Bill 1057 introduced a higher threshold for certain proposals at covered Texas companies, including a requirement to solicit holders of at least 67% of voting power. This raises the practical barrier to filing rather than creating an equivalent national access route. If states use governance rules to attract incorporations, company-friendly reforms could spread while shareholder protections weaken.

Delaware and Nevada remain relevant because corporate redomiciliation has become a live governance issue, as was highlighted by the case of [ExxonMobil moving its domicile from Delaware to Texas](#) earlier this year. Their significance is not that they have already enacted equivalent proposal systems. It is that investors may increasingly need to analyse proposal access alongside fiduciary standards, charter provisions and litigation rights when companies choose or change domicile.

It is essential to note that this is taking place against a backdrop of a race between certain US states to draw in listings from other states, abroad and IPOs. This race could expand going forward, given that axing Rule 14a-8 gives states further motivation to attempt to entice companies. Texas is the prime example of this; [formally launching the Texas Stock Exchange](#) earlier this year appears likely to lean towards companies over shareholders.

In a speech in July, the SEC's Atkins [called on states](#) that are competing to become — or remain — the leading destination for corporate domestication to “ensure that their corporate laws do not enable the politicization of shareholder meetings”. He has also suggested that the shareholder proposal process has been “weaponized” by investors representing “fringe interests” and was seemingly a key factor in the Commission rescinding Rule 14a-8 under his leadership.

“The SEC proposed rescinding the rule in its entirety, with fingers crossed that state legislators and corporate directors will develop a patchwork of new rules resulting in something better,” warned Glenn Davis, Executive Director of the Council of Institutional Investors (CII). “That patchwork will launch a new race to the bottom in state corporate law and result in a dramatic reduction in shareholders who qualify as proponents, notwithstanding smaller investors' history of putting forward many of the most highly supported proposals.”

FRAGMENTATION RISK

A diversified investor may need to move from applying one federal rule to tracking a patchwork of state law, charter terms, filing thresholds and court remedies. That would increase legal and operational complexity across portfolios.

Investor response

Opposition is broader than a single environmental, social and governance constituency, with the CII just one of many investors with significantly different objectives and political perspectives that have spoken out following the proposed rescission of Rule 14a-8. In comments provided to Minerva Analytics, the Interfaith Center on Corporate Responsibility's (ICCR) Timothy Smith warned about the “vacuum” that risks being left should the SEC successfully rescind Rule 14a-8.

Investors across the political spectrum have swiftly called on companies to preserve the shareholder proposal process irrespective of changes already made or proposed by the SEC. Both the ICCR's Smith and the Shareholder Rights Group's Sanford Lewis welcomed a commitment made by Microsoft to right-wing investor the National Legal and Policy Center (NLPC) which will see the company continue to [accept shareholder proposals](#) under existing ownership thresholds through its 2027 AGM. Investors have also written letters to Costco outlining the risks of altering the shareholder proposal process and urging the company to continue with the long-established practices in place.

Before the proposal to rescind Rule 14a-8 was officially announced, the Investor Rights Forum petition, supported by New York State Comptroller Thomas DiNapoli, Ceres, the ICCR, the Shareholder Rights Group and US SIF, urged the SEC to recalibrate rather than dismantle the framework. Its proposals included a structured engagement period, clearer response deadlines, a longer notice period and modernised electronic filing.

Coverage by Minerva Analytics has recorded concerns from governance professionals at the Florida State Board of Administration and the State of Wisconsin Investment Board. Concerns around the rescission of Rule 14a-8 coming from officials in both Democratic and Republican states stresses that the issue crosses political lines and is an overarching issue which is alarming all investors. The emphasis of these two comments was on predictability and stewardship effectiveness. This supports a measured conclusion that concern crosses institutional and political settings, although it should not be described as universal investor opposition.

The NLPC has lodged similar shareholder proposals at several companies requesting existing shareholder proposal thresholds be preserved, including at the AGMs of Procter & Gamble on 13 October and Oracle on 18 November. Similar resolutions may well come from the same proponent or other shareholders in the coming weeks and months. It will be interesting to see what level of investor support the proposals from the NLPC receive, given that it is coming from a traditionally anti-ESG proponent but is focused on an issue that most investors irrespective of their views will be in favour of.

Three Democrat state finance officials have also [warned that removing Rule 14-8](#) would weaken the long-established channel through which shareholders can bring issues to company ballots, with one describing the proposal as "a direct threat to the rights of long-term investors".

DIFFERENT MOTIVES, SAME OBJECTIVES

One of the most interesting investor reactions to emerge following the SEC's proposal to rescind Rule 14a-8 has come from the far-right Heritage Foundation, the organisation responsible for creating Project 2025. A senior advisor for Heritage's American Investor Initiative has suggested that the rescission of rule would prove disadvantageous to shareholders with conservative interests.

The advisor argued that revoking Rule 14a-8 would stall perceived momentum from conservative corporate investors in challenging progressive corporate policies using shareholder resolutions and undermine efforts to row back on ESG practices and policies.

"The Heritage Foundation has been one of the most vocal critics of proxy advisers, ESG and "woke investment," but now that its own remedy has turned against the agenda it was meant to serve, it seems distinctly unhappy with the SEC's direction of travel," Minerva's Wilson previously wrote.

Though the motivations behind the opposition to rescission differ, it hammers home that shareholders across the political spectrum are opposed to the move and that they largely want to retain the proposal process, as are concerns highlighted about smaller shareholders being disenfranchised.

The concerns flagged by the Heritage Foundation are also echoed by Bowyer Research, a noted anti-ESG proponent. The organisation's founder Jerry Bowyer reportedly said that Republicans may not understand the "unintended consequences" created by rescinding Rule 14a-8 in being able to challenge companies on social-related issues.

Implications for stewardship and alternative routes

Good stewardship becomes harder to exercise

Shareholder proposals are a visible, repeatable and well-established escalation tool. They allow investors to test support and create a public signal without launching a full proxy contest. Removing the established route for resolutions risks detrimentally impacting shareholders' ability to tackle investee companies on governance, executive remuneration, shareholder rights, political activity, operational risk and environmental or social matters. The central issue is access and accountability, not any single proposal category.

Rule 14a-4 and the company proxy

Rule 14a-4 governs management's discretionary authority over matters omitted from a company's proxy statement, including how management may vote on matters not described in its proxy materials. The SEC has proposed amending the rule to provide companies with discretionary proxy authority to vote on matters presented at shareholder meetings but not included on the company's proxy card. The Commission claims that this shift will improve flexibility for companies and improve control for shareholders.

The amendment becomes particularly pertinent if shareholder proposals are no longer included through Rule 14a-8 and approaches fragment depending on what rules and requirements different states decide to adopt. Without Rule 14a-8, the logical would be for shareholders to comply with the company's advance notice bylaw, bring the resolution at the meeting, and force a vote there. Whether that route remains viable depends almost entirely on how discretionary authority is framed, as would be determined by Rule 14a-4. It is essential for investors to assess the final wording of the proposed amendments to Rule 14a-4 as well as the rescission of Rule 14a-8, rather than treating it as a technical side issue.

Rule 14a-6(g) and EDGAR visibility

The SEC has also proposed amendments to the proxy solicitation process, which it described as separate to the changes suggested for Rules 14a-8 and 14a-4. These amendments are: eliminating the requirement that companies deliver an annual report to security holders; axing the delivery deadline when documents are incorporated by reference into a proxy statement; removing the requirement and the ability to submit Notices of Exempt Solicitation; and shortening the minimum broker search period from 20 business days to five business days.

Concerning exempt solicitation notices, the SEC has proposed rescinding Rule 14a-6(g) which requires an investor conducting an exempt solicitation and beneficially owning more than US\$5 million of the relevant securities to file a Notice of Exempt Solicitation on the SEC's EDGAR platform. These notices give the market a central, searchable record of campaign materials and voting arguments. The September proposal would rescind Rule 14a-6(g), removing the mandatory notice regime and weakening this channel for market visibility.

The SEC has argued that most Notices of Exempt Solicitation submitted on EDGAR in recent years have been voluntary submissions and have been used by certain shareholders whose views do not necessarily represent those of other investors to "disseminate their views inexpensively and prominently on EDGAR". Though the SEC acknowledges that the EDGAR page offers "some benefit to shareholders" in enabling communication between investors, it claims that the rescission would reduce potential investor confusion and improve the accessibility of information for investors.

Exempt solicitations would not necessarily disappear entirely, but the long-standing way that they have been conducted would be forced to evolve. Investors could still communicate through other lawful channels, subject to the proxy rules and any applicable filing requirements.

The SEC had previously suggested alternatives to preserve EDGAR access for large investors, but now risks excluding all shareholders. The practical loss is discoverability: market participants may have less consistent access to a central, searchable record of campaign materials and voting arguments.

COMBINED EFFECT

The combined effect matters. Investors could face a harder route to get resolutions onto the company ballot while losing a consistent, searchable channel for alternative campaign materials. That would make both formal proposals and wider shareholder communication less visible and less standardised.

Realistic alternative routes

- ➔ Direct engagement between shareholders and companies and negotiated withdrawal of proposals, where boards are willing to address the underlying investor concern.
- ➔ Independent or exempt solicitation, with greater responsibility for distribution, compliance and investor reach.
- ➔ State-law demands, charter or bylaw procedures, where a viable right and remedy exist.
- ➔ Expedited litigation, principally for proponents with the resources and timetable to pursue it.
- ➔ Director accountability, 'vote no' or 'vote for' campaigns, say-on-pay votes and other management resolutions.
- ➔ Collective shareholder engagement, used with careful attention to solicitation, group and disclosure rules.

It is worth noting that the proposed rescission of Rule 14a-8 would not impact shareholders' existing ability to nominate directors under applicable state law and company governing documents, or the universal proxy framework for contested director elections. The universal proxy card comes from Rule 14a-19 and thus wouldn't be impacted by the SEC proposal.

Removing or overhauling the long-standing route for the shareholder proposals could increase the importance of director nominations and proxy contests as an escalation tool for some investors. This could see shareholder rebellions against senior management figures rise and significantly alter proxy voting trends.

Minerva's Thomas Bolger also noted that it could be interesting to see whether activist investors get more shareholder support when they launch a proxy contest should this become a key channel to challenge governance practices if investors are unable to file proposals.

Future direction and investor implications

Three plausible pathways

Rescission	The SEC adopts a final rule removing Rule 14a-8 and related federal mechanisms. State law, governing documents, solicitation and litigation become more important.
Reform	The Commission narrows or recalibrates the proposal after comments, preserving some federal access or transition arrangements.
Delay or challenge	The rulemaking timetable, revisions, litigation or judicial review postpone or reshape implementation. The ‘no action’ withdrawal continues regardless unless separately reversed.

What happens next

The immediate next step is the public comment period, which runs until 20 November, though several major investors including [CalSTRS](#), [ICCR](#) and the [New York State Comptroller](#) have written to the Commission requesting an extension. The SEC must then decide whether to adopt, revise or withdraw the proposal. This decision could be made by just Atkins and Commissioner Mark Uyeda following a [recent change to the SEC’s quorum rules](#). Any final rule would need an effective date and transition arrangements. Until then, Rule 14a-8 remains in force, but without staff responses to ‘no action’ requests.

A final rescission could face judicial review. Potential challenges may focus on statutory authority, reasoned decision-making and the Commission’s treatment of reliance interests and less disruptive alternatives under the Administrative Procedure Act. These are plausible issues, not a forecast of the outcome. The Investor Rights Forum previously petitioned the SEC to evaluate narrower alternatives.

Implementation before the peak 2027 proxy season appears challenging, but cannot be ruled out. Investors should therefore prepare for two risks at once: the existing ‘no action’ vacuum and the possibility that Rule 14a-8 is later removed.

What investors should watch

- ➔ The precise SEC Federal Register comment deadline and the breadth of the final evidential record.
- ➔ Any transition provisions for proposals already submitted or meetings already in preparation.
- ➔ Changes to Rule 14a-4 and whether management gains broader discretion over matters outside its proxy materials.
- ➔ Whether Rule 14a-6(g) is rescinded and how campaign materials remain discoverable without EDGAR notices.
- ➔ Texas, Delaware, Nevada and company-specific charter or bylaw developments affecting proposal access.
- ➔ Exclusion notices, settlements and court decisions during the 2027 season, including whether outcomes become more inconsistent or if patterns emerge for certain proposal topics.
- ➔ Proposal volume and mix, alongside increased use of director votes, pay votes and public campaigns.

MINERVA TAKEAWAYS

Rule 14a-8 remains one of the most important mechanisms through which shareholders can place material environmental, governance and social concerns before companies and the wider market.

Rescinding or materially narrowing the rule would therefore not make those concerns from investors disappear. Instead, it risks changing which shareholders can raise them, increase the cost and complexity of doing so and reduce the likelihood that other investors receive the relevant arguments in time to sufficiently assess them and act.

In practice, the pressure on companies from shareholders may evolve rather than diminish. Investors could rely more heavily on direct engagement, collective escalation, litigation, exempt solicitations or state-level mechanisms. Larger institutions may be able to absorb those additional costs, but smaller investors and emerging issues could find it harder to gain visibility.

While companies may face fewer proposals on the ballot, they will still likely have to confront the underlying concerns but through less standardised and potentially more adversarial channels.

Reform should therefore preserve meaningful shareholder voice while addressing legitimate concerns about proposal volume, duplication and process. Investors would be well served by reviewing their proposal pipelines, escalation policies, legal support and exposure to relevant state-level regimes now rather than waiting for a final rule.

Early preparation will help investors identify which issues require alternative routes to market and ensure that decision-useful information remains available to other shareholders at the point when they need to act.

About Solactive



Solactive is a Germany-based index provider operating globally and growing at a fast

pace. Since 2007, Solactive has been developing tailor-made and multi-asset class index solutions for global investors. Currently, Solactive is present in Frankfurt, Dresden, Berlin, Toronto and Hong Kong to provide 24/7 coverage.

Solactive principles

“We take our cue from our clients when deciding what’s important to us. So, it will come as no surprise that security, technical infrastructure and regulatory compliance are high on the list. However, it’s just as important to us to ensure that we truly deliver the products and services that our clients are looking for.”

Reliable and service-oriented

- **Security:** Highest standards for data protection and continuity. Solactive employs a number of industry-standard layers of technology to protect and secure data.
- **Regulation:** Compliance with the applicable regulations and regulatory developments.
- **Proactivity:** True partnership – developing products with clients that matter to them.

For more information about Solactive’s tailor-made and multi-asset class index solutions, please visit <https://www.solactive.com/indices/>.

About Minerva



Minerva, a Solactive company helps investors and other stakeholders to

overcome data disclosure complexity with robust, objective research and voting policy tools. Users can quickly and easily identify departures from good practice based on their own individual preferences, local market requirements or apply a universal good practice standard across all markets.

Minerva’s Core Services

- **Global vote agency:** core competence covering bespoke policy, data, research, execution, vote analytics and reporting.
- **ESG research:** covering >90% of the World’s listed companies by value.
- **Sustainability consulting:** TCFD reporting, RI policy creation, IS reporting, sustainability reporting, carbon footprinting, ‘Governance Watch’ and asset owner/manager ESG audits.
- **SDG mapping:** assessing potential alignment/impact of client investments on the delivery of the UN Sustainable Development Goals.
- **Screening:** ESG norms-based analysis that identifies controversial products and breaches of global standards.

For more information, please email hello@minerva.info or call +44 (0)1376 503500.