

d. Revising the reference “paragraphs (d)(3), (f), and (g)” in the introductory text of paragraph (b) of Item 22 to read “paragraphs (d)(2), (d)(3), (f), (g), and (h)”;

e. Revising the last sentence of the introductory text of paragraph (b)(14) of Item 22;

f. Revising paragraph (b)(14)(ii) of Item 22;

g. Removing the semi-colon and “and” from the end of paragraph (b)(14)(iii) of Item 22 and in their place adding a period;

h. Removing paragraph (b)(14)(iv) of Item 22; and

i. Adding an Instruction directly after paragraph (b)(14)(iii) of Item 22.

The additions and revisions read as follows.

**§ 240.14a–101 Schedule 14A. Information required in proxy statement.**

**Schedule 14A Information**

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*Item 7. Directors and executive officers.*

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(d)(1) \* \* \*

(2)(i) If the registrant does not have a standing nominating committee or committee performing similar functions, state the specific basis for the view of the board of directors that it is appropriate for the registrant not to have such a committee and identify each director who participates in the consideration of director nominees;

(ii) Provide the following information regarding the registrant’s director nomination process:

(A) If the nominating committee has a charter, describe the material terms of the nominating committee charter and disclose where a current copy of the charter is available, which can be the registrant’s Web site;

(B) If the nominating committee does not have a charter, state that fact;

(C) If the registrant is a listed issuer (as defined in § 240.10A–3), whose securities are listed on a national securities exchange registered pursuant to Section 6(a) of the Exchange Act (15 U.S.C. 78f(a)) or in an automated inter-dealer quotation system of a national securities association registered pursuant to Section 15A(a) of the Exchange Act (15 U.S.C. 78o–3(a)) that has independence requirements for nominating committee members, disclose any instance during the last fiscal year where any member of the nominating committee did not satisfy the definition of independence in the applicable listing standards;

(D) If the registrant is not a listed issuer (as defined in § 240.10A–3),

disclose whether each of the members of the nominating committee are independent. In determining whether a member is independent, the registrant must use a definition of independence of a national securities exchange registered pursuant to Section 6(a) of the Exchange Act (15 U.S.C. 78f(a)) or a national securities association registered pursuant to Section 15A(a) of the Exchange Act (15 U.S.C. 78o–3(a)) that has been approved by the Commission (as that definition may be modified or supplemented), and state which definition it used. Whatever definition the company chooses, it must apply that definition consistently to all members of the nominating committee and use the independence standards of the same national securities exchange or national securities association for purposes of nominating committee disclosure under this requirement and audit committee disclosure required under § 240.10A–3;

(E) If the nominating committee has a policy with regard to the consideration of any director candidates recommended by security holders, provide a description of the material elements of that policy, which shall include, but not be limited to, a statement as to whether the committee will consider director candidates recommended by security holders;

(F) If the nominating committee does not have a policy with regard to the consideration of any director candidates recommended by security holders, a statement of that fact;

(G) If the nominating committee will consider candidates recommended by security holders, describe the procedures to be followed by security holders in submitting such recommendations;

(H) Describe any specific, minimum qualifications that the nominating committee believes must be met by a nominating committee-recommended nominee for a position on the registrant’s board of directors, describe any specific qualities or skills that the nominating committee believes are necessary for one or more of the registrant’s directors to possess, and describe any specific standards for the overall structure and composition of the registrant’s board of directors;

(I) Describe the nominating committee’s process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the nominating committee evaluates nominees for director based on whether or not the nominee is recommended by a security holder;

(J) State the specific source, such as the name of an executive officer, director, or other individual, of each nominee (other than nominees who are executive officers or directors standing for re-election) approved by the nominating committee for inclusion on the registrant’s proxy card;

(K) If the registrant pays a fee to any third party or parties to identify or assist in identifying or evaluating potential nominees, disclose the function performed by each such third party; and

(L) If the registrant’s nominating committee receives a recommended nominee from a security holder who beneficially owned greater than 3% of the registrant’s voting common stock for at least one year as of the date the recommendation was made, or from a group of security holders who beneficially owned, in the aggregate, greater than 3% of the registrant’s voting common stock, with each of the securities used to calculate that ownership held for at least one year as of the date the recommendation was made, and if the nominating committee chooses not to nominate that candidate:

(1) State the name or names of the security holders who recommended the candidate; and

(2) State the specific reasons for the nominating committee’s determination not to include the candidate as a nominee.

*Instructions to paragraph (d)(2):*

1. For purposes of Item 7(d)(2)(ii), the term “nominating committee” refers not only to nominating committees and committees performing similar functions, but also to groups of directors fulfilling the role of a nominating committee, including the entire board of directors.

2. For purposes of Item 7(d)(2)(ii)(L), the registrant need not identify the recommended candidate.

3. For purposes of Item 7(d)(2)(ii)(L), the percentage of securities held by a nominating security holder, as well as the holding period of those securities, may be determined by the registrant if the security holder is the registered holder of the securities. If the security holder is not the registered owner of the securities, he or she can submit one of the following to the registrant to evidence the required ownership percentage and holding period:

A. A written statement from the “record” holder of the securities (usually a broker or bank) verifying that, at the time the security holder made the recommendation, he or she had held the required securities for at least one year; or

B. If the security holder has filed a Schedule 13D (§ 240.13d–101),