

























**Exhibit A**

**Cauley, Jessica**

**From:** \*\*\*  
**Sent:** Sunday, October 01, 2017 5:58 PM  
**To:** Hnat, Jim  
**Cc:** McCarthy, Eileen  
**Subject:** Rule 14a-8 Proposal (JBLU)``  
**Attachments:** CCE01102017\_4.pdf

Mr. Hnat,

Please see the attached rule 14a-8 proposal to enhance long-term shareholder value at de minimis cost.

Sincerely,

John Chevedden

JOHN CHEVEDDEN

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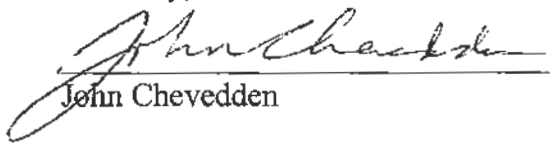
Mr. James G. Hnat  
Corporate Secretary  
JetBlue Airways Corporation (JBLU)  
27-01 Queens Plaza North  
Long Island City, New York 11101  
PH: 718-286-7900

Dear Mr. Hnat,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is intended as a low-cost method to improve company performance. This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to <sup>\*\*\*</sup>

Sincerely,

  
John Chevedden

October 1, 2017  
Date

cc: Eileen McCarthy <Eileen.McCarthy@jetblue.com>

[JBLU – Rule 14a-8 Proposal, October 1, 2017]  
[This line and any line above it – *Not* for publication.]

**Proposal [4] - Shareholder Proxy Access**

RESOLVED: Shareholders ask the board of directors to amend its bylaws or other documents, as necessary, to provide proxy access for shareholders as follows:

1. Nominating shareholders or shareholder groups must beneficially own 3% or more of the Company's outstanding common stock continuously for at least three years and pledge to hold such stock through the annual meeting.
2. Nominators may submit a statement of 500 words or less in support of each nominee to be included in the Company proxy.
3. The number of shareholder-nominated candidates eligible to appear in proxy materials shall be one quarter of the directors then serving or two, whichever is greater.
4. No limitation shall be placed on the number of shareholders that can aggregate their shares to achieve the 3% of Required Stock.
5. No limitation shall be placed on the re-nomination of shareholder nominees by Nominators based on the number or percentage of votes received in any election.
6. The Company shall not require that Nominators pledge to hold stock after the annual meeting if their nominees are not elected.
7. Loaned securities shall be counted as belonging to a nominating shareholder if the shareholder represents it has the legal right to recall those securities for voting purposes and will hold those securities through the date of the annual meeting.

Proxy access for shareholders enables shareholders to put competing director candidates on the company ballot to see if they can get more votes than some of management's director candidates. A competitive election is good for everyone. This proposal can help ensure that our management will nominate directors with outstanding qualifications in order to avoid giving shareholders a reason to exercise their right to use proxy access.

Please vote to enhance shareholder value:  
**Shareholder Proxy Access– Proposal [4]**  
[The above line – *Is* for publication.]

John Chevedden,  
proposal.

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sponsors this

Notes:

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

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

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

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

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

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

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**Exhibit B**

## Cauley, Jessica

**From:** Yevmenenko, Irina  
**Sent:** Tuesday, January 09, 2018 11:52 AM  
**To:** Cauley, Jessica  
**Subject:** FW: JetBlue Airways Rule 14a-8 Proposal  
**Attachments:** image2017-10-05-174647.pdf

**Irina Yevmenenko** | Counsel

T +1 2128198570 E [iyevmenenko@whitecase.com](mailto:iyevmenenko@whitecase.com)

White & Case LLP | 1221 Avenue of the Americas | New York, NY 10020-1095

**From:** McCarthy, Eileen [<mailto:Eileen.McCarthy@jetblue.com>]

**Sent:** Thursday, October 05, 2017 5:50 PM

**To:** \*\*\*

**Subject:** JetBlue Airways Rule 14a-8 Proposal

5 October 2017

VIA EMAIL

Dear Mr. Chevedden,  
Please see the attached.

Thank you.

**Eileen McCarthy**

VP, Associate General Counsel Corporate Governance

JetBlue

27-01 Queens Plaza North

Long Island City, NY 11101

Office: 718-709-2272

Cell: 646-209-3801

To fly: Call 1-800-JETBLUE or visit [jetblue.com](http://jetblue.com)







**Cauley, Jessica**

**From:** McCarthy, Eileen <Eileen.McCarthy@jetblue.com>  
**Sent:** Friday, October 06, 2017 8:58 PM  
**To:** \*\*\*  
**Cc:** Hnat, Jim  
**Subject:** Re: Rule 14a-8 Proposal (JBLU) blb

Thank you Mr. Chevedden.

Best,  
Eileen McCarthy

Sent from my iPhone

> On Oct 6, 2017, at 8:54 PM, \*\*\* wrote:  
>  
> Dear Ms. McCarthy,  
> Please see the attached broker letter.  
> Sincerely,  
> John Chevedden  
>  
> <CCE06102017\_2.pdf>



**Exhibit C**



**AMENDED AND RESTATED  
BYLAWS OF  
JETBLUE AIRWAYS CORPORATION**

(as amended and restated as of January 8, 2018)

**ARTICLE I  
OFFICES**

SECTION 1. The registered office shall be in the City of Dover, County of Kent, State of Delaware.

SECTION 2. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE II  
MEETINGS OF STOCKHOLDERS**

SECTION 1. (a) All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

(b) The Board of Directors may, in its sole discretion, determine that stockholder meetings shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Section 211(a)(2) of the General Corporation Law of Delaware. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors

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may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication (i) participate in a meeting of stockholders; and (ii) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (x) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxy holder; (y) the corporation shall implement reasonable measures to provide such stockholders and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (z) if any stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

SECTION 2. Annual meetings of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. At each annual meeting, the stockholders shall elect directors to succeed those directors whose terms expire in that year and shall transact such other business as may properly be brought before the meeting.

SECTION 3. Unless otherwise provided by law, and except as to any stockholder duly waiving notice, the notice of any meeting shall be given personally or by mail or by electronic transmission in the manner provided by law to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, notice shall be deemed given when deposited in the mail, postage prepaid, directed to the stockholder at his or her address as it appears on the records of the corporation. Whenever stockholders are required or permitted to take any action at a meeting, unless notice is waived in writing or by electronic transmission by all stockholders entitled to vote at the meeting, a notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting,; the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting; and, in the case of a special meeting, the purpose for which the meeting is called.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If, however, the

adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 4. The officer who has charge of the stock ledger of the corporation shall prepare and make available, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

SECTION 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may only be called by the Chairman of the Board, the Vice Chairman of the Board or the Chief Executive Officer.

SECTION 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting.

SECTION 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

SECTION 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, either the Chairman of the Board, the Vice Chairman of the Board or the stockholders

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entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

SECTION 10. Unless otherwise provided in the certificate of incorporation, and subject to the provisions of Article VII, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period.

SECTION 11. (a) Nominations of persons for election to the Board of Directors of the corporation and the proposal of other business to be considered by the stockholders may be made only at an annual meeting of stockholders and only (i) if brought before the meeting by the corporation and specified in the corporation's notice of meeting delivered pursuant to Section 3 of this Article II, (ii) if brought before the meeting by or at the direction of the Board of Directors or (iii) if brought before the meeting by a stockholder of the corporation who (x) was a stockholder of record (and, with respect to any beneficial owner, if different, on whose behalf any nomination or proposal is made, only if such beneficial owner was the beneficial owner of shares of capital stock of the corporation) both at the time of giving of notice provided for in this Section 11, and at the time of the meeting, (y) is entitled to vote at the meeting, and (z) has complied with this Section 11 as to such nominations or other business. Except for proposals properly made in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (as so amended and inclusive of such rules and regulations, the "Exchange Act"), or in accordance with Section 5 of Article III of these bylaws, and, in each case, included in the notice of meeting given by or at the direction of the Board of Directors, the foregoing

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clause (iii) shall be the exclusive means for a stockholder to propose business to be considered or to propose any nominations of persons for election to the Board of Directors at an annual meeting of the stockholders.

(b) Without qualification, for any nominations of persons for election to the Board of Directors of the corporation or other business to be properly brought before an annual meeting by a stockholder, in each case, pursuant to clause (a)(iii) of this Section 11, the Proposing Person must (x) have given timely notice thereof in writing and in proper form to the Secretary of the corporation and (y) provide any updates or supplements to such notice at the times and in the forms required by these bylaws. To be timely, a stockholder's notice shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the one-year anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) days, or delayed by more than sixty (60) days, from such anniversary date, notice by the stockholder to be timely must be so delivered, or mailed and received, not later than the close of business on the later of the ninetieth day prior to such annual meeting or the tenth (10<sup>th</sup>) day following the day on which Public Announcement (as defined in this Section 11) of the date of such annual meeting is first made by the corporation. In no event shall any adjournment of an annual meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder's notice.

For purposes of these bylaws, the term "Proposing Person" shall mean (i) the stockholder of record providing the notice of a proposed nomination or other business proposed to be brought before a meeting, (ii) the beneficial owner or beneficial owners, if different, on whose behalf the proposed nomination or other business proposed to be brought before a meeting is made, and (iii) any affiliate or associate (for purposes of these bylaws, each within the meaning of Rule 12b-2 under the Exchange Act) of such stockholder of record or beneficial owner.

For purposes of these bylaws, the term "Public Announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(c) To be in proper form, a stockholder's notice shall set forth:

(i) As to each Proposing Person:

(A) the name and address of such Proposing Person (including, if applicable, the name and address that appear on the corporation's stock ledger);

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(B) the class or series and number of shares of capital stock of the corporation that are, directly or indirectly, owned of record or beneficially (within the meaning of Rule 13d-3 under the Exchange Act) by such Proposing Person or any of its affiliates or associates (within the meaning of Rule 12b-2 under the Exchange Act), including any shares of any class or series of the capital stock of the corporation as to which such Proposing Person or any of its affiliates or associates has a right to acquire beneficial ownership at any time in the future;

(C) all Synthetic Equity Interests, which, for purposes of these bylaws shall mean any derivative, swap, hedge, repurchase, so-called “stock borrowing” agreement or arrangement or other transaction or series of transactions, engaged in, directly or indirectly, by such Proposing Person or any of its affiliates or associates, the purpose or effect of which is to (1) give such Proposing Person economic benefit and/or risk similar to ownership of shares of any class or series of the capital stock of the corporation, in whole or in part, including due to the fact that the value of such Synthetic Equity Interest is determined by reference to the price, value or volatility of any shares of any class or series of the capital stock of the corporation, or which Synthetic Equity Interest provides, directly or indirectly, the opportunity to profit from any increase in the price or value of shares of any class or series of the capital stock of the corporation, (2) mitigate loss to, reduce the economic risk of or manage the risk of share price changes for, any person or entity with respect to any share of any class or series of capital stock of the corporation, (3) otherwise provide in any manner the opportunity to profit or avoid a loss from any decrease in the value of any shares of any class or series of capital stock of the corporation, or (4) increase or decrease the voting power of any person or entity with respect to any shares of any class or series of capital stock of the corporation, including a description of the material terms of each such Synthetic Equity Interest, including, without limitation, identification of the counterparty to each such Synthetic Equity Interest and disclosure, for each such Synthetic Equity Interest, as to whether (x) such Synthetic Equity Interest conveys any voting rights in such shares to such Proposing Person, (y) such Synthetic Equity Interest is required to be, or is capable of being, settled through delivery of such shares or (z) such Proposing Person, or to the extent known, the counterparty to such Synthetic Equity Interest, may have entered into other transactions that hedge or mitigate the economic effect of such derivative, swap or other transaction;

(D) any proxy (other than a revocable proxy or consent given in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the Exchange Act by way of a solicitation statement filed on Schedule 14A), agreement, arrangement, understanding or relationship pursuant to which such Proposing Person has or shares a right to vote any shares of any class or series of the capital stock of the corporation;

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(E) any rights to dividends or other distributions on the shares of any class or series of the capital stock of the corporation owned beneficially by such Proposing Person that are separated or separable from the underlying shares of the corporation;

(F) any performance related fees (other than an asset based fee) that such Proposing Person is entitled to, based on any increase or decrease in the price or value of shares of any class or series of the capital stock of the corporation, or any Synthetic Equity Interests, if any;

(G) a description of the material terms of all arrangements, agreements or understandings (whether or not in writing) entered into by any of the Proposed Nominees and/or Proposing Person or any of its affiliates or associates with any other person for the purpose of acquiring, holding, disposing or voting of any shares of any class or series of capital stock of the corporation;

(H) a description of the material terms of all arrangements, agreements or understandings (whether or not in writing) (x) between or among any of the Proposing Persons or (y) between or among any Proposing Person and any other person or persons (including their names) pursuant to which the nomination(s) are to be made or, for any proposal that relates to any business other than nominations for election of directors, relating to such business matter of the proposal, as applicable;

(I) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or among any Proposing Person, on the one hand, and each Proposed Nominee or his or her respective affiliates and associates, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 under Regulation S-K if such Proposing Person were the “registrant” for purposes of such rule and the proposed nominee were a director or executive officer of such registrant;

(J) a statement whether or not the Proposing Person will deliver a proxy statement and form of proxy to holders of at least the percentage of voting power of all of the shares of capital stock of the corporation reasonably believed by such Proposing Person to be sufficient to elect the nominee or nominees proposed to be nominated or approve the proposal if it relates to any business other than nominations for election of directors;

(K) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the Proposed Nominees named in its notice or, for any proposal that relates to any business other than nominations for election of directors, to bring such business before the meeting;

(L) the names and addresses of other stockholders (including beneficial owners) known by any of the Proposing Persons to support such nominations or, for any proposal that relates to any business other than nominations for election of directors, such business, and, to the extent known, the class or

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series and number of all shares of the corporation's capital stock owned beneficially or of record by such other stockholder(s) or other beneficial owner(s);

(M) a representation required pursuant to subparagraph (h) of Section 5 of Article III of these bylaws; and

(N) any other information relating to such Proposing Person or the proposed business (including, as applicable, information about any Proposed Nominee, including such Proposed Nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) that would be required to be disclosed in a proxy statement or other filing required to be made in connection with solicitations of proxies in support of the nomination for election of directors or the other business proposed to be brought before the meeting pursuant to Section 14(a) of the Exchange Act.

The disclosures to be made pursuant to the foregoing clauses (A) through (F) are referred to as "Disclosable Interests"; provided, however, that Disclosable Interests shall not include any such disclosures with respect to the ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is a Proposing Person solely as a result of being the stockholder of record directed to prepare and submit the information required by this Section 11 on behalf of a beneficial owner.

(ii) As to each person, if any, whom a Proposing Person proposes to nominate for election or reelection as a director (a "Proposed Nominee"):

(A) the name, age, business address and residence address of the Proposed Nominee;

(B) the principal occupation or employment of the Proposed Nominee; and

(C) the class or series and number of shares of capital stock of the corporation that are, directly or indirectly, owned of record or beneficially (within the meaning of Rule 13d-3 under the Exchange Act) by the Proposed Nominee, including any shares of any class or series of the capital stock of the corporation as to which such Proposed Nominee has a right to acquire beneficial ownership at any time in the future.

(iii) As to any business other than nominations for election of directors that a Proposing Person proposes to bring before an annual meeting:

(A) a reasonably brief description of the business desired to be brought before the annual meeting, including the reasons for conducting such business at the annual meeting; and

(B) the text of the proposal or business (including the text of any resolutions proposed for consideration).

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(d) A Proposing Person providing notice of a proposed nomination for election to the Board of Directors of the corporation or other business proposed to be brought before a meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five (5) business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight business days prior to the date for the meeting or, if practicable, any adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been adjourned or postponed) (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof). The corporation may also require any Proposed Nominee for election to the Board of Directors of the corporation to furnish such other information (i) as may be reasonably required by the corporation to determine the eligibility of such proposed nominee to serve as an independent director of the corporation in accordance with the corporation's Corporate Governance Guidelines as then in effect or (ii) that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such proposed nominee.

(e) Notwithstanding anything in paragraph (b) of this Section 11 to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased and there is no Public Announcement by the corporation naming all of the nominees for director or specifying the size of the increased Board of Directors made by the corporation at least ten (10) business days before the last day a stockholder could otherwise deliver a notice of nomination in accordance with such paragraph (b) of this Section 11, a stockholder's notice required by this Section 11 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than the close of business on the tenth (10<sup>th</sup>) day following the day on which such public announcement is first made by the corporation.

The presiding officer of the meeting shall have the authority to determine and declare to the meeting that a nomination not preceded by notification made, or any business not properly brought before the meeting, in accordance with the foregoing procedure shall be disregarded. If such person should so determine, such person shall so declare to the meeting and any such nomination or business not properly

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