



**Via Online Shareholder Proposal Form**

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

February 5, 2025

**RE: eBay Inc.  
Exclusion of Stockholder Proposal Submitted by Chris Mueller**

Ladies and Gentlemen:

On behalf of eBay Inc., a Delaware corporation (“**eBay**” or the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are submitting this letter with respect to the stockholder proposal (the “**Proposal**”) submitted by Chris Mueller (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2025 Annual Meeting of Stockholders (the “**2025 Proxy Materials**”). A copy of the Proposal and its supporting statement is attached hereto as Exhibit A, and all relevant correspondence with the Proponent is attached hereto as Exhibit B.

The Company intends to exclude the Proposal from the 2025 Proxy Materials and hereby respectfully requests confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal in its entirety from the 2025 Proxy Materials.

Pursuant to Rule 14a-8(j), this letter is being submitted to the Commission no later than 80 calendar days before the date the Company intends to file its definitive 2025 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal from the 2025 Proxy Materials to be proper.

In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent. Rule 14a-8(k) and Section E of Staff Legal Bulletin No.



14D (Nov. 7, 2008) provide that stockholder proponents are required to send companies a copy of any correspondence that the stockholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the Company.

### **THE PROPOSAL**

The Proposal states in relevant part:

My proposal: Ebay, Inc. should demand additional disclosures from our transfer agent for the benefit of our registered holders including:

- 1) Providing an update regarding alleged arbitrage opportunities that may be enabled through recurring DirectStock Plan purchases.
- 2) Disclosing how investor's registered shares used for "operational efficiency" (which title is legally owned by Cede & Co.) are protected (or insured). According to section 15 of our investment plan, securities held in DirectStock accounts are not insured.
- 3) Disclosing how Computershare determines what percentage of aggregate DSPP shares are held at DTC for operational efficiency.
- 4) Disclosing specifically why certificated shares (that are enrolled in DirectStock Plan) can not be held at DTC for operational efficiency.

### **BASES FOR EXCLUSION**

The Company believes that the Proposal may be properly omitted from 2025 Proxy Materials pursuant to:

1. Rule 14a-8(e)(2), because the Company did not receive the Proposal before the deadline for submitting stockholder proposals for inclusion in the 2025 Proxy Materials;
2. Rule 14a-8(b)(1)(i) and Rule 14a-8(f)(1), because the Proponent failed to provide the requisite proof of continuous stock ownership;
3. Rule 14a-8(i)(6), because the Company lacks the power and authority to implement the Proposal; and
4. Rule 14a-8(i)(7), because the Proposal deals with a matter relating to the Company's ordinary business operations.



## ANALYSIS

**I. The Proposal may be omitted under Rule 14a-8(e)(2) because the Company did not receive the Proposal before the deadline for submitting stockholder proposals for inclusion in the 2025 Proxy Materials.**

The Company respectfully requests that the Staff concur that the Proposal may be properly excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal before December 26, 2024, the deadline for submitting stockholder proposals to the Company.

### **A. Background**

The Company provided clear instructions regarding the deadline and procedures for receiving stockholder proposals submitted for inclusion in the 2025 Proxy Materials in its proxy statement for the Company's 2024 Annual Meeting of Stockholders, filed on April 25, 2024 (the "**2024 Proxy Statement**"):

You may submit proposals for consideration at future annual stockholder meetings. To be considered for inclusion in the proxy materials for our 2025 Annual Meeting of Stockholders, your proposal (other than a proposal for director nomination) must be received by our Corporate Secretary at our principal executive office **no later than December 26, 2024**. Your proposal must comply with the procedures and requirements set forth in Rule 14a-8 under the Exchange Act. **Your proposal should be sent to our Corporate Secretary at our principal executive office (1) via registered, certified or express mail to 2025 Hamilton Avenue, San Jose, California 95125, or (2) via email to shareholderproposals@ebay.com (with a confirmation copy sent via first class mail to our Corporate Secretary at the foregoing address);** no facsimile submissions will be accepted (emphasis added).

An extract from the 2024 Proxy Statement with this disclosure is attached to this letter as Exhibit C. The Company calculated the December 26, 2024 deadline for submission of stockholder proposals in accordance with Rule 14a-8(e)(2) and Section C.3.b of Staff Legal Bulletin No. 14 (July 13, 2001), which guides companies to "[i] start with the release date disclosed in the previous year's proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days."

Despite the clear instructions set forth in the 2024 Proxy Statement, the Proponent attempted to submit the Proposal to the Company on December 18, 2024 via an email sent to a different email address than the email address specified in the 2024 Proxy Statement (the "**Initial Email**"). In addition, despite the instructions in the 2024 Proxy Statement regarding physical delivery of stockholder proposals, the Company has no record of having received the Proposal or a confirmation copy thereof by mail.



The Initial Email was sent solely to a general-purpose investor relations address, [ir@ebay.com](mailto:ir@ebay.com), that the Company utilizes as a means of screening inbound questions and meeting requests from investors and analysts. This email address receives an extremely high volume of inbound emails due to its inclusion in most press releases and company announcements. Because the Company has never identified this email address to its stockholders as an appropriate address for submission of Rule 14a-8 proposals and does not monitor the account for such purposes, the personnel responsible for administering this account did not acknowledge receipt of the Initial Email or forward it to the appropriate team at the Company responsible for handling stockholder proposals.

Although the Initial Email included a request that the Company acknowledge receipt, the Proponent waited more than a month after sending the Initial Email, and nearly a month after the submission deadline set forth in the 2024 Proxy Statement, before attempting to confirm that the Proposal had been received. On January 24, 2025, the Proponent forwarded the Initial Email to the same improper investor relations email address as before, along with a note suggesting that he had not received a response (the "**Second Email**"), this time copying a member of the Company's legal department with whom the Proponent had previously corresponded regarding an untimely stockholder proposal that he had submitted and subsequently withdrawn in the prior year. Although this member of the Company's legal department was absent on parental leave, upon seeing the Second Email he nevertheless promptly flagged the Second Email to the appropriate team at the Company responsible for handling stockholder proposals and instructed that the Second Email be forwarded to that team. The appropriate team at the Company confirmed receipt of the Second Email later on that same day and noted to the Proponent that the Proposal had been sent to an incorrect email address.

### **B. Rule**

Under Rule 14a-8(f)(1), a company may exclude a stockholder proposal if the proponent fails to follow one of the eligibility or procedural requirements in Rule 14a-8, including the requirement in Rule 14a-8(e) that stockholder proposals submitted with respect to a company's regularly scheduled annual meeting must be *received* at the company's principal executive offices not less than 120 calendar days before the anniversary date of the company's proxy statement that was released to stockholders in connection with the previous year's annual meeting. Rule 14a-8(f)(1) further provides that a company "need not provide [the proponent with a] notice of a deficiency if the deficiency cannot be remedied, *such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline*" (emphasis added).

The Staff strictly construes the deadline for Rule 14a-8 stockholder proposals and has consistently permitted companies to exclude from proxy materials those proposals that were not properly received by the applicable deadline, including as a result of submission to an improper email address. *See, e.g., Alcoa, Inc.* (Jan. 12, 2009) (concurring with the exclusion of a proposal in which the proponent submitted a proposal by email to the company's investor relations department as opposed to the company's corporate secretary's office and by facsimile to a number that was not in the company's principal



executive offices); *American Airlines Group Inc.* (Apr. 19, 2024) (concurring with the exclusion of a proposal where the proponent failed to follow Staff guidance and company proxy statement instructions for emailed submission of a proposal); *Discover Financial Services* (Mar. 20, 2020) (concurring with the exclusion of a proposal in which the proponent submitted the proposal via email to two company employees who no longer worked for the company, an employee in a department not responsible for receiving stockholder proposals and to an email address that did not belong to the company); *Sprint Corp.* (Aug. 1, 2018) (concurring with the exclusion of a proposal in which the proponent submitted the proposal via email to a company employee who was not an attorney and worked in a department not responsible for handling stockholder proposals).

### **C. Discussion**

By ignoring the explicit procedural instructions in the 2024 Proxy Statement and directing the Initial Email to an improper email address that the Company has never identified to stockholders as a legitimate channel for the submission of stockholder proposals, the Proponent failed to deliver the Proposal prior to the Company's properly determined deadline. The Proposal may therefore properly be excluded from the 2025 Proxy Materials under Rule 14a-8(e)(2) and Rule 14a-8(f)(1).

As the Staff has acknowledged in Section F of Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("**SLB 14L**"), "incorrect email addresses can prevent an email from being delivered to the appropriate recipient" at a company, and the Staff therefore encourages proponents "in those instances where the company does not disclose in its proxy statement an email address for submitting proposals" to "contact the company to obtain the correct email address for submitting proposals before doing so." The Staff further warns proponents that they "risk exclusion of their proposals if they do not receive a confirmation of receipt from the company in order to prove timely delivery with email submissions." *Id.*

As the Staff has acknowledged by encouraging proponents to obtain the "correct" email address for submission of stockholder proposals, a proponent cannot satisfy Rule 14a-8(e) delivery requirements by emailing a stockholder proposal to an incorrect email address and failing to verify whether such address is an appropriate channel for submission. See SLB 14L; see also *American Airlines Group Inc.* To require otherwise would mean that every Company employee with an "@ebay.com" email address would be obligated to monitor incoming emails for potential Rule 14a-8 stockholder proposals—an untenable and impracticable result. As discussed above, the Proponent did not send the Proposal to the email address identified in the 2024 Proxy Statement; did not contact the Company to obtain the correct email address for submitting proposals; and did not follow up regarding his improperly submitted proposal until nearly a month after the deadline for submission had passed. Instead—and despite past correspondence with Company personnel regarding a previously submitted proposal—the Proponent ignored the guidance in SLB 14L and emailed the Proposal to a different address that was not monitored by Company personnel with any procedural involvement in or awareness of Rule 14a-8 proposals. When the Proponent elected to attempt to submit the Proposal via means other than the proper channels identified in the 2024 Proxy Statement, it was his



responsibility to confirm receipt of his attempted submission. When no confirmation of receipt was received, it was similarly the Proponent's responsibility to follow up with any of the other email addresses that he had for responsible employees at the Company—which he failed to do until nearly a month after the submission deadline.

Because of the Proponent's failure to follow the Staff guidance as issued in SLB 14L and the Proponent's failure to follow the Company's guidance in the 2024 Proxy Statement for how to properly submit the Proposal, the Proposal was not timely submitted and may properly be excluded from the 2025 Proxy Materials.

**II. The Proposal may be omitted under Rule 14a-8(b)(1)(i) and Rule 14a-8(f)(1) because the Proponent failed to provide the requisite proof of continuous stock ownership.**

**A. Background**

In the Proposal, the Proponent states that he is an individual investor with a registered ownership position. Following receipt of the Second Email and delivery of the Proposal to the appropriate team with responsibility for handling stockholder proposals, the Company reviewed its stockholder records in an effort to investigate whether the Proponent held sufficient shares of the Company's common stock to be eligible under Rule 14a-8(b)(1)(i) to submit a stockholder proposal. The Company determined, based on these records, that the Proponent has been the record holder of one share of the Company's common stock since August 23, 2023. A copy of the Proponent's stock ownership record provided by the Company's transfer agent, Computershare Shareowner Services LLC ("**Computershare**"), is attached to this letter as Exhibit D. Based on the trading price of the Company's common stock in the 60 days preceding December 18, 2024, the purported date of attempted submission of the Proposal, the maximum market value of this single share during such period was \$66.52.

Although the Proposal was untimely, on January 24, 2025, promptly following receipt of the Second Email, the Company requested via email that the Proponent provide proof of ownership of Company stock demonstrating his eligibility to submit a stockholder proposal. By reply email dated January 26, 2024, the Proponent reaffirmed that he is a registered holder and provided an image of a stock certificate evidencing ownership of one share of the Company's common stock, consistent with the Company's investigation. Following additional informal correspondence between the Company and the Proponent, in which the Company reminded the Proponent that ownership of a single share was insufficient to establish eligibility to submit a proposal, the Company sent formal notice to the Proponent by email on January 27, 2025, including a copy of Rule 14a-8 (the "**Deficiency Notice**"), and the Proponent acknowledged receipt by email that same day. The Deficiency Notice described the ownership eligibility requirements under Rule 14a-8(b) and informed the Proponent that proof of ownership would be required to cure this defect. The Company informed the Proponent by follow-up email on January 30, 2025 that his response to the Deficiency Notice must be postmarked or transmitted



electronically no later than 14 days from the date of such notice. As of the date hereof, the Company has not received any proof of additional stock ownership from the Proponent, and the Proponent has not provided any indication that he owns additional shares of eBay stock.

### **B. Rule**

Pursuant to Rule 14a-8(b)(1)(i), a stockholder may not submit a proposal unless that stockholder has continuously held (i) at least \$2,000 in market value of the company's common stock for at least three years, preceding and including the date that the proposal was submitted; (ii) at least \$15,000 in market value of the company's common stock for at least two years, preceding and including the date that the proposal was submitted; or (iii) at least \$25,000 in market value of the company's common stock for at least one year, preceding and including the date that the proposal was submitted. Further, if the proponent is not a registered holder, he or she must provide proof of beneficial ownership of the securities. Under Rule 14a-8(f)(1), a company may exclude a stockholder proposal if the proponent fails to provide evidence that he or she meets the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

Rule 14a-8(b)(2)(i) provides that if a proponent is a registered holder of a company's securities, the company can verify the proponent's eligibility on its own. SEC Release No. 34-89964 (Sept. 23, 2020) (the "**2020 Release**") further instructs that the market value of a proponent's shares should be calculated by multiplying the number of securities continuously held for the relevant period by the highest selling price during the 60 calendar days before the stockholder submitted the proposal.

The Staff has consistently permitted exclusion of stockholder proposals where a proponent's registered shareholding is insufficient to satisfy the eligibility criteria of Rule 14a-8(b)(1) and the proponent fails to correct the problem after being notified of the problem. See, e.g., *Dow Inc.* (Jan. 27, 2025) (concurring with the exclusion of a proposal submitted by the same proponent, where the proponent was the registered owner of a single share of the company's stock and failed to provide proof of additional ownership); *Westrock Coffee Company* (Jan. 24, 2025) (same); *Kosmos Energy Ltd.* (Jan. 21, 2025) (same); *SL Green Realty Corp.* (Jan. 21, 2025) (same); *First Watch Restaurant Group, Inc.* (Jan. 19, 2025) (same); *General Motors Co.* (Jan. 19, 2025) (same); *Bank of America Corp.* (Jan. 13, 2025) (same); *Kenvue Inc.* (Jan. 13, 2025) (same); *Hanesbrands Inc.* (Jan. 9, 2025) (same); *Levi Strauss & Co.* (Jan. 9, 2025) (same); *Enzo Biochem, Inc.* (Sep. 30, 2024) (same); *Culp, Inc.* (Apr. 23, 2024) (same).

### **C. Discussion**

In accordance with Rule 14a-8(b)(2)(i), upon being informed that the Proponent was a registered holder, the Company reviewed its stockholder records and determined that the



Proponent has held only one share of the Company's common stock since August 23, 2023—a determination that was borne out when the Proponent reaffirmed his ownership by providing a copy of a certificate evidencing ownership of one share of common stock in response to the Company's request. Given the Proponent's holding period, which as of December 18, 2024, the date of the purported submission of the Proposal, was more than one year but less than two years, Rule 14a-8(b)(1)(i)(C) would require the market value of such single share to exceed \$25,000 for the Proponent to be eligible to submit a stockholder proposal. However, the highest selling price of one share of the Company's common stock on the Nasdaq Global Select Market in the 60 calendar days preceding December 18, 2024, the purported submission date of the Proposal, was \$66.52. Consequently, the market value of the Proponent's single share, calculated in accordance with the 2020 Release, was just \$66.52—well short of the \$25,000 required for the Proponent to be eligible to submit a Ruel 14a-8 proposal.

The Company's Deficiency Notice clearly explained the proof of ownership requirements of Rule 14a-8(b) and how to satisfy those requirements. In accordance with Rule 14a-8(f)(1), the Company requested that the Proponent provide proof of ownership within 14 days of receiving the Deficiency Notice, which falls on February 10, 2025.

Although the 14-day period during which the Proponent may cure this defect has not yet lapsed, the Company is submitting this letter to the Commission now in light of the delay caused by the improper and untimely submission of the Proposal and in order to ensure that, in compliance with 14a-8(j), this letter is submitted to the Commission no later than 80 calendar days before the date the Company intends to file its definitive 2025 Proxy Materials. The Proponent acknowledged receipt of the Deficiency Notice on the day it was sent and stated that he will "wait to hear back with an update from [the Company] or the SEC," suggesting that the Proponent does not intend to provide additional proof of ownership within such period. See Exhibit B. Further, when asked about his ownership, the Proponent only showed proof of his single certificated share on January 26, 2025 and did not give any other indication that he has additional share ownership. As of the date of this letter, the Company has not received any additional proof of stock ownership from the Proponent that would cure the deficiency. The Company plans to submit a supplemental letter to the Staff on February 11, 2025 to confirm whether any proof of ownership has been received from the Proponent by the end of the cure period.

### **III. The Proposal may be omitted under Rule 14a-8(i)(6) because the Company lacks the power and authority to implement the Proposal.**

Under Rule 14a-8(i)(6), a company may exclude a stockholder proposal if the company would lack the power or authority to implement the proposal. The Proposal requests that the Company "demand additional disclosures from [the] transfer agent for the benefit of [the] registered holders," regarding a variety of highly technical details related to the Company's direct stock purchase plan offered through its transfer agent, Computershare (the "**DirectStock Plan**"). The DirectStock Plan permits investors to purchase and hold



shares of the Company's common stock in registered form directly via Computershare, the Company's transfer agent, instead of through a bank or broker. Computershare, as the Company's transfer agent and administrator of the DirectStock Plan, is a third-party institution that records transactions, issues certificates and performs administrative duties pertaining to direct stock purchases and other transactions in the Company's common stock.

Although the Proposal is couched in terms of "demanding" disclosure, the Proposal in reality asks that the Company compel Computershare to provide disclosures that are responsive to the matters raised in the Proposal. The Company has no power to compel Computershare, which is an independent third party over which the Company has limited control and contracts with on an arms-length basis, to disclose the kinds of detailed operational information requested in the Proposal. Furthermore, the information that Proponent seeks from Computershare indirectly through the Company are not unique to the Company or related to the Company's operations or oversight. The information sought relates only to technical aspects of Computershare's network and systems and broadly applies to Computershare clients. Such a request would be better directed to Computershare directly.

The Staff has consistently concurred with the exclusion under Rule 14a-8(i)(6) of proposals that required action by a third party over which—like here—the company to which the proposal was submitted has no control. For example, in *Comcast Corp.* (Apr. 16, 2024), the Staff concurred that the company had no power or authority to implement a proposal requesting that it take steps to transition to a one-vote-per-share structure where such a transition would require the consent of a third-party stockholder over whom the company had no contractual control—even though the proposal at issue was couched in terms of encouragement and negotiation rather than compulsion. Likewise, in *eBay Inc.* (Mar. 26, 2008), the Staff concurred that a proposal requesting that the company enact a policy prohibiting the sale of dogs and cats on the website of a joint venture owned by a wholly owned subsidiary of the company and an independent third party, in which the company had no role in day-to-day operations and over which it had no operating control, was excludable pursuant to Rule 14a-8(i)(6). See also *Beckman Coulter, Inc.* (Dec. 23, 2008) (concurring with the exclusion of a proposal requesting that the company implement a set of executive compensation reforms at The Bank of New York Mellon, an unaffiliated bank which served as a trustee for the company under an indenture agreement); *Catellus Development Corp.* (Mar. 3, 2005) (concurring with the exclusion of a proposal requesting that the company take certain actions related to property it managed but no longer owned); *AT&T Corp.* (Mar. 10, 2002) (concurring with the exclusion of a proposal requesting a bylaw amendment concerning independent directors that would "apply to successor companies," where the Staff noted that it did "not appear to be within the board's power to ensure that all successor companies adopt a bylaw like that requested by the proposal"); *The Southern Co.* (Feb. 23, 1995) (concurring with the exclusion of a proposal requesting that the company's board of directors take steps to ensure ethical behavior by employees serving in the public sector); *Ford Motor Co.* (Mar. 9, 1990) (concurring with the exclusion of a proposal because the



proposal “relate[d] to the activities of companies other than the [c]ompany [to whom the proposal was submitted] and over whom the [c]ompany ha[d] no control”).

Here, similar to the above-cited precedent, the Company does not have the power or authority to unilaterally compel Computershare to provide the disclosures requested by the Proposal nor to evaluate the sufficiency of any information provided by Computershare if it does respond. Consequently, the Company lacks the power and authority to implement the Proposal, and therefore the Proposal may properly be omitted from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(6).

**IV. The Proposal may be omitted under Rule 14a-8(i)(7) because it deals with a matter relating to the Company’s ordinary business operations.**

The Proposal relates to the Company’s ordinary business operations and seeks to micromanage the Company.

**A. Rule**

Under Rule 14a-8(i)(7), a registrant may omit from its proxy materials a stockholder proposal that relates to the registrant’s “ordinary business” operations. In SEC Release No. 34-40018 (May 21, 1998) (the “**1998 Release**”), the Commission noted that the principal policy for this 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,” and identified two central considerations that underlie this policy. The first was that “[c]ertain tasks are so fundamental to the 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,” and the second “relates to the degree to which the proposal seeks 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.” *Id.*

In evaluating whether a proposal seeks to micromanage a company, the Staff focuses on “the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management.” Section B, SLB 14L. The Staff may also consider “the sophistication of investors generally on the matter, the availability of data, and the robustness of public discussion and analysis on the topic.” *Id.* Underlying this inquiry is the view that the ordinary business operations exclusion 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.” *Id.*

As the Commission noted in the 1998 Release, proposals focusing on “sufficiently significant social policy issues” are generally not excludable because they would “transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for shareholder vote.” *Id.* In evaluating whether a proposal raises a



social policy issue that transcends the ordinary business of a company, the Staff focuses on the social policy significance of the issue that is the subject of the stockholder proposal and whether the proposal raises issues with a broad societal impact. See SLB 14L.

The Staff has consistently concurred with the exclusion of stockholder proposals that relate to the day-to-day operations of a company, in particular by seeking to micromanage the mechanics of direct stock purchase plans or share repurchase plans, which are fundamentally similar to direct stock purchase plans in that they involve similar technical, compliance and administrative granularity in their implementation and operation. For example, in *GameStop Corp.* (Apr. 23, 2024), the Staff considered a similar proposal, brought by the same proponent, that sought to interfere with the company's administration of a direct stock purchase plan. The Staff concurred that the proposal related to the company's ordinary business operations and could be omitted on that basis. See also *Fauquier Bankshares, Inc.* (Feb. 21, 2012) (concurring with the exclusion of a proposal that related to the implementation and particular terms of a share repurchase program); *Inland American Real Estate Trust, Inc.* (Sep. 3, 2013) (concurring with the exclusion of a proposal that required the company to implement a share repurchase program or amend its current program to repurchase shares held by a subset of stockholders); *Concurrent Computer Corporation* (July 13, 2011) (concurring with the exclusion of a proposal regarding a particular method to effect the repurchase of its common stock); *Lucent Technologies* (Nov. 16, 2000) (concurring with the exclusion of a proposal to implement a share repurchase plan at a level to negate dilution from shares issued under employee plans).

### **B. Discussion**

The Proposal is overly granular and prescriptive and seeks to micromanage the Company's dealings with its transfer agent. Determinations as to matters involving the Company's transfer agent, including account management, transaction processing, share issuances and many other services and functions—including whether and on what terms to offer a direct stock purchase plan—are fundamental to the day-to-day management of the Company's stock records and involve a broad range of business considerations, including operational efficiency, cost, regulatory considerations, ease of administration, contractual obligations and the sophistication of parties involved. None of these considerations, let alone the interaction among them, is appropriate for direct oversight by stockholders who lack the requisite day-to-day familiarity with such matters, and subjecting such technical and granular matters to direct stockholder oversight would significantly hinder the Company in its day-to-day operations.

In addition, the management and operation of these transfer agent services require in-depth knowledge of securities regulations and compliance requirements, as well as complex operational systems. Because of this complexity, the Company's stockholders as a group are not well-positioned to make informed judgments on these matters, and the Proposal's demand for additional disclosures from Computershare about the services it provides for the Company consequently "seeks to 'micro-manage' the company by



probing too deeply into matters of a complex nature” that require significant technical expertise. Disclosures contemplated by the Proposal “could not, as a practical matter, be subject to direct shareholder oversight” because the Company’s transfer agent services are “fundamental to a company’s ability to run its operations on a day-to-day basis” as it allows the company to focus on its core business operations. See 1998 Release. Each of the factors noted by the Staff in SLB 14L—the “sophistication of investors generally on the matter, the availability of data, and the robustness of public discussion and analysis on the topic”—underscores the Proposal’s inappropriate attempt to micromanage the Board’s outsourcing of this fundamental oversight task.

Finally, in its focus on technical details regarding the administration of the Company’s DirectStock Plan, the Proposal does not “transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.” See 1998 Release. The supporting statement accompanying the Proposal does not address any significant policy issues or suggest that the subject matter of the Proposal raises any such issues.

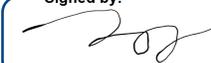
For these reasons, the Proposal addresses the Company’s ordinary business operations, seeks to micromanage the Company and does not raise a significant issue that transcends ordinary business operations. Therefore, the Proposal should be excluded pursuant to Rule 14a-8(i)(7).

### CONCLUSION

For the reasons set forth above, the Company respectfully requests the Staff’s concurrence that the Proposal may be properly excluded from the 2025 Proxy Materials and further requests confirmation that the Staff will not recommend any enforcement action if the Company so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Should you disagree with the conclusions set forth herein, we respectfully request the opportunity to confer with you prior to the determination of the Staff’s final position. Please do not hesitate to call me at 408-307-4082.

Very truly yours,

Signed by:  
  
D236E22C3E4041A...  
Molly Finn

cc: Samantha Wellington, eBay Inc.  
Molly Finn, eBay Inc.  
Oliver Cohen, eBay Inc.  
Chris Mueller



Enclosures

Exhibit A: The Proposal

Exhibit B: Correspondence with the Proponent

Exhibit C: Extract from 2024 Proxy Statement

Exhibit D: Proponent's Stock Ownership Record

**Exhibit A**  
**The Proposal**

December 18, 2024

Ebay Inc.  
2025 Hamilton Avenue  
San Jose, California 95125

Members of the Board,

My name is Chris Mueller, and I would like to submit a shareholder proposal for the 2025 annual shareholder meeting. I am an individual investor with a registered ownership position. I intend to hold my position through the 2025 annual shareholder meeting. I can meet with the board to discuss my proposal at any time.

I also submitted a shareholder proposal for the 2024 meeting. My proposal included a reference to the arbitrage exposure that allegedly occurs with recurring purchases made through Computershare's DirectStock Plan. It has been 10 months since I submitted my proposal, and Computershare has not provided an update. According to the FAQ page on Computershare's website:

*"We are looking into the concern from investors about the predictable schedule DirectStock Plan open market purchases open up arbitrage opportunities. The orders are being executed on exchanges and there is a concern being raised that third parties can anticipate an order arriving in the market."*

**My proposal: Ebay, Inc. should demand additional disclosures from our transfer agent for the benefit of our registered holders including:**

- 1) **Providing an update regarding alleged arbitrage opportunities that may be enabled through recurring DirectStock Plan purchases.**
- 2) **Disclosing how investor's registered shares used for "operational efficiency" (which title is legally owned by Cede & Co.) are protected (or insured). According to section 15 of our investment plan, securities held in DirectStock accounts are not insured.**
- 3) **Disclosing how Computershare determines what percentage of aggregate DSPP shares are held at DTC for operational efficiency.**
- 4) **Disclosing specifically why certificated shares (that are enrolled in DirectStock Plan) can not be held at DTC for operational efficiency.**

It is important to note that last year the SEC updated the "holding your securities" page on their website. Unfortunately, the bulletin is missing an important disclosure. The bulletin states that securities purchased through the transfer agent are not DRS and must be moved from "the issuer plan" to become DRS form. **What is missing, however, is a disclosure stating that when book-entry DRS form shares are enrolled in "the issuer plan" that the title to the shares is no longer owned by the investor.**

Our investors deserve to know who owns the title to "their" securities, and how their investment may or may not be protected or insured. Without the disclosures listed above, our investors do not have the necessary information to make the best decisions for holding their investments.

I believe that our company may have a fiduciary responsibility to provide answers to the concerns above. A hypothetical custodial insolvency could negatively affect our shareholders which could

negatively affect our company. Please demand the disclosures above that Computershare and the SEC have not provided to help protect our investors and our company.

I would prefer correspondence through email to limit the resource expenditure necessary for responding to my proposal.

Thank you,



Chris Mueller



**Exhibit B**

**Correspondence with the Proponent**



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Re: EBay Shareholder Proposal Submission

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**From:** Chris Mueller <[redacted]>  
**Sent:** Thursday, January 30, 2025 3:38 PM  
**To:** Lee, Lauren([redacted]@m>  
**Cc:** Finn, Molly <[redacted]>  
**Subject:** Re: EBay Shareholder Proposal Submission

External Email  
Received. Thank you Lauren.

Chris

On Thu, Jan 30, 2025 at 4:33 PM Lee, Lauren(AWF) <[redacted]> wrote:

Hello Mr. Mueller,

Since we have not heard back from you on withdrawing the proposal, we will proceed with submitting the no-action letter request to the SEC and provide you with a copy of our submission.

Your response to our deficiency notice must be postmarked, or transmitted electronically, no later than 14 days from the date you received the notification, which was January 27, 2025.

Please let us know if you have any other questions. Thank you.

---

**From:** Chris Mueller <[redacted]>  
**Sent:** Tuesday, January 28, 2025 4:21 AM  
**To:** Lee, Lauren([redacted]@m>  
**Cc:** Finn, Molly <[redacted]>  
**Subject:** Re: EBay Shareholder Proposal Submission

External Email  
Thank you Lauren

I will wait to hear back with an update from you or the SEC.

Chris

On Mon, Jan 27, 2025 at 7:18 PM Lee, Lauren(AWF) <[redacted]> wrote:

Hello Mr. Mueller,

We have carefully reviewed your shareholder proposal and confirmed that you have been a registered holder of one share since August 23, 2023. Unfortunately, this means you do not meet the eligibility requirements for submitting a shareholder proposal, as detailed in our previous deficiency notice. Given that the ownership deficiency cannot be remedied, we intend to exclude your proposal in accordance with Rule 14a-8. However, we remain open to understanding your underlying concerns.

If you are willing to withdraw your current proposal immediately, we would be pleased to schedule a call to discuss the issues that prompted your submission. Our goal is to ensure we fully understand and appropriately address any important matters you wish to bring to our attention.

Please let us know if you would like to proceed with withdrawing the proposal and arranging a call.

Thank you.

---

**From:** Chris Mueller [REDACTED]  
**Sent:** Monday, January 27, 2025 3:04 PM  
**To:** Lee, Lauren [REDACTED]  
**Cc:** Finn, Molly [REDACTED]  
**Subject:** Re: eBay Shareholder Proposal Submission

External Email  
Hey Lauren,

If you can get an update with answers from Computershare I will set up a call.

Chris

On Mon, Jan 27, 2025 at 5:04 PM Lee, Lauren(AWF) <[REDACTED]> wrote:  
Hello Mr. Mueller,

We would very much appreciate the opportunity to discuss the matter with you in more detail. Would you be available for a call this Wednesday or Thursday at 12pm PST to discuss your concerns?

We look forward to the opportunity to speak with you.

Thank you.

---

**From:** Chris Mueller [REDACTED]  
**Sent:** Monday, January 27, 2025 12:54 PM  
**To:** Lee, Lauren [REDACTED]  
**Cc:** Finn, Molly [REDACTED]  
**Subject:** Re: eBay Shareholder Proposal Submission

External Email

Received. Thank you Lauren. If you can help me get answers to the concerns in my proposal I will certainly consider withdrawing it. The contact below may be able to get you in touch with someone who can help. If she is no longer there, please let me know.

[REDACTED]

On Mon, Jan 27, 2025 at 2:02 PM Lee, Lauren(AWF) [REDACTED] wrote:  
Hello Mr. Mueller,

Please consider this our official deficiency notice.

As disclosed in the proxy statement for the Company's 2024 Annual Meeting of Stockholders, in order to be considered for inclusion in the 2025 Proxy Materials, a stockholder proposal must have been sent to the Company's Corporate Secretary at its principal executive office (1) via registered, certified or express mail to 2025 Hamilton Avenue, San Jose, California 95125, or (2) via email to [shareholderproposals@ebay.com](mailto:shareholderproposals@ebay.com) (with a confirmation copy sent via first class mail to the Company's Corporate Secretary at the foregoing address), and received by the Corporate Secretary of the Company at its principal executive offices no later than the submission deadline, which was December 26, 2024. The Company has no

record of having received the proposal at its principal executive office in either of the two manners set forth in items (1) and (2) in the preceding paragraph.

In addition, please be advised that the proposal, even if it had been properly submitted on or before the submission deadline, contains an additional procedural deficiency as described below, which the rules and regulations of the Securities and Exchange Commission require us to bring to your attention.

Rule 14a-8(b) under the Exchange Act provides that a stockholder proponent must submit sufficient proof of continuous ownership of (i) at least \$2,000 in market value of the Company's securities entitled to vote on the proposal for at least three years, (ii) at least \$15,000 in market value of the Company's securities entitled to vote on the proposal for at least two years or (iii) at least \$25,000 in market value of the Company's securities entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. A proponent's holdings may not be aggregated with those of another stockholder or group of stockholders to meet the requisite amount of securities necessary to be eligible to submit a proposal. The certificate that you sent us does not indicate that you are the record owner of sufficient shares to satisfy this requirement. To date, we have not received proof that you have satisfied the ownership requirements of Rule 14a-8(b) under the Exchange Act as of the date that the proposal was submitted to the Company, if any.

To remedy this defect, you must submit sufficient proof of your continuous ownership of the requisite number of shares of the Company for the requisite period preceding and including the date the proposal was submitted to the Company, if any.

A copy of Rule 14a-8 under the Exchange Act is enclosed for your reference. We're happy to discuss any concerns in your proposal as well. Please let us know if you'd like to arrange a time to speak. Thank you for your interest in eBay.

---

**From:** Chris Mueller [REDACTED]  
**Sent:** Monday, January 27, 2025 5:52 AM  
**To:** Lee, Lauren [REDACTED]  
**Cc:** Finn, Molly [REDACTED]  
**Subject:** Re: eBay Shareholder Proposal Submission

External Email  
Hi Lauren,

[REDACTED]

If you'd like to discuss the concerns in my proposal please let me know.

Chris

On Sun, Jan 26, 2025 at 6:19 PM Lee, Lauren(AWF) <[REDACTED]> wrote:  
Hello Mr. Mueller,

Could you please confirm if you own any other shares of the company? To meet the eligibility requirements for submitting a shareholder proposal, as outlined in Securities and Exchange Commission Rule 14a-8, you must have continuously held at least \$2,000 of eBay securities for at least three years by the date of submitting the proposal. The certificate that you sent us only shows ownership of one share dated August 2023. If this is the only share that you own, your current shareholding does not meet the eligibility requirements for submitting a shareholder proposal under Rule 14-8.

Please provide us with documentation demonstrating your ownership of the requisite number of shares for the required holding period.

Thank you.

---

**From:** Chris Mueller [REDACTED]  
**Sent:** Sunday, January 26, 2025 1:42 PM  
**To:** Finn, Molly <[REDACTED]>

Cc: Lee, Lauren(AWF) [REDACTED]  
Subject: Re: EBay Shareholder Proposal Submission

External Email

Hi Molly,

Here is my certificate



**From:** Chris Mueller [REDACTED]  
**Date:** Friday, January 24, 2025 at 11:23 AM  
**To:** 'Investor Relations' <[investorrelations@ebay.com](mailto:investorrelations@ebay.com)>, Cohen, Oliver [REDACTED]  
**Subject:** Fwd: EBay Shareholder Proposal Submission

External Email

I don't think I'd heard back on this yet? I could be mistaken though.

Chris

----- Forwarded message -----  
**From:** Chris Mueller [REDACTED]  
**Date:** Wed, Dec 18, 2024 at 2:50 PM  
**Subject:** Fwd: EBay Shareholder Proposal Submission  
**To:** <[ir@ebay.com](mailto:ir@ebay.com)>

Hi team

Please acknowledge receipt.

Chris Mueller



Sent from my iPhone

**Exhibit C**

**Extract from 2024 Proxy Statement**

exceed approximately \$17,500 in the aggregate, plus reasonable out-of-pocket expenses incurred in the process of soliciting proxies. eBay has agreed to indemnify Morrow Sodali against certain liabilities relating to or arising out of their engagement. In addition, eBay may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. eBay must also pay banks, brokerage houses, fiduciaries, and custodians holding in their names shares of our common stock beneficially owned by others certain fees associated with:

- forwarding the Notice to beneficial owners;
- forwarding printed proxy materials to beneficial owners who specifically request them; and
- obtaining beneficial owners' voting instructions.

Solicitations may also be made by personal interview, mail, telephone, facsimile, email, Twitter, other electronic channels of communication, in particular LinkedIn, eBay's investor relations website, other eBay-hosted websites and blogs, or otherwise by directors, officers, and other employees of eBay, but eBay will not additionally compensate its directors, officers, or other employees for these services.

## May I propose actions for consideration at next year's Annual Meeting or nominate individuals to serve as directors?

You may submit proposals for consideration at future annual stockholder meetings. To be considered for inclusion in the proxy materials for our 2025 Annual Meeting of Stockholders, your proposal (other than a proposal for director nomination) must be received by our Corporate Secretary at our principal executive office no later than December 26, 2024. Your proposal must comply with the procedures and requirements set forth in Rule 14a-8 under the Exchange Act. Your proposal should be sent to our Corporate Secretary at our principal executive office (1) via registered, certified or express mail to 2025 Hamilton Avenue, San Jose, California 95125, or (2) via email to [shareholderproposals@ebay.com](mailto:shareholderproposals@ebay.com) (with a confirmation copy sent via first class mail to our Corporate Secretary at the foregoing address); no facsimile submissions will be accepted.

A stockholder proposal or nomination for director will generally not be included in our proxy materials but will otherwise be considered at the 2025 Annual Meeting of Stockholders so long as it is submitted, together with the information required by our bylaws, to our Corporate Secretary at our principal executive office no earlier than February 20, 2025 and no later than March 22, 2025 and otherwise in accordance with our bylaws.

In order to comply with the SEC's universal proxy rule, stockholders who intend to solicit proxies for director nominees submitted under the advance notice requirements of our bylaws must also comply with the additional requirements of Rule 14a-19 under the Exchange Act. However, we note that the deadline provided for in Rule 14a-19 does not supersede any of the requirements or timing required by our bylaws. We encourage stockholders who wish to submit a proposal or nomination to seek independent counsel. We will not consider any proposal or nomination that is not timely or otherwise does not meet the bylaw and SEC requirements. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

Our bylaws also provide that, under certain circumstances, a stockholder or group of stockholders may include director candidates that they have nominated in the proxy materials for our annual meetings. These proxy access provisions of our bylaws provide, among other things, that a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company's outstanding stock continuously for at least three years, may nominate, and include in our proxy materials for an annual meeting, two individuals to serve as directors or 20% of the Board, whichever is greater. The nominating stockholder or group of stockholders also must deliver the information required by, and each nominee must meet the qualifications required by, our bylaws. Requests to include stockholder-nominated candidates in the Company's proxy materials for the 2025 Annual Meeting of Stockholders must be received by the Corporate Secretary at the above address no earlier than February 20, 2025 and no later than March 22, 2025. We advise you to review our bylaws, which contain these and other requirements with respect to advance notice of stockholder proposals and director nominations and proxy access nominations, including certain information that must be included concerning the stockholder and each proposal and nominee. Failure to comply with the requirements, procedures and deadlines in our bylaws may preclude presentation and consideration of the matter or nomination of the applicable candidate for election at the 2025 Annual Meeting of Stockholders. Our bylaws were filed with the SEC as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2023 and can be viewed by visiting our investor relations website at <https://investors.ebayinc.com/financial-information/annual-reports/default.aspx>. You may also obtain a copy by writing to our Corporate Secretary at our principal executive office (2025 Hamilton Avenue, San Jose, California 95125).

## How can I get electronic access to the Proxy Statement and Annual Report?

The Notice, proxy card or voting instruction form will contain instructions on how to:

- view our proxy materials for the Annual Meeting on the Internet and vote your shares; and
- instruct us to send our future proxy materials to you electronically by email.

**Exhibit D**

**Proponent's Stock Ownership Record**

# Holder Snapshot for CHRIS MUELLER

As of 1/27/2025

[ADD TO HOLDER LISTS](#)

## Current Balances

Share Class	Register	Balance	Price	Value
Grouped by: EBAY (CUSIP 278642103)				
COMMON STOCK	Book Entry	0	66.84	0.00
COMMON STOCK	Certificated	1	66.84	66.84
DIRECTSTOCK	Plan Holdings	0.010555	66.8400000	0.7054962
	Total	1.010555	-	67.55

[View all balance information](#)

## Certificate Summary

Available	Cancelled	Restricted	Stopped
1	0	0	0

[View all certificate information](#)

## Pending Transactions

Transaction Date	Type	Units	Price	Effective Date	Status	Expiration Date	Action
There are no transaction details available.							

[View all pending transactions](#)

## Completed Transactions

Date	Transactions	Debit/Credit	Share Class
12/16/2024	PURCHASE - DIV RE-INVESTMENT	+0.003293	DIRECTSTOCK - Plan Holdings
9/16/2024	PURCHASE - DIV RE-INVESTMENT	+0.003313	DIRECTSTOCK - Plan Holdings
6/17/2024	PURCHASE - DIV RE-INVESTMENT	+0.003949	DIRECTSTOCK - Plan Holdings
8/23/2023	DIRECT REGISTRATION CONVERSION	+1	COMMON STOCK - Certificated
8/23/2023	DIRECT REGISTRATION CONVERSION	-1	COMMON STOCK - Book Entry

[View all transaction history](#)