

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON
HERBERT M. WACHTELL
EDWARD D. HERLIHY
DANIEL A. NEFF
STEVEN A. ROSENBLUM
SCOTT K. CHARLES
JODI J. SCHWARTZ
ADAM O. EMMERICH
RALPH M. LEVENE
ROBIN PANOVA
DAVID A. KATZ
ILENE KNABLE GOTTS
ANDREW J. NUSSBAUM
RACHELLE SILVERBERG
STEVEN A. COHEN
DEBORAH L. PAUL
DAVID C. KARP
RICHARD K. KIM
JOSHUA R. CAMMAKER
MARK GORDON
JEANNEMARIE O'BRIEN

STEPHEN R. DIPRIMA
NICHOLAS G. DEMMO
IGOR KIRMAN
JONATHAN M. MOSES
T. EIKO STANGE
WILLIAM SAVITT
GREGORY E. OSTLING
DAVID B. ANDERS
ADAM J. SHAPIRO
NELSON O. FITTS
JOSHUA M. HOLMES
DAVID E. SHAPIRO
DAMIAN G. DIDDEN
IAN BOCZKO
MATTHEW M. GUEST
DAVID E. KAHAN
DAVID K. LAM
BENJAMIN M. ROTH
JOSHUA A. FELTMAN
ELAINE P. GOLIN
EMIL A. KLEINHAUS

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150

TELEPHONE: (212) 403-1000
FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
JAMES H. FOGELSON (1967-1991)
LEONARD M. ROSEN (1965-2014)

OF COUNSEL

ANDREW R. BROWNSTEIN
WAYNE M. CARLIN
BEN M. GERMANA
SELWYN B. GOLDBERG
PETER C. HEIN
JB KELLY
JOSEPH D. LARSON
RICHARD G. MASON
PHILIP MINDLIN
THEODORE N. MIRVIS
DAVID S. NEILL
TREVOR S. NORWITZ

ERIC S. ROBINSON
ERIC M. ROSOF
JOHN F. SAVARESE
MICHAEL J. SEGAL
WON S. SHIN
DAVID M. SILK
ELLIOTT V. STEIN
LEO E. STRINE, JR.*
PAUL VIZCARRONDO, JR.
JEFFREY M. WINTNER
AMY R. WOLF
MARC WOLINSKY

* ADMITTED IN DELAWARE

COUNSEL

DAVID M. ADLERSTEIN
SUMITA AHUJA
HEATHER D. CASTEEL
FRANCO CASTELLI
ANDREW J.H. CHEUNG
PAMELA EHRENKRANZ
ALINE R. FLODR
KATHRYN GETTLES-ATWA
LEDINA GOCAJ
ADAM M. GOGOLAK

ANGELA K. HERRING
MICHAEL W. HOLT
DONGHWA KIM
MARK A. KOENIG
CARMEN X.W. LU
J. AUSTIN LYONS
ALICIA C. MCCARTHY
JUSTIN R. ORR
NEIL M. SNYDER
JEFFREY A. WATIKER

KARESSA L. GAIN
RONALD C. CHEN
BRADLEY R. WILSON
GRAHAM W. MELI
GREGORY E. PESSIN
CARRIE M. REILLY
MARK F. VEBLEN
SARAH K. EDDY
VICTOR GOLDFELD
RANDALL W. JACKSON
BRANDON C. PRICE
KEVIN S. SCHWARTZ
MICHAEL S. BENN
ALISON Z. PREISS
TIJANA J. DVORNIC
JENNA E. LEVINE
RYAN A. McLEOD
ANITHA REDDY
JOHN L. ROBINSON
JOHN R. SOBOLEWSKI
STEVEN WINTER

EMILY D. JOHNSON
JACOB A. KLING
RAAJ S. NARAYAN
VIKTOR SAPEZHNIKOV
MICHAEL J. SCHOBEL
ELINA TETELBAUM
ERICA E. AHO
LAUREN M. KOFKE
ZACHARY S. PODOLSKY
RACHEL B. REISBERG
MARK A. STAGLIANO
CYNTHIA FERNANDEZ
LUMERMANN
CHRISTINA C. MA
NOAH B. YAVITZ
BENJAMIN S. ARFA
NATHANIEL D. CULLERTON
ERIC M. FEINSTEIN
ADAM L. GOODMAN
STEVEN R. GREEN
MENG LU

January 3, 2025

VIA ONLINE SUBMISSION

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

Re: *Uber Technologies, Inc. – Shareholder Proposal Submitted by Chris Mueller*

Ladies and Gentlemen:

This letter is submitted on behalf of Uber Technologies, Inc. (the “Company”) to confirm to the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that the Company intends to exclude from its proxy statement and form of proxy for its 2025 annual meeting of shareholders (collectively, the “2025 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof received from Chris Mueller (the “Proponent”).

For the reasons outlined below, the Company hereby respectfully requests that the Staff concur in its view that the Proposal may be properly excluded from the 2025 Proxy Materials. In accordance with

January 3, 2025

Page 2

Rule 14a-8(j) of the Securities Exchange Act of 1934, this letter is being filed with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission, and we are contemporaneously sending a copy of this letter and its attachments to the Proponent. On behalf of the Company, we confirm that the Company will promptly forward to the Proponent any Staff response to this no-action request that the Staff transmits only to the Company.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008).

SUMMARY OF THE PROPOSAL

The Proposal sets forth the following proposed resolution for the vote of the Company's shareholders at its 2025 annual meeting of stockholders:

Uber Technologies, Inc. should allow our shareholders the option to hold their shares in certificated form by utilizing the "print on demand" service that Computershare offers called QuickCert.

A full copy of the Proposal and statements in support thereof is attached to this letter as Exhibit A hereto.

BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur in its view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide the requisite proof of continuous share ownership of the Company's stock in response to the Company's proper request for the information.

BACKGROUND

The Proposal was received by the Company via mail on October 28, 2024 without any evidence of the Proponent's ownership of Company shares for the required period of time under Rule 14a-8(b)(1)(i). The Proponent indicated he was "an individual investor with a directly registered ownership position" in the Company. The Company subsequently examined its stock records, which did not indicate that the Proponent was a record owner of any shares of Company stock.

Accordingly, on November 8, 2024, and within 14 calendar days of receiving the Proposal as required by Rule 14a-8(f)(1), the Company properly sought documentary evidence of the Proponent's ownership of Company stock, and in accordance with Staff Legal Bulletin No. 14L (Nov. 3, 2021), the Company delivered to the Proponent via email a letter (attached hereto as Exhibit B) (the "Deficiency Notice") identifying the ownership deficiency (the "Ownership Deficiency"), notifying the Proponent

January 3, 2025

Page 3

of the requirements of Rule 14a-8(b), and explaining how the Proponent could cure the Ownership Deficiency identified in the Deficiency Notice. The Proponent acknowledged receipt of the Deficiency Notice on November 8, 2024, the same day on which it was sent. *See Exhibit C.* In addition, Federal Express records confirm the delivery of a paper copy of the Deficiency Notice at 1:49 P.M. local time on November 9, 2024. *See Exhibit D.*

Based on the November 8, 2024 delivery date of the Deficiency Notice, under Rule 14a-8(f)(1), the Proponent did not respond to the Deficiency Notice or send any documentary proof of the Proponent's holdings from the record owner within 14 calendar days of the Deficiency Notice. As of the date of this letter, the Company has not received further correspondence or any documentation from the Proponent relating to proof of ownership of Company shares.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit the Proposal.

The Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to substantiate its eligibility to submit the Proposal in compliance with Rule 14a-8. Under Rule 14a-8(b), to be eligible to submit a proposal for a company's annual meeting, a proponent must have continuously held: (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, in each case, as of the submission date of the proposal.

Under Rule 14a-8(b)(2), if a proponent is not a registered shareholder of a company and has not made a filing with the Commission detailing the proponent's beneficial ownership of shares in the company (as described in Rule 14a-8(b)(2)(ii)(B)), the proponent has the burden of proving that it has met the beneficial ownership requirements of Rule 14a-8(b)(1) by submitting to the company a written statement from the "record" holder of the company securities held by the proponent verifying that, at the time the proponent submitted its proposal, the proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively, and including the proponent's own written statement that it intends to continue to hold the requisite amount of company securities through the date of the relevant shareholder meeting. If the proponent fails to provide such proof of ownership, the company may exclude the proposal if the company notifies the proponent in writing of such deficiency within 14 calendar days of receiving the proposal and the proponent fails to adequately correct it. A proponent's response to such notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent receives the notice of deficiency.

The Company satisfied its obligation under Rule 14a-8(f)(1) to notify the Proponent of the Ownership Deficiency in the Proposal by providing the Deficiency Notice within the time frame required by Rule 14a-8(f)(1), identifying the Ownership Deficiency, notifying the Proponent of the requirements of Rule

January 3, 2025

Page 4

14a-8(b) and explaining how the Proponent could cure the Ownership Deficiency identified in the Deficiency Notice. *See* Exhibit B.

The Proponent received the Deficiency Notice. *See* Exhibits C and D. The Proponent, however, failed to provide documentary evidence of its ownership of Company securities necessary to cure the Ownership Deficiency. As of the date of this letter, the Company has not received proof of the Proponent's requisite share ownership.

The Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(f)(1) where a proponent has failed to provide proof of the requisite stock ownership for the applicable holding period preceding and as of the submission date of a shareholder proposal. *See, e.g., Yum! Brands, Inc.* (Mar. 31, 2023) (permitting the exclusion of a proposal where the proponent failed to provide evidence of stock ownership required to satisfy the eligibility requirements within the time period required under Rule 14a-8); *Hilton Worldwide Holdings Inc.* (Jan. 16, 2023) (same); *General Motors Company* (Apr. 4, 2023) (same); *Meta Platforms, Inc.* (Apr. 2, 2022) (same); *Colgate-Palmolive Company* (Jan. 26, 2022) (same); *Cisco Systems, Inc.* (June 11, 2021) (same); *Huntsman Corporation* (Jan. 16, 2020) (same).

Accordingly, the Company asks that the Staff concur that the Company may exclude the Proposal from its 2025 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based on the foregoing analyses, the Company respectfully requests the Staff's concurrence with the Company's view or, alternatively, that the Staff confirm that it will not recommend any enforcement action if the Company excludes the Proposal from the 2025 Proxy Materials.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 403-1138. If the Staff is unable to concur with the Company's conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. In accordance with Staff Legal Bulletin No. 14F, Part F (Oct. 18, 2011), please kindly send your response to this letter by email to MAStagliano@wlrk.com.

Very truly yours,

A handwritten signature in black ink, appearing to read "Mark A. Stagliano", with a long horizontal flourish extending to the right.

Mark A. Stagliano

WACHTELL, LIPTON, ROSEN & KATZ

cc: Terra Castaldi, Uber Technologies, Inc.
Alvin Huntspon, Uber Technologies, Inc.
Carolyn Mo, Uber Technologies, Inc.
Chris Mueller

EXHIBIT A

(Copy of Proposal)

October 18, 2024

Uber Technologies Inc.
1725 Third Street
San Francisco, CA 94158

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 directly registered ownership position in our company. I intend to hold my position through the date of the meeting, and I'm available to discuss my proposal with the board at any time.

My proposal: Uber Technologies Inc. should allow our shareholders the option to hold their shares in certificated form by utilizing the "print on demand" service that Computershare offers called QuickCert.

Hundreds of issuers use Computershare's QuickCert service including: Tesla, Nvidia, Walmart, Yelp, MGM, United Airlines, Harley, Starbucks, TopGolf, Citizens, Icahn, JP Morgan, Goldman Sachs, Nasdaq, Hasbro, Cisco, Paypal, Foot Locker, Domino's, Wayfair, Colgate, Amex, PNC, Pepsico, Campbell's, Manitowoc, BNY Mellon, K-Force, JetBlue, Carnival, AGNC, Nokia, Mattel, Funko.

Based on my own holdings, MOST issuers, that use Computershare as a transfer agent, continue to offer the option for certificated holdings. A majority of those issuers use QuickCert. The service is low cost, and the fee to the investor is \$25 per certificate.

Holding book-entry shares with the transfer agent already adds a layer of protection for the investor, however, there are still risks with holding uncertificated shares. According to Computershare's FAQ, book-entry shares (enrolled in certain investment plans) are held by Computershare's nominee Dingo & Co. "A portion" of those shares are held "at DTC for operational efficiency". Computershare has not provided information regarding how they determine what portion of those shares are held at DTC, however, Computershare has stated that certificated shares are not included in the aggregate total of DSPP shares held at DTC. Allowing investors to certificate their shares enables investors to enroll in certain investment plans while eliminating the ability for Computershare to hold a portion of those shares at DTC.

It is also worth mentioning is that transfer agents are not immune to negligence nor cyber attacks. On 8/20/24, the SEC announced settled charges with Equiniti for failing to assure that client securities and funds were protected from cyber intrusions against theft or misuse. Personally, I was not able to log in to dozens of accounts at AST for MONTHS in 2023. Without holding many of my securities in certificated form, I was limited in my ability to prove that I owned those shares during that time.

Although this added layer of protection may not be a priority to everyone, it is worth the additional \$25 investment to me personally. I encourage our company to take my proposal seriously. **Issuers that refuse to offer the certificated holding option are denying our investors the ability to incorporate this extra layer of protection for their shares.**

I would appreciate correspondence through email (if possible) to limit the resource expenditure necessary for responding to my proposal.

Thank you for your time,



Chris Mueller



WACHTELL, LIPTON, ROSEN & KATZ

EXHIBIT B

(Copy of Deficiency Notice)

Uber Technologies, Inc.
1725 3rd Street
San Francisco, CA 94158
uber.com



VIA EMAIL AND FEDEX

November 8, 2024

Chris Mueller



Re: Shareholder Proposal for Uber
Technologies, Inc.'s 2025 Annual
Shareholder Meeting

Mr. Mueller:

Uber Technologies, Inc. (the "Company") is in receipt of your letter (the "Proposal Letter") dated October 18, 2024 (the "Submission Date") with respect to a shareholder proposal (the "Proposal") for inclusion in the Company's proxy statement for its 2025 annual meeting of shareholders (the "Annual Meeting"). The Proposal Letter indicated that all communications regarding the Proposal be directed to you.

The Company hereby notifies you of certain eligibility and procedural deficiencies relating to the Proposal. Rule 14a-8(b) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), provides that you (the "Proponent") must submit sufficient proof of its continuous ownership of Company shares. Thus, with respect to the Proposal, Rule 14a-8 requires that, for proposals submitted to the Company for a shareholder meeting after January 1, 2023, the Proponent must demonstrate that it continuously owned at least:

1. \$2,000 in market value of the Company's shares entitled to vote on the Proposal for at least three years preceding and including the Submission Date;
2. \$15,000 in market value of the Company's shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date; or

Uber Technologies, Inc.
1725 3rd Street
San Francisco, CA 94158
uber.com

3. \$25,000 in market value of the Company's shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each, an "Ownership Requirement" and, collectively, the "Ownership Requirements").

The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy any of the Ownership Requirements. In addition, to date, we have not received adequate proof that you have satisfied any of the Ownership Requirements.

To remedy this defect, you must obtain a proof of ownership letter verifying that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in staff guidance issued by the U.S. Securities and Exchange Commission (the "SEC"), sufficient proof must be in the form of either:

1. a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; or
2. if you were required to and have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements above, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the DTC, a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC's participant list, which is available at <https://www.dtcc.com/client-center/dtc-directories>. In these situations, stockholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

1. if your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; and

Uber Technologies, Inc.
1725 3rd Street
San Francisco, CA 94158
uber.com

2. if your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held Company shares satisfying at least one of the Ownership Requirements above: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

In addition, we direct your attention to Rule 14a-8(b)(iii), which provides that the Proponent must provide us with a written statement that you are able to meet with us via teleconference (or in person) no less than 10 calendar days, nor more than 30 calendar days, after the submission date of the Proposal. The Proponent must include their contact information as well as business days and specific times that they are available to discuss the proposal with the Company. The Proponent must identify times that are within the regular business hours of our principal executive offices (between 9 a.m. and 5:30 p.m. in the time zone of our principal executive offices).

Your Proposal does not include such a written statement specifying the business days and specific times that you are available to discuss your Proposal with the Company, which constitutes a deficiency under Rule 14a-8(b)(iii). To remedy this defect, you must provide a written statement providing your availability to meet with the Company in compliance with Rule 14a-8(b)(iii).

Pursuant to Rule 14a-8(f) of the Exchange Act, the Company hereby notifies you that if the Proponent fails to respond to and correct the aforementioned deficiencies within 14 days from the date that you receive this notice (and the Proponent's response must be postmarked, or transmitted electronically, no later than 14 days from the date you receive this notice), the Company intends to exclude the Proposal from its proxy statement for the Annual Meeting.

Uber Technologies, Inc.
1725 3rd Street
San Francisco, CA 94158
uber.com

Please be advised that even if the eligibility and procedural deficiencies identified herein are corrected, the Company reserves its rights to seek to exclude or otherwise object in any other appropriate manner to the Proposal, including with respect to other deficiencies relating to the Proposal that the Company may identify.

For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14G.

Sincerely,

A handwritten signature in black ink that reads "Terra Castaldi". The script is cursive and fluid.

Terra Castaldi
Associate General Counsel, Corporate
Legal and Assistant Corporate Secretary

Enclosures

EXHIBIT C

(Evidence of Receipt of Deficiency Notice)

[REDACTED]

From: Chris Mueller [REDACTED]
Sent: Friday, November 8, 2024 5:04 PM
To: Rabkin Golden, Allison
Cc: Huntspon, Alvin (Uber Technologies, Inc.); Castaldi, Terra (Uber Technologies, Inc.); Mo, Carolyn (Uber Technologies, Inc.); Lu, Carmen X. W.
Subject: Re: Uber - Shareholder Proposal Deficiency Notice

****External Email-Use Caution****

Received. Thank you Allison

Chris

On Fri, Nov 8, 2024 at 3:56 PM Rabkin Golden, Allison [REDACTED] wrote:

Mr. Mueller:

Please see the attached letter and enclosures concerning deficiencies in your shareholder proposal for Uber Technologies, Inc.'s 2025 Annual Shareholder Meeting.

Regards,

Allison

Allison Rabkin Golden
WACHTELL, LIPTON, ROSEN & KATZ

[REDACTED]

[REDACTED]

WACHTELL, LIPTON, ROSEN & KATZ

EXHIBIT D

(Federal Express Delivery Notice)



January 03, 2025

Dear Customer,

The following is the proof-of-delivery for tracking number: 281589378600

Delivery Information:

Status:	Delivered	Delivered To:	Residence
Signed for by:	C.HRIS	Delivery Location:	
Service type:	FedEx Priority Overnight		
Special Handling:	Saturday Delivery; Residential Delivery; Adult Signature Required		TAMPA, FL,
		Delivery date:	Nov 9, 2024 13:49

Shipping Information:

Tracking number:	281589378600	Ship Date:	Nov 8, 2024
		Weight:	0.5 LB/0.23 KG
Recipient:		Shipper:	
TAMPA, FL, US,		New York, NY, US,	

Reference 06757.0001-1932

FedEx Express proof-of-delivery details appear below; however, no signature is currently available for this shipment. Please check again later for a signature.

Thank you for choosing FedEx