



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 6, 2025

Michael Kaplan  
Davis Polk & Wardwell LLP

Re: Meta Platforms, Inc. (the "Company")  
Incoming letter dated January 21, 2025

Dear Michael Kaplan:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Emre Sokullu (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rules 14a-8(b)(1)(i), 14a-8(b)(1)(ii), and 14a-8(b)(1)(iii). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i), 14a-8(b)(1)(ii), 14a-8(b)(1)(iii), and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Emre Sokullu

January 21, 2025

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Meta Platforms, Inc., a Delaware corporation (the “**Company**” or “**Meta**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal submitted by Emre Sokullu (the “**Proponent**”), on October 21, 2024 (the “**Proposal**”) for inclusion in the proxy materials that the Company intends to distribute in connection with its 2025 Annual Meeting of Shareholders (the “**2025 Proxy Materials**”). The Proposal is attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2025 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2025 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

## **BACKGROUND**

On October 21, 2024, the Company received the Proposal via e-mail from the Proponent, which included an encrypted file that could not be opened by the Company. On October 23, 2024, the Company contacted the Proponent notifying him that the file could not be opened, and he confirmed on the same date that the file was unrelated to the Proposal. Copies of these emails are attached as Exhibits C-1 and C-2 hereto. Accordingly, the email containing the Proposal contained several procedural deficiencies. In compliance with the timing set forth in Rule 14a-8, the Company sent a notice of deficiency to the Proponent via email on November 1, 2024, which is attached hereto as Exhibit B (the “**Notice of Deficiency**”). The Company also made further efforts to contact the Proponent regarding the deficiencies in the Proposal on November 1, 2024 via multiple emails. Copies of the Company’s emails together with a record of relayed message from the Company’s email server on November 1, 2024 are attached as Exhibits D-1, D-2 and D-3 hereto. The Proponent did not respond to the Company’s emails regarding the Notice of Deficiency and did not provide a mailing address or other contact information. The Notice of Deficiency specifically identified (i) the failure to provide documentation regarding proof of ownership, (ii) the failure to include a written statement that the Proponent intended to continue to hold the requisite

amount of shares through the date of the 2025 Annual Meeting of Shareholders and (iii) the failure to provide the Company with a written statement regarding the Proponent's availability to meet with the Company, each as required by Rule 14a-8(b). The Notice of Deficiency also specifically described how to remedy the deficiencies and requested that the deficiencies be remedied within 14 calendar days after receiving the Company's request.

As of the date hereof, which is 81 calendar days from the date on which the Company emailed the Notice of Deficiency to the Proponent, the Company still has not received any proof of ownership with respect to the Proponent, a written statement from the Proponent that he intends to continue to hold the requisite amount of shares through the date of the 2025 Annual Meeting of Shareholders or the Proponent's availability to meet with the Company.

## THE PROPOSAL

The Proposal states:

### **Proposal: Acquisition of the grou.ps Domain Name and Similar Domain Assets**

#### **Overview:**

I propose that Meta Platforms, Inc. explore the acquisition of the domain name "grou.ps," along with any other similar domain names available for purchase on platforms like Sedo.com. The "grou.ps" domain, with its clever wordplay on "groups," could serve as a valuable and memorable URL shortener for Facebook Groups. Moreover, acquiring such domain names aligns with Meta's strategic goals of community building and user engagement.

#### **Rationale:**

- **Brand Synergy:** The domain name "grou.ps" offers a seamless extension to the Facebook Groups product, enhancing user experience with an intuitive and short URL format.
- **Timeless Value:** Domain names like these are valuable, timeless assets for a social-first company like Meta, providing long-term benefits as internet usage evolves.
- **Financially Sound:** Given Meta's strong cash position, these acquisitions are financially prudent. Acquiring domains before the end of the tax year can also provide potential tax advantages, lowering the company's tax liabilities in a legal and efficient manner.
- **Strategic Growth:** Investing in strategic domain names reinforces Meta's commitment to maintaining a leadership role in social networking and digital engagement.

#### **Conclusion:**

The acquisition of grou.ps and other valuable domain names would further Meta's position as a leader in the social networking space, provide lasting value, and offer immediate financial benefits. I kindly request that the Board of Directors consider this opportunity as part of Meta's growth strategy and financial planning.

## REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2025 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to supply, within 14 calendar days of the Company's request, timely proof of the requisite amount of continuously held Company securities entitled to be voted on the Proposal at the Company's 2025 Annual Meeting of Shareholders as required by Rule 14a-8(b)(1)(i) and Rule 14a-8(b)(2), a written statement from the Proponent that he

intends to continue to hold the requisite amount of shares through the date of the 2025 Annual Meeting of Shareholders as required by Rule 14a-8(b)(1)(ii) and Rule 14a-8(b)(2) or the Proponent's availability to meet with the Company as required by Rule 14a-8(b)(1)(iii).

Furthermore, the Proponent is unclear in the correspondence as to whether the Proponent intended to submit the Proposal under Rule 14a-8 for inclusion in the 2025 Proxy Materials. The Staff has previously concurred in other requests to exclude proposals from proxy materials to the extent they involved a Rule 14a-8 deficiency. See, e.g., *Orbital Infrastructure Group, Inc. (f/k/a CUI Global, Inc.)* (August 25, 2015); *RBC Life Sciences* (June 22, 2015); *International Business Machines Corporation* (January 30, 2012). Therefore, to the extent that the Proposal was submitted under Rule 14a-8, as a result of the Proposal being submitted without the requisite proof of security ownership, a written statement that the Proponent intends to hold the requisite amount of shares through the date of the 2025 Annual Meeting or the Proponent's availability to meet with the Company, the Company requests that the Staff concur that the Company can exclude the Proposal from the 2025 Proxy Materials under Rule 14a-8(b) and Rule 14a-8(f).

***A. The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to supply timely proof of the requisite amount of continuously held Company securities entitled to be voted on the Proposal at the Company's 2025 Annual Meeting of Shareholders as required by Rule 14a-8(b)(1) and Rule 14a-8(b)(2).***

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)), such proponent has the burden to prove that he meets the beneficial ownership requirements of Rule 14a-8(b)(1). If the proponent fails to provide such proof of ownership, the company may exclude the proposal, but only if the company notifies the proponent in writing of such deficiencies 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.

As shown in Exhibit A, the Proponent's email containing the Proposal did not include any proof of ownership and as confirmed by the Proponent in Exhibit C-2, the encrypted file attached to the Proponent's email did not include any information that would have addressed such deficiencies.

Accordingly, because the Company was unable to verify the Proponent's eligibility to submit the Proposal, and in compliance with the timing set forth in Rule 14a-8, the Company sent the Notice of Deficiency to the Proponent via email on November 1, 2024, within 14 days after the Proposal was submitted, requesting that the Proponent provide the necessary proof of ownership required by Rule 14a-8(b)(2) within 14 calendar days of receiving the Company's request and notifying the Proponent of certain other deficiencies as set forth below. The Company was unable to provide a hard copy of the Notice of Deficiency to the Proponent by mail because the Proponent did not provide the Company with a physical address at which he could be reached.

The Notice of Deficiency clearly set out what documentation would be sufficient to prove the requisite ownership. The Proponent did not respond to the Notice of Deficiency or send any documentary proof of the Proponent's holdings by November 14, 2024, within 14 calendar days of the Notice of Deficiency, and as of the date hereof the Company still has not received any proof of ownership with respect to, or other response from, the Proponent. The Proponent therefore failed to timely provide proof that the Proponent

held the requisite amount of Company securities entitled to be voted on the Proposal at the 2025 Annual Meeting of Shareholders.

The Staff has previously concurred in the exclusion of proposals when proponents have failed to timely furnish evidence of eligibility to submit the shareholder proposal pursuant to Rule 14a-8(b). See, e.g., *FedEx Corp.* (June 5, 2019) (concurring with exclusion pursuant to Rule 14a-8(b) and Rule 14a-8(f) where the proponent did not provide any timely documentary support regarding proof of ownership of the company's shares); see also *PPL Corporation* (Mar. 26, 2024) (same); *Walgreens Boots Alliance, Inc.* (Nov. 8, 2022) (same); and *AT&T Inc.* (Jan. 29, 2019) (same).

***B. The Proposal may be excluded under Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent did not provide the Company with a written statement (i) confirming the Proponent's intent to hold the requisite amount of Company securities through the date of the 2025 Annual Meeting of Shareholders and (ii) regarding the Proponent's ability to meet with the Company.***

Under Rule 14a-8(b)(1)(ii), a proponent must include a written statement that he intends to continue to hold the requisite amount of company securities, determined in accordance with Rule 14a-8(b)(1)(i)(A)-(C), through the date of the applicable shareholders' meeting. Additionally, under Rule 14a-8(b)(1)(iii), a proponent must also provide his availability to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. Such statement must include contact information, as well as business days and specific times of availability that are within the regular business hours of the company's principal executive offices. If the proponent fails to provide such statement of intent or such statement of availability, the company may exclude the proposal, but only if the company notifies the proponent in writing of such deficiencies 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.

As shown in Exhibit A, the Proponent's email containing the Proposal did not include any written statement of the Proponent's intent to continue to hold the requisite amount of shares through the date of the 2025 Annual Meeting of Shareholders or the Proponent's availability to meet with the Company, and as confirmed by the Proponent in Exhibit C-2, the encrypted file attached to the Proponent's email did not include any information that would have addressed such deficiencies.

In addition to describing the necessary documentation to prove adequate beneficial ownership of Company securities as discussed above, the Notice of Deficiency notified the Proponent of the requirements of Rule 14a-8(b)(1)(ii) and Rule 14a-8(b)(1)(iii) and asked the Proponent to provide to the Company a written statement of (i) his intent to continue to hold the required number or amount of the Company's shares through the date of the annual meeting and (ii) that he is able to meet with the Company, either in person or via teleconference, no less than 10 calendar days, nor more than 30 calendar days, after submission of the Proposal and provide business days and specific times between the hours of 9 a.m. and 5:30 p.m. Pacific time that the Proponent is available to discuss the Proposal. The Notice of Deficiency clearly set out what documentation or information would be required to address the deficiencies. The Proponent did not respond to the Notice of Deficiency or send any documentation or information addressing these deficiencies by November 14, 2024, within 14 calendar days of the Notice of Deficiency, and as of the date hereof the Company still has not received any response from the Proponent. The Proponent therefore failed to provide the requisite statement required by Rule 14a-8(b)(1)(ii) and the Proponent's availability to meet with the Company required by Rule 14a-8(b)(1)(iii).

## Davis Polk

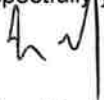
The Staff has consistently permitted exclusion under Rule 14a-8(f)(1) of stockholder proposals where a proponent failed to provide a written statement regarding the proponent's commitment to hold company securities through the date of the annual meeting as required by Rule 14a-8(b)(1)(ii) and/or the proponent's availability to meet with the company as required by Rule 14a-8(b)(1)(iii). See e.g., *Getty Images Holdings, Inc.* (May 2, 2023) (concurring with exclusion pursuant to Rule 14a-8(b) and Rule 14a-8(f) where the proponent did not provide an adequate written statement regarding the proponent's ability to meet with the company or a written statement of intent to hold the requisite amount of securities through the date of the next shareholder meeting); see also *AT&T Inc.* (Jan. 3, 2013) (concurring with exclusion pursuant to Rule 14a-8(b) and Rule 14a-8(f) where the proponent did not provide an adequate written statement of intent to hold the requisite amount of securities through the date of the next shareholder meeting); *Johnson & Johnson* (Jan. 9, 2012) (same); *Culp, Inc.* (Apr. 23, 2024) (concurring with exclusion pursuant to Rule 14a-8(b) and Rule 14a-8(f) where the proponent did not provide an adequate written statement regarding the proponent's ability to meet with the company); *Chevron Corp.* (Apr. 4, 2023) (same); *CDW Corp.* (March 28, 2023) (same); *Deere & Co.* (Oct. 10, 2022) (same).

### CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2025 Proxy Materials pursuant to Rule 14a-8(f). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2025 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the Commission if it 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 request. Please do not hesitate to call me at (212) 450-4111 if we may be of any further assistance in this matter.

Respectfully yours,



Michael Kaplan

Attachment: Exhibit A; Exhibit B; Exhibit C; Exhibit D

cc: Emre Sokullu  
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary,  
Meta Platforms, Inc.

**Proposal**

Dear Corporate Secretary,

I am submitting the following shareholder proposal for consideration at the upcoming Meta Platforms, Inc. shareholder meeting.

**Proposal: Acquisition of the grou.ps Domain Name and Similar Domain Assets**

**Overview:**

I propose that Meta Platforms, Inc. explore the acquisition of the domain name "grou.ps," along with any other similar domain names available for purchase on platforms like Sedo.com. The "grou.ps" domain, with its clever wordplay on "groups," could serve as a valuable and memorable URL shortener for Facebook Groups. Moreover, acquiring such domain names aligns with Meta's strategic goals of community building and user engagement.

**Rationale:**

- **Brand Synergy:** The domain name "grou.ps" offers a seamless extension to the Facebook Groups product, enhancing user experience with an intuitive and short URL format.
- **Timeless Value:** Domain names like these are valuable, timeless assets for a social-first company like Meta, providing long-term benefits as internet usage evolves.
- **Financially Sound:** Given Meta's strong cash position, these acquisitions are financially prudent. Acquiring domains before the end of the tax year can also provide potential tax advantages, lowering the company's tax liabilities in a legal and efficient manner.
- **Strategic Growth:** Investing in strategic domain names reinforces Meta's commitment to maintaining a leadership role in social networking and digital engagement.

**Conclusion:**

The acquisition of grou.ps and other valuable domain names would further Meta's position as a leader in the social networking space, provide lasting value, and offer immediate financial benefits. I kindly request that the Board of Directors consider this opportunity as part of Meta's growth strategy and financial planning.

I look forward to discussing this proposal further and am available to provide additional information.

Sincerely,

**EXHIBIT B**

**Notice of Deficiency**





**VIA EMAIL**

November 1, 2024

Re: Notice of Deficiency Related to Shareholder Proposal

Dear Emre Sokullu:

I am writing on behalf of Meta Platforms, Inc. (the “Company”), which received a shareholder proposal entitled “Acquisition of the group’s Domain Name and Similar Domain Assets” submitted on October 21, 2024 (the “Submission Date”) via email by you for inclusion in the Company’s proxy statement for the 2025 annual meeting. The proposal contains certain procedural deficiencies, which Securities and Exchange Commission (“SEC”) regulations require us to bring to your attention.

*Ownership Eligibility.* Rule 14a-8(b) of the Securities Exchange Act of 1934, as amended, requires that in order to be eligible to submit a proposal for inclusion in the Company’s proxy statement for an annual meeting, each proponent must have continuously held as of the Submission Date, at least (i) \$2,000 in market value of the Company’s securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the Company’s securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the Company’s securities entitled to vote on the proposal for at least a year.

Note that SEC rules do not permit a proponent to aggregate the proponent’s shareholdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

The Company’s stock records do not indicate that you are currently the registered holder on the Company’s books and records of any shares of the Company’s common stock, and you have not provided proof of ownership with the proposal.

*Method for Demonstrating Proof of Ownership.* As explained in Rule 14a-8 and SEC staff guidance, a proponent must provide sufficient proof of its continuous ownership of the requisite number of shares during the applicable time period preceding and including the Submission Date, by providing any of:

- **A written statement from the “record” holder of the securities.** To demonstrate ownership, you must submit to us a written statement from the “record” holder of the shares (usually a bank or broker) verifying that you 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 at the meeting for at least the three-year, two-year, or one-year period, respectively, prior to and including the Submission Date; or

- **SEC filings.** You can alternatively provide a (i) copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting your ownership of shares as of or before the date on which the required holding period begins and (ii) a written statement that you continuously held the required number of shares for the required time period through the Submission Date.

To help shareholders comply with the requirements when submitting proof of ownership to companies, the SEC's Division of Corporation Finance published Staff Legal Bulletin No. 14F ("SLB 14F"), dated October 18, 2011, and Staff Legal Bulletin No. 14G ("SLB 14G"), dated October 16, 2012. We have attached copies of both for your reference. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that SLB 14F and SLB 14G do not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects. A copy of Rule 14a-8 is also enclosed for your reference.

Please note that most large U.S. banks and brokers deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). SLB 14F and SLB 14G provide that for securities held through the DTC, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. You can confirm whether your bank or broker is a DTC participant by checking DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/client-center/dtc-directories>.

If you hold shares through a bank or broker that is not a DTC participant, you will need to obtain proof of ownership from the DTC participant through which the bank or broker holds your shares. You should be able to find out the name of the DTC participant by asking your bank or broker. If the DTC participant that holds your shares knows your bank or broker's holdings, but does not know your holdings, you may satisfy the proof of ownership requirements by submitting two proof of ownership statements—one from your bank or broker confirming your ownership and the other from the DTC participant confirming the bank or broker's ownership. Both should verify your ownership for the required time period prior to and including the Submission Date.

*Intent to Continue to Hold Shares Through the Annual Meeting.* SEC rules require that a proponent must provide to the Company a written statement of his or her intent to continue to hold the required number or amount of shares through the date of the annual meeting. To remedy this defect, you must provide us with a statement of your intent to continue to hold the required number or amount of the Company's shares through the date of the Company's 2025 annual meeting.

*Availability to Meet with the Company.* SEC rules require that each proponent seeking to submit the proposal state in writing that he or she is able to meet with the Company, either in person or via teleconference, no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. To remedy this defect, please provide contact information as well as business days and specific times (i.e., more than one date and time)<sup>1</sup> that you are available to discuss the proposal with the Company, which must be during the regular business hours of the Company's principal executive offices. You must identify times that are within the regular business hours of the Company's principal executive officers, which are between 9 a.m. and 5:30 p.m. Pacific time, the time zone of the Company's principal executive offices.

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<sup>1</sup> See Exchange Act Release No. 34-89964 (Sept. 23, 2020).

SEC rules require that these defects that we have identified be remedied, and your response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Please send such documentation (1) via mail directed to: Meta Platforms, Inc., 1 Meta Way, Menlo Park, California 94025, Attention: Secretary, with a copy via email to [CorporateSecretary@meta.com](mailto:CorporateSecretary@meta.com), or (2) via email only delivered to our Secretary at [CorporateSecretary@meta.com](mailto:CorporateSecretary@meta.com). The failure to correct the deficiencies within this time period will provide the Company with a basis to exclude the proposal from the Company's proxy statement for the 2025 annual meeting.

Sincerely,

/s/ Genevieve Feng

Genevieve Feng  
Associate General Counsel

Enclosure

**Company Communications to Proponent**

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**From:** Genevieve Feng [REDACTED]  
**Sent:** Wednesday, October 23, 2024 1:06 PM  
**To:** Emre Sokullu; corporatesecretary  
**Subject:** Re: Shareholder Proposal – Strategic Acquisition of grou.ps Domain Name and Similar Assets

Hi Emre,

A file appears to be attached that we are unable to open. Please confirm by Friday, October 25, 2024, that the file is not relevant to, and part of, the proposal. If we do not receive a response by Friday, October 25, 2024 we will assume that the file is unrelated to the proposal.

Thanks,  
Gen

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**From:** Emre Sokullu  
**Sent:** Monday, October 21, 2024 5:23 PM  
**To:** corporatesecretary  
**Subject:** Shareholder Proposal – Strategic Acquisition of grou.ps Domain Name and Similar Assets

Dear Corporate Secretary,  
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**Rationale:**

- **Brand Synergy:** The domain name "grou.ps" offers a seamless extension to the Facebook Groups product, enhancing user experience with an intuitive and short URL format.
- **Timeless Value:** Domain names like these are valuable, timeless assets for a social-first company like Meta, providing long-term benefits as internet usage evolves.
- **Financially Sound:** Given Meta's strong cash position, these acquisitions are financially prudent. Acquiring domains before the end of the tax year can also provide potential tax advantages, lowering the company's tax liabilities in a legal and efficient manner.
- **Strategic Growth:** Investing in strategic domain names reinforces Meta's commitment to maintaining a leadership role in social networking and digital engagement.

**Conclusion:**

The acquisition of grou.ps and other valuable domain names would further Meta's position as a leader in the social networking space, provide lasting value, and offer immediate financial benefits. I kindly request that the Board of Directors consider this opportunity as part of Meta's growth strategy and financial planning.

I look forward to discussing this proposal further and am available to provide additional information.

Sincerely,

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This email and any files transmitted with it are confidential and intended solely for the use of the individual or entity to whom they are addressed. If you have received this email in error please notify the system manager. This message contains confidential information and is intended only for the individual named. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system. If you are not the intended recipient you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.

Sent with [Proton Mail](#) secure email.

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**From:** Emre Sokullu [REDACTED]  
**Sent:** Wednesday, October 23, 2024 1:08 PM  
**To:** Genevieve Feng  
**Cc:** corporatesecretary  
**Subject:** Re: Shareholder Proposal – Strategic Acquisition of grou.ps Domain Name and Similar Assets  
**Attachments:** publicKey - [REDACTED] - 0xB89DEE54.asc; signature.asc

Thanks Genevieve, it is unrelated, yes.

On Wed, Oct 23, 2024 at 8:06 PM, Genevieve Feng [REDACTED] wrote:

Hi Emre,

A file appears to be attached that we are unable to open. Please confirm by Friday, October 25, 2024, that the file is not relevant to, and part of, the proposal. If we do not receive a response by Friday, October 25, 2024 we will assume that the file is unrelated to the proposal.

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**To:** corporatesecretary  
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I look forward to discussing this proposal further and am available to provide additional information. Sincerely,

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This email and any files transmitted with it are confidential and intended solely for the use of the individual or entity to whom they are addressed. If you have received this email in error please notify the system manager. This message contains confidential information and is intended only for the individual named. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system. If you are not the intended recipient you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.

Sent with [Proton Mail](#) secure email.



**EXHIBIT D**

**Record of Relayed Message**

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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 7:05 PM  
**To:** Emre Sokullu  
**Cc:** Kate Kelly; Jon Wendt; Erin Guldiken  
**Subject:** Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)  
**Attachments:** Meta - Deficiency Letter (Emre Sokullu).pdf

Dear Mr. Sokullu,

In connection with the proposal that you submitted, attached please find a letter of Notice of Deficiency under Rule 14a-8 of the Securities Exchange Act of 1934.

We are available to answer any questions on the deficiency.

Regards,  
Gen

**Genevieve Feng**  
Associate General Counsel, Corporate



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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 8:26 PM  
**To:** Emre Sokullu  
**Cc:** Kate Kelly; Jon Wendt; Erin Guldiken  
**Subject:** Re: Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)

Dear Mr. Sokullu,

Please confirm your receipt of this Notice of Deficiency.

Thanks,  
Gen

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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 4:04 PM  
**To:** Emre Sokullu [REDACTED]  
**Cc:** Kate Kelly [REDACTED]; Jon Wendt [REDACTED] Erin Guldiken [REDACTED]  
**Subject:** Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)

Dear Mr. Sokullu,

In connection with the proposal that you submitted, attached please find a letter of Notice of Deficiency under Rule 14a-8 of the Securities Exchange Act of 1934.

We are available to answer any questions on the deficiency.

Regards,  
Gen

**Genevieve Feng**  
Associate General Counsel, Corporate



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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 9:31 PM  
**To:** Emre Sokullu  
**Cc:** Kate Kelly; Jon Wendt; Erin Guldiken  
**Subject:** Re: Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)  
**Attachments:** Meta - Deficiency Letter (Emre Sokullu).pdf

Dear Mr. Sokullu,

We are resending our letter of Notice of Deficiency to you and ask that you confirm receipt of this email. Please note that we are not able to send you a hard copy of this letter because you have not provided us with a physical address.

Thanks,  
Gen

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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 5:25 PM  
**To:** Emre Sokullu [REDACTED]  
**Cc:** Kate Kelly [REDACTED]; Jon Wendt [REDACTED]; Erin Guldiken [REDACTED]  
**Subject:** Re: Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)

Dear Mr. Sokullu,

Please confirm your receipt of this Notice of Deficiency.

Thanks,  
Gen

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**From:** Genevieve Feng [REDACTED]  
**Sent:** Friday, November 1, 2024 4:04 PM  
**To:** Emre Sokullu [REDACTED]  
**Cc:** Kate Kelly [REDACTED]; Jon Wendt [REDACTED]; Erin Guldiken [REDACTED]  
**Subject:** Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)

Dear Mr. Sokullu,

In connection with the proposal that you submitted, attached please find a letter of Notice of Deficiency under Rule 14a-8 of the Securities Exchange Act of 1934.

We are available to answer any questions on the deficiency.

Regards,  
Gen

**Genevieve Feng**

Associate General Counsel, Corporate



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**From:** Microsoft Outlook  
**To:** Emre Sokullu  
**Sent:** Friday, November 1, 2024 9:31 PM  
**Subject:** Relayed: Re: Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)

**Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:**

[Emre Sokullu](#) [REDACTED]

Subject: Re: Meta | Deficiency Letter for Shareholder Resolution (Emre Sokullu)