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LATHAM & WATKINS LLP

December 17, 2024

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

Re: **JetBlue Airways Corporation**
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. JetBlue Airways Corporation (the "Company") has received a stockholder proposal and supporting statement (the "Proposal") from John Chevedden (the "Proponent") for inclusion in the proxy materials for the Company's 2025 annual meeting of stockholders (the "2025 Proxy Materials").

The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the "Staff") will not recommend enforcement action to the U.S. Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(e) because it was received at the Company's principal executive offices on December 8, 2024, which is six days after the Company's December 2, 2024 deadline for submitting such proposals.

By copy of this letter, we are advising the Proponent of the Company's intention to exclude the Proposal. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are submitting electronically to the Staff:

- this letter, which sets forth our reasons for excluding the Proposal; and
- the Proponent's correspondence submitting the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter on the Company's behalf not less than 80 days before the Company intends to file its 2025 Proxy Materials and are sending a copy of this letter concurrently to the Proponent.

I. BACKGROUND

On December 8, 2024, the Company received correspondence from the Proponent submitting the Proposal for inclusion in the Company's 2025 Proxy Materials. Copies of the email from the Proponent and the Proposal are attached hereto as Exhibit A.

II. BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal from the Proponent at its principal executive offices before the deadline by which stockholder proposals were required to be submitted to the Company for inclusion in the 2025 Proxy Materials.

A. The Staff Has Strictly Construed the Rule 14a-8 Deadline

Under Rule 14a-8(e)(1), a stockholder proposal submitted with respect to a company's regularly scheduled annual meeting must be received at the company's principal executive offices by the deadline set forth in the prior year's proxy statement. Pursuant to Rule 14a-8(e)(2), the deadline is calculated as not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting.

On April 1, 2024, the Company filed with the Commission, and commenced distribution to its stockholders of, the proxy materials for the Company's 2024 annual meeting of stockholders (the "2024 Proxy Materials"). The deadline for the submission of stockholder proposals for the Company's 2025 annual meeting of stockholders pursuant to Rule 14a-8 was set forth on page 107 of the Company's 2024 Proxy Materials (attached hereto as Exhibit B). As shown on page 107, the 2024 Proxy Materials clearly stated that such proposals must be received "on or before December 2, 2024 (120 days prior to April 1, 2025, the one year anniversary of the 2024 proxy mailing)."

The December 2, 2024 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before April 1, 2025, the anniversary of the release date of the Company's 2024 Proxy Materials. Rule 14a-8(e)(2) provides that the 120 calendar day deadline does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. That is not applicable here, as the Company intends to hold its 2025 annual meeting of stockholders on or about May 14, 2025, which is within 30 days of May 17, 2025, the anniversary of the 2024 annual meeting of stockholders.

Rule 14a-8(f) permits a company to exclude a stockholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." As noted above and as shown in Exhibit A to this letter, the Company did not receive the Proposal from the Proponent at its principal executive offices until December 8, 2024, six days after the Company's December 2, 2024 deadline to

receive stockholder proposals. The Proposal was not timely submitted by the Proponent and thus, the Proposal may be properly excluded from the 2025 Proxy Materials.

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline, permitting companies to exclude from proxy materials those stockholder proposals received at companies' principal executive offices after the submission deadline. *See, e.g.*, *Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline; *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); *Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (concurring with the exclusion of a proposal received five days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); *General Electric Co.* (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline). The Staff has also emphasized this point in Staff Legal Bulletin No. 14 (Jul. 13, 2001) by advising, "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline. . . ."

Rule 14a-8(f) states that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, *such as if you fail to submit a proposal by the company's properly determined deadline*" (emphasis added). Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with notice of the deficiency within the 14-day notice period or an opportunity to cure under Rule 14a-8(f) in order to exclude the Proposal under Rule 14a-8(e).

The Company therefore requests that the Staff concur that the Proposal may be excluded from the 2025 Proxy Materials because it was not properly submitted to the Company's principal executive offices within the time frame required under Rule 14a-8(e).

III. CONCLUSION

Based upon the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if it excludes the Proposal from the Company's 2025 Proxy Materials pursuant to Rule 14a-8(e) because the Proposal was not received at the Company's principal executive offices before the deadline for submitting stockholder proposals. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response they may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned via email at irina.yevmenenko@lw.com to discuss any questions you may have regarding this letter.

Very truly yours,

Irina Yevmenenko

Irina Yevmenenko
Of LATHAM & WATKINS LLP

Enclosures:

cc: John Chevedden
Eileen McCarthy, General Counsel, JetBlue Airways Corporation

LATHAM & WATKINS LLP

Exhibit A

Email sent by the Proponent on December 8, 2024, including Proposal

From: John Chevedden [redacted]
Sent: Sunday, December 8, 2024 9:44 PM
To: Habachy, Dora <Dora.Habachy@jetblue.com>; Lona Nallengara <Lona.Nallengara@Shearman.com>
Subject: Rule 14a-8 Proposal (JBLU)

Rule 14a-8 Proposal (JBLU)

Dear Ms. Habachy,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after
10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

JOHN CHEVEDDEN

[redacted] [redacted]

Ms. Eileen McCarthy
Corporate Secretary
JetBlue Airways Corporation (JBLU)
27-01 Queens Plaza North
Long Island City, New York 11101
PH: 718-286-7900

Dear Ms. McCarthy,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [redacted]
it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Sincerely,

[signature] December 8, 2024

John Chevedden Date

cc: "Habachy, Dora" <Dora.Habachy@jetblue.com>
Lona Nallengara <Lona.Nallengara@Shearman.com>

[JBLU – Rule 14a-8 Proposal, December 8, 2024]
[This line and any line above it is not for publication.]

Proposal 4 – Support for Special Shareholder Meeting Improvement

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting. Such a special shareholder meeting can be an online meeting.

This proposal topic is all the more important at JetBlue due to its poor long-term stock performance. JetBlue stock has fallen from $20 in 2021 to $6 in late 2024 during a robust stock market.

The best ideas for the turnaround of a company do not necessarily come from the existing shareholders.

The fact that one shareholder or a group of shareholders can, with less difficulty, acquire more shares to call for a special shareholder meeting is an incentive for the JetBlue Board of Directors to avoid such a long-term stock price decline in the first place since the continued service of the least qualified JetBlue Directors could be terminated by a special shareholder meeting. This is a good incentive for JetBlue Directors to have.

Please vote yes:

Support for Special Shareholder Meeting Improvement – Proposal 4

[The line above – *Is* for publication.]
[Please assign the correct proposal number in the 2 places.]

Notes:
"Proposal 4" stands in for the final proposal number that management will assign.
The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

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

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

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

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

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

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [redacted]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

LATHAM & WATKINS LLP

Exhibit B

Page 107 of the Company's 2024 Proxy Materials

ADDITIONAL INFORMATION

Stockholder Proposals for the 2025 annual meeting

Pursuant to our Bylaws, stockholders who wish to submit a proposal (including a director nomination) that is not to be included in the proxy materials for the 2025 annual meeting of stockholders must do so no earlier than January 17, 2025 (120 days prior to May 17, 2025, the one year anniversary of the annual meeting) and no later than February 16, 2025 (90 days prior to May 17, 2025). In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19(b) under the Exchange Act by the foregoing deadline for submitting director nominations under our Bylaws.

The foregoing Bylaw provisions do not affect a stockholder's ability to request inclusion of a proposal in our proxy statement within the procedures and deadlines set forth in Rule 14a-8 of the SEC's proxy rules. Stockholders who intend to have proposals considered for inclusion in our proxy materials for presentation at our 2025 annual meeting pursuant to Rule 14a-8 under the Exchange Act must be received at our principal executive offices addressed to the General Counsel and Corporate Secretary, JetBlue Airways Corporation, 27-01 Queens Plaza North, Long Island City, New York 11101, on or before December 2, 2024 (120 days prior to April 1, 2025, the one year anniversary of the 2024 proxy mailing).

In January 2018, the Board adopted revisions to our Bylaws, putting into place proxy access provisions. These provisions permit a stockholder, or a group of up to 20 stockholders owning continuously 3% or more of the Company's outstanding common stock for at least three years to nominate and include in the Company's proxy materials for an annual stockholder meeting up to 20% of the Board (or if such amount is not a whole number, the closest whole number below 20%, but not less than two directors) if such nominating stockholder(s) and nominee(s) satisfy the requirements set forth in our Bylaws. To be timely, the notice must not be received earlier than December 18, 2024 (150 days prior to May 17, 2025, the one year anniversary of the 2024 annual meeting), nor later than January 17, 2025 (120 days prior to May 17, 2025). The notice must contain the information required by our Bylaws.

A copy of our Bylaws is available upon request to: General Counsel and Corporate Secretary, JetBlue Airways Corporation, 27-01 Queens Plaza North, Long Island City, NY 11101. The officer presiding at the meeting may exclude matters that are not properly presented in accordance with these requirements.