



DIVISION OF
CORPORATION FINANCE

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

March 6, 2025

Ning Chiu
Davis Polk & Wardwell LLP

Re: Block, Inc. (the "Company")
Incoming letter dated January 17, 2025

Dear Ning Chiu:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Chris Mueller (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 Rule 14a-8(b)(1)(i). 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) 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: Chris Mueller

January 17, 2025

VIA ELECTRONIC SUBMISSION

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 Block, Inc., a Delaware corporation (the “**Company**”), 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 (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 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.

THE PROPOSAL

Although the Proposal has not clearly identified the resolution of the Proposal, we believe it is the following text, which is presented in bold:

My proposal: Block, 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.

REASON FOR EXCLUSION OF THE PROPOSAL

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

1. Rule 14a-8(b)(1) and Rule 14a-8(f)(1): The Proponent failed to establish the requisite eligibility to submit the Proposal; and
2. Rule 14a-8(b)(1)(iii) and Rule 14a-8(f)(1): The Proponent failed to provide the Company with an adequate written statement regarding his ability to meet with the Company to discuss the Proposal.

Davis Polk

Background.

On October 22, 2024, the Proponent submitted the Proposal via certified mail to the Company. The Company received the Proposal on October 29, 2024. The Proposal did not contain any information concerning the Proponent's share ownership, as required under Rule 14a-8(b)(1), or the Proponent's availability to meet with the Company, as required under Rule 14a-8(b)(1)(iii). The submission stated that the Proponent is "an individual investor with a directly registered ownership position in [the] [C]ompany."

Based on the Company's review of the ownership records regarding the Proponent's direct ownership of Class A common stock of the Company, as provided by the Company's transfer agent, the Company determined that the Proponent held one registered share of Class A common stock of the Company owned as of May 3, 2024. A copy of this ownership record (the "**Ownership Record**") is attached hereto as Exhibit B. The Proponent's registered holdings of the Company's securities did not satisfy the requirements of Rule 14a-8(b)(1).

On November 6, 2024, the Company sent a letter of deficiency (the "**Deficiency Notice**"), attached hereto as Exhibit C, to the Proponent via email and overnight mail via Federal Express, identifying two procedural deficiencies and indicating the methods by which the Proponent could cure these eligibility deficiencies. Specifically, we informed the Proponent that, under Rule 14a-8(f), if the Proponent would like to remedy the deficiencies, the Proponent's proof of ownership and statement of availability must be postmarked, or transmitted electronically, no later than 14 calendar days from the date of receipt of the Deficiency Notice. The Proponent confirmed receipt of the Deficiency Notice via email on November 7, 2024, as shown in Exhibit D. The Federal Express was also delivered on November 7, 2024. See Exhibit E.

The Proponent's deadline for responding to the Deficiency Notice was November 21, 2024, which is 14 calendar days from November 7, 2024, the date the Proponent received the Deficiency Notice. As of the date of this letter, the Proponent has not responded to the deficiencies noted in the Deficiency Notice.

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

Rule 14a-8(b)(1) provides that, to be eligible to submit a shareholder proposal in connection with a shareholder meeting, a shareholder must have continuously held:

1. At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or
2. At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or
3. At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year.

Pursuant to Rule 14a-8(b)(2)(ii)(A), if a proponent is not the registered holder of securities entitled to vote, the proponent must submit to the company a written statement from the record holder of such securities verifying that, at the time the proposal was submitted, the proponent held enough of the company's securities to satisfy the ownership threshold requirements of Rule 14a-8(b)(1). In this case, the Proponent's registered share ownership is insufficient to satisfy the ownership threshold requirements of Rule 14a-8(b)(1).

In accordance with Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("**SLB 14L**"), the market value of the number of shares held by the Proponent is calculated by multiplying the number of securities the Proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal. During the 60 calendar days preceding October 22,

2024, the date the Proponent submitted the Proposal, the highest selling price for one share of the Company's Class A common stock was \$75.00, far below the ownership thresholds set forth in Rule 14a-8(b)(1).

The Company satisfied its obligation under Rule 14a-8(f) by sending the Deficiency Notice to the Proponent within the required timeframe after receipt of the Proposal. The Deficiency Notice clearly informed the Proponent of the eligibility requirements of Rule 14a-8(b)(1), how to cure the eligibility deficiency and the need to respond to the Company to cure the deficiency within 14 days from the receipt of the Deficiency Notice. As discussed above, the Proponent failed to provide timely documentary evidence of his eligibility to submit a shareholder proposal in response to the Company's proper and timely Deficiency Notice.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f)(1) where the proponent has failed to provide satisfactory evidence of continuous ownership of the Company's securities, as required by Rule 14a-8(b). See, e.g., *Bank of America Corp.* (avail. Feb. 20, 2024) (concurring with the exclusion of a proposal where the proponent failed to timely provide proof of requisite share ownership after receiving notice of such deficiency); *RTX Corp.* (avail. Feb. 20, 2024); *Allegheny Technologies Inc.* (avail. Feb. 27, 2018) (concurring with the exclusion of a proposal where the proponent held 70 shares and the market value of these shares was not at least \$2,000); and *QEP Resources, Inc.* (avail. Dec. 27, 2017).

Consistent with the precedent cited above, the Proponent has failed to demonstrate his eligibility to submit a Rule 14a-8 proposal under Rule 14a-8(b)(1). Accordingly, the Company intends to exclude the Proposal from its 2025 Proxy Materials under Rule 14a-8(f)(1), because the Proponent has not demonstrated that he is eligible to submit the Proposal under Rule 14a-8(b)(1).

The Proposal May Be Excluded under Rule 14a-8(b)(1)(iii) and Rule 14a-8(f)(1) Because the Proponent Failed to Provide the Company with an Adequate Written Statement Regarding His Ability to Meet with the Company to Discuss the Proposal.

Rule 14a-8(b)(1)(iii) requires a proponent to provide a written statement detailing the proponent's 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. This written statement must include the proponent's contact information as well as business days and specific times that the proponent is available to discuss the proposal with the company. The proponent must identify times that are within the regular business hours of the company's principal executive office. The Commission has indicated that proponents must identify specific dates and times rather than providing a general statement of the proponent's availability, as the former approach increases the likelihood of engagement because the company knows the proponent's availability in advance. See SEC Release No. 34-89964, 85 Fed. Reg. 70240, 70253-4. (Sept. 23, 2020). Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that it meets any of the eligibility requirements of Rule 14a-8(b) following a timely and proper request by the company.

As noted above, the Proposal did not contain specific information regarding the Proponent's availability to meet with the Company, as required under Rule 14a-8(b)(1)(iii). The Proposal merely contained a general statement that the Proponent was available to discuss his proposal "at any time." The Company's Deficiency Notice informed the Proponent of his failure to provide the Company with a written statement of availability to engage with the Company, as required under Rule 14a-8(b)(1)(iii), and included instructions on how to remedy the deficiency, which the Proponent failed to remedy.

The Staff has consistently permitted the exclusion of shareholder proposals where a proponent fails to provide a written statement of the proponent's availability to discuss the proposal after receiving a timely deficiency notice from the company under Rule 14a-8(b)(1)(iii) and Rule 14a-8(f)(1). See, e.g., *Chevron Corp.* (avail. Apr. 4, 2023); *CDW Corp.* (avail. Mar. 28, 2023); *The Allstate Corp.* (avail. Jan. 23, 2023); *Textron, Inc.* (avail. Jan. 23, 2023); *Molina Healthcare, Inc.* (avail. Jan. 17, 2023); and *AmerisourceBergen Corp.* (avail. Jan. 12, 2023).

Davis Polk

Consistent with the precedent cited above, the Company intends to exclude the Proposal from the Company's 2025 Proxy Materials under Rule 14a-8(b)(1)(iii) and Rule 14a-8(f)(1) because, despite receiving timely and proper notice of this deficiency pursuant to Rule 14a-8(f)(1), the Proponent has not provided a written statement regarding his ability to meet with the Company, as required by Rule 14a-8(b)(1)(iii).

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(b)(1) and Rule 14a-8(f)(1).

Respectfully yours,

A handwritten signature in black ink that reads "Ning Chiu". The signature is written in a cursive, flowing style.

Ning Chiu

Attachment

cc w/ att: Chrysty Esperanza, Block, Inc.
Chris Mueller

Exhibit A

October 18, 2024

Block Inc.
1955 Broadway, Suite 600
Oakland, CA 94612

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: Block 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, Papa Johns, TopGolf, Citizens, Icahn, P Morgan, Goldman Sachs, Nasdaq, Hasbro, Cisco, Paypal, Foot Locker, Domino's, Wayfair, Colgate, Amex, PNC, PepsiCo, Campbell's, Manitowoc, Warner Bros, 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

[REDACTED]

[REDACTED]

[REDACTED]

Exhibit B

BLOCK

Computershare



Computershare Trust Company, N.A.
PO Box 43006
Providence, RI 02940-3006

Within USA, US territories & Canada 1-800-736-3001
Outside USA, US territories & Canada 781-575-3100
www.computershare.com/investor

Block, Inc. is incorporated under the laws of the State
of DE.

Certain account updates now available via TEXT MESSAGE. Enroll at www.cshare.us/smsop

CHRIS MUELLER

Holder Account Number



Company ID
SSN/TIN Certified

SQRI
Yes

Block, Inc. - Direct Registration (DRS) Advice

Transaction(s)

Date	Transaction Description	Total Shares/Units	CUSIP	Class Description
03 May 2024	Dtc Stock Withdrawals (Drs)	1.000000	852234103	Class A Common

Account Information: Date: 03 May 2024 (Excludes transactions pending settlement)

Direct Registration Balance	Total Shares/ Units	Price Per Share (\$)	Value (\$)	CUSIP	Class Description
1.000000	1.000000	69.470000	69.47	852234103	Class A Common

IMPORTANT INFORMATION — RETAIN FOR YOUR RECORDS.

This advice is your record of the share transaction in your account on the books of the Company as part of the Direct Registration System. This advice is neither a negotiable instrument nor a security, and delivery of it does not of itself confer any rights to the recipient. It should be kept with your important documents as a record of your ownership of these shares. No action on your part is required. If offered and you wish to obtain a certificate, please access your account via the Investor Center website or contact a customer service agent. Fees may apply to certificate issuances. Certificate requests made as part of a transfer request may automatically be changed to book issuance. The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to either the first in, first out (FIFO) for equity issuers or for certain closed-end funds, average cost basis method. Please note that Closed-End Funds and/or Registered Investment Companies are not required to report cost basis until January 1, 2012. Please visit our website or consult your tax advisor if you need additional information about cost basis. Upon request, the Company will furnish to any shareholder, without charge, a full statement of the designations, rights (including rights under any Company's Rights Agreement, if any), preferences and limitations of the shares of each class and series authorized to be issued, and the authority of the Board of Directors to divide the shares into series and to determine and change rights, preferences and limitations of any class or series. Assets are not deposits of Computershare and are not insured by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation, or any other federal or state agency.

If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

40UDR

SQRI



Exhibit C

BLOCK

1955 Broadway, Suite 600
Oakland, CA 94612
Attn: Corporate Secretary
[REDACTED]

November 6, 2024

VIA EMAIL AND OVERNIGHT MAIL

Re: Notice of Deficiency Related to Shareholder Proposal

Mr. Chris Mueller [REDACTED]
[REDACTED]
[REDACTED]

Dear Mr. Mueller,

I am writing on behalf of Block, Inc. (the "Company"), which received a shareholder proposal entitled "Block 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" submitted on October 22, 2024 (the "Submission Date") via USPS by you. As it is unclear from your letter, please advise if you are seeking to have your proposal included in the Company's proxy materials for the 2025 annual meeting. If that is the case, we are writing to inform you that the proposal contains certain procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

Ownership Deficiency. Your proposal states that you have a "directly registered ownership position" in the Company. As of November 1, 2024, according to the records of the Company's transfer agent, Computershare Trust Company, N.A, your registered ownership position in the Company consists of one share of Company Class A common stock, owned as of May 3, 2024. This is insufficient to qualify you to be eligible to submit a shareholder proposal pursuant to Rule 14a-8(b)(1) of the Exchange Act. You must demonstrate sufficient share ownership as required by Rule 14a-8(b) of the Exchange Act, which we describe below, in order to submit a proposal to be included in the Company's proxy materials for the 2025 annual meeting.

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.

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.

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)¹ 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. PT, the time zone of the Company's principal executive offices.

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 email to me at [REDACTED] or (2) via mail to 1955 Broadway, Suite 600 Oakland, CA 94612 with a copy via email to [REDACTED]. 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,

DocuSigned by:

24ADD0E51DCD4CB...
Chrysty Esperanza
Chief Legal Officer and Corporate Secretary

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

Exhibit D



Katrina Richards [REDACTED]

Block, Inc. Shareholder Proposal for 2025 Annual Shareholder Meeting

Marine Bonnaire [REDACTED]

Thu, Nov 7, 2024 at 3:56 PM

To: Katrina Richards [REDACTED], Paloma Luz [REDACTED]

FYI

----- Forwarded message -----

From: **Chris Mueller** [REDACTED]

Date: Thu, Nov 7, 2024 at 4:09 AM

Subject: Re: Block, Inc. Shareholder Proposal for 2025 Annual Shareholder Meeting

To: Chrysty Esperanza [REDACTED]

Cc: Marine Bonnaire [REDACTED], Lisa Huff [REDACTED] Shahzia Rahman [REDACTED]

Received. Thank you Chrysty

On Wed, Nov 6, 2024 at 8:00 PM Chrysty Esperanza [REDACTED] wrote:

Attachment: Notice of Deficiency (pdf)

Dear Mr. Mueller,

Thank you for submitting a shareholder proposal, on behalf of yourself (the "Proponent"). As it is unclear from your letter, please advise if you are seeking to have your proposal included in Block, Inc.'s ("Block") proxy materials for the 2025 annual meeting. If that is the case, Block has reviewed your shareholder proposal, submitted as of October 29, 2024, and we confirmed that as of November 1, 2024, you hold 1 share of Block Class A Common Stock at Computershare. As further explained in the attached Notice of Deficiency, your current ownership does not sufficiently meet the requirements related to your ownership of Company shares under Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8").

A Notice of Deficiency is attached noting that the Proponent has failed to provide the proper proof of ownership as required by Rule 14a-8, along with instructions regarding how to cure such defect. Please note that the Proponent has 14 calendar days to respond to the notice of defect.

Sincerely,

Chrysty Esperanza

Chief Legal Officer and Corporate Secretary of Block, Inc.

Exhibit E



The holiday countdown has begun. Get gifts in time with free 2-day shipping.

[SHOP NOW](#)**DELIVERED**

Thursday

11/7/24 at 10:27 AM

Signed for by: K.MUELLER

[↓ Obtain proof of delivery](#)

DELIVERY STATUS

Delivered

[🔍 Report missing package](#)

ADD YOUR EMAIL TO STAY UPDATED ON THIS SHIPMENT

GET UPDATES**MORE OPTIONS****TRACKING ID**

779779351726 [✎](#) [☆](#)

FROM

OAKLAND, CA US

Label Created

11/6/24 11:38 AM

WE HAVE YOUR PACKAGE

SAN FRANCISCO, CA

11/6/24 3:38 PM

ON THE WAY

TAMPA, FL

11/7/24 7:41 AM

OUT FOR DELIVERY

TAMPA, FL

11/7/24 8:15 AM

DELIVERED

TAMPA, FL US

Delivered

Shipment facts



Shipment overview

TRACKING NUMBER 779779351726**DELIVERED TO** Residence**SHIP DATE** ⓘ 11/6/24**STANDARD TRANSIT** ⓘ 11/7/24 before 8:00 PM**DELIVERED** 11/7/24 at 10:27 AM

Services

SERVICE FedEx Standard Overnight**TERMS** Shipper**SPECIAL HANDLING SECTION** Deliver Weekday, Residential Delivery, Direct Signature Required**SIGNATURE SERVICES** ⓘ Direct signature required

Package details

WEIGHT 0.5 lbs / 0.23 kgs**TOTAL PIECES** 1**TOTAL SHIPMENT WEIGHT** 0.5 lbs / 0.23 kgs**PACKAGING** FedEx Envelope[↑ Back to top](#)

Travel history



SORT BY DATE/TIME

Ascending



Time zone

Local Scan Time



- 11:38 AM
Shipment information sent to FedEx
- 11:49 AM
Shipment arriving On-Time
SAN FRANCISCO, CA
- 11:49 AM
Picked up
SAN FRANCISCO, CA
- 3:38 PM
Picked up
SAN FRANCISCO, CA
- 5:58 PM
Left FedEx origin facility
SAN FRANCISCO, CA

Thursday, 11/7/24

- 12:43 AM
Arrived at FedEx hub
MEMPHIS, TN
- 3:14 AM
Departed FedEx hub
MEMPHIS, TN
- 5:48 AM
At destination sort facility
TAMPA, FL
- 7:41 AM
At local FedEx facility
TAMPA, FL
- 8:15 AM
On FedEx vehicle for delivery
TAMPA, FL
- ✓ 10:27 AM
Delivered
TAMPA, FL

[↑ Back to to](#)

OUR COMPANY

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February 14, 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 Block, Inc., a Delaware corporation (the “**Company**”), we are writing to supplement the Company’s no-action letter request dated January 17, 2025 (the “**No-Action Letter**”) regarding the shareholder 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 Shareholders. We have been advised by the Company as to the factual matters set forth herein.

For the avoidance of doubt, we are supplementing the No-Action Letter to provide proof of the Company’s timely notice to the Proponent of the deficiencies in the Proposal. The No-Action Letter states that the Proponent submitted the Proposal via certified email to the Company on October 22, 2024 and the Company received the Proposal on October 29, 2024. See Exhibit A and Exhibit B, respectively. As required under Rule 14a-8(f)(1), the Company provided notice of the deficiencies on November 6, 2024, within 14 days of receipt of the Proposal, which is included in the No-Action Letter.

Respectfully yours,



Ning Chiu

Attachment: Exhibit A
Exhibit B

cc w/ att: Chrysty Esperanza, Block, Inc.
Chris Mueller

Tracking Information

Track Packages
Anytime, Anywhere

Get the free Informed Delivery® feature to receive automated notifications on your packages

Learn More

Tracking Number:

Remove X

9589071052701614076709

Copy

Add to Informed Delivery

Latest Update

Your package will arrive later than expected, but is still on its way. It is currently in transit to the next facility.

Get More Out of USPS Tracking:

USPS Tracking Plus®

- Moving Through Network
In Transit to Next Facility, Arriving Late
October 31, 2024
- Arrived at USPS Regional Destination Facility
OAKLAND CA DISTRIBUTION CENTER
October 26, 2024, 11:12 am
- Departed USPS Facility
TAMPA, FL 33630
October 23, 2024, 3:23 am
- Arrived at USPS Origin Facility
TAMPA, FL 33630
October 22, 2024, 7:11 pm
- USPS in possession of item
TAMPA, FL 33607
October 22, 2024, 11:44 am
- Hide Tracking History

What Do USPS Tracking Statuses Mean?

Exhibit B

Mail Envelope

Chris Mueller

9589 0710 5270 1614 0767 09

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL®



9589 0710 5270 1614 0767 09

Retail



94612

U.S. POSTAGE PAID
FCM LETTER
TAMPA, FL 33607
OCT 22, 2024

\$5.58

R2305M146439-15

RDC 99

Block Inc.
Attention: Corporate Secretary
1955 Broadway, Suite 600
Oakland, CA 94612

