



DIVISION OF  
CORPORATION FINANCE

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

January 21, 2025

Ning Chiu  
Davis Polk & Wardwell LLP

Re: Kosmos Energy Ltd. (the "Company")  
Incoming letter dated January 2, 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 2, 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 Kosmos Energy Ltd., 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 Proponent has not clearly identified the resolution of the Proposal, we believe it is the following text, which is presented in bold:

**My proposal: Kosmos Energy Ltd. should add a disclosure to the investor relations page on our website letting our shareholders know how they can protect their securities against short selling. This new disclosure should include 1) holding “shares” in a cash account at their brokerage firm instead of a margin account. [sic] 2) opting out of any securities lending programs, which should stop their broker from lending their “shares”. [sic] 3) transferring their shares from their broker to their own name with our transfer agent (Computershare). This is known as “DRS”.**

**In addition, once this new disclosure is published on our website, we should file an 8-K to inform the public that the new disclosure has been added.**

## 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.

### ***Background.***

On November 27, 2024, the Proponent submitted the Proposal via certified mail to the Company. The Company received the Proposal on December 2, 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 as provided by the Company's transfer agent, the Company determined that the Proponent owns one registered share of common stock of the Company as of December 4, 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 December 10, 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 certified mail, identifying two procedural deficiencies and indicating the methods by which the Proponent could cure these eligibility deficiencies. The Proponent confirmed receipt of the Deficiency Notice via email on December 10, 2024, as shown in Exhibit D. The letter was also delivered by certified mail on December 16, 2024. See Exhibit E.

The Proponent's deadline for responding to the Deficiency Notice was December 24, 2024, which was 14 calendar days from the date the Proponent confirmed receipt of 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 November 27, 2024, the date the Proponent submitted the Proposal, the highest selling price for one share of the Company's common stock was \$4.68, 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).

***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.

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.

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

# Davis Polk

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).

## CONCLUSION

The Proponent has not responded to the Deficiency Notice and therefore the Company believes that the Proposal may be excluded from its 2024 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

Respectfully yours,



Ning Chiu

Attachment

cc w/ att: Josh R. Marion, Kosmos Energy Ltd.

Chris Mueller

**Davis Polk**

**Exhibit A**

November 28, 2024

Kosmos Energy  
8176 Park Lane, Suite 500  
Dallas, Texas 75231

Members of the board.

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

I believe that our team has worked very hard over the last year to provide value for our shareholders. Unfortunately, it has been a tough year, and our stock price has been down while the overall markets have been up. When an issuer's stock price declines like ours has, I believe that makes our company a potential target for abusive short sellers. Although our team does not control the price of our stock, our leadership team does have the ability to help educate our investors how they can protect their own securities against short selling.

**My proposal:** Kosmos Energy should add a disclosure to the investor relations page on our website letting our shareholders know how they can protect their securities against short selling. This new disclosure should include 1) holding "shares" in a cash account at their brokerage firm instead of a margin account. 2) opting out of any securities lending programs, which should stop their broker from lending their "shares". 3) transferring their shares from their broker to their own name with our transfer agent (Computershare). This is known as "DRS".

In addition, once this new disclosure is published on our website, we should file an 8-K to inform the public that the new disclosure has been added.

This disclosure process has been done before. One other issuer (DJT) added language to their website and filed an 8-K on April 17, 2024. The FAQ page can be seen here: <https://ir.tmtgcorp.com/faq/>

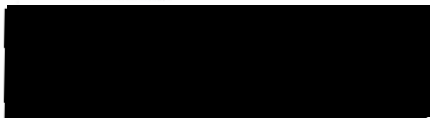
The 8-K can be seen here: <https://s3.amazonaws.com/sec.irpass.cc/2660/0001140361-24-020211.htm>

I encourage our company to take my proposal seriously. I believe that public companies that are allegedly targeted by abusive short sellers may have a fiduciary responsibility to educate their investors how they can protect their securities. I have personally helped numerous issuers update their investor relations page(s), and I would be happy to provide help or feedback free of charge.

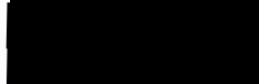
I would prefer correspondence through email to limit the resource expenditure necessary for responding to my proposal.



Chris Mueller



Chris Mueller



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

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**RDC 99**



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TAMPA, FL 336  
NOV 27, 2024

**\$5.58**

S2324P501993

Kosmos Energy

8176 Park Lane, Suite 500

**Exhibit B**

Holder Snapshot for CHRIS MUELLER

As of 12/4/2024

ADD TO HOLDER LISTS

Current Balances

Share Class	Register	Balance	Price	Value
Grouped by: KOS (ISIN US5006881065)				
COMMON STOCK	Book Entry	0	3.67	0.00
COMMON STOCK	Certificated	1	3.67	3.67
	Total	1	-	3.67

View all balance information

Certificate Summary

Available	Cancelled	Restricted	Stopped
1	0	0	0

View all certificate information

Pending Transactions

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

View all pending transactions

Completed Transactions

Date	Transactions	Debit/Credit	Share Class
10/23/2024	DIRECT REGISTRATION CONVERSION	+1	COMMON STOCK - Certificated
10/23/2024	DIRECT REGISTRATION CONVERSION	-1	COMMON STOCK - Book Entry
8/3/2023	DTC STOCK WITHDRAWALS (DRS)	+1	COMMON STOCK - Book Entry

View all transaction history

Account Details

Holder	CHRIS MUELLER
ID	
Address	
Email	

View all account information

Communications Preferences

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View all communication preferences

Tax Information

TIN	
Tax Certification	
TIN Status	

View all tax information

Banking Instructions

Direct Deposit Instructions	
Wire Instructions	
Direct Debit Instructions	

View banking instructions

Plan Election Details

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View all reinvestment information

**Davis Polk**

**Exhibit C**

December 10, 2024

Re: Notice of Deficiency Related to Shareholder Proposal

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

Dear Mr. Mueller:

I am writing on behalf of Kosmos Energy Ltd. (the “**Company**”), which received a shareholder proposal from you requesting the Company add disclosure to the investor relations page on its website to inform shareholders how they might protect their securities against short selling, submitted on November 27, 2024 (the “**Submission Date**”) via USPS. 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. I have been advised by the Company as to the factual matters set forth herein.

*Ownership Deficiency.* Your proposal states that you have a “directly registered ownership position” in the Company. As of December 4, 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 common stock. 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)<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. 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 Josh R. Marion at [REDACTED] or (2) via mail to 8176 Park Lane, Suite 500, Dallas, Texas 75231, with

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

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.

Very truly yours,



John H. Runne  
Enclosure

cc: Josh R. Marion  
Senior Vice President and General Counsel, Kosmos Energy Ltd.

**Overnight Courier and Email**

**Exhibit D**

## Kilduff, Dave

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**From:** Chris Mueller [REDACTED]  
**Sent:** Tuesday, December 10, 2024 5:47 PM  
**To:** Runne, John H.  
**Cc:** Chiu, Ning; Rooney, Byron B. [REDACTED]; Billy Kronenberger  
**Subject:** Re: Kosmos - Notice of Deficiency for Shareholder Proposal

Hey John,

I apologize, I got the Kosmos proposal mixed up with another proposal. We already offer certificates. The good news is that Kosmos can address my concerns for nearly no cost. I don't see a downside to doing so, and I'm open to hearing/discussing an alternative point of view.

Chris

On Tue, Dec 10, 2024 at 1:13 PM Runne, John H. [REDACTED] wrote:

On behalf of Kosmos Energy Ltd., we are in receipt of your shareholder proposal which the company received on December 2, 2024 for inclusion in the company's proxy materials for the 2025 annual meeting.

As explained in the attached letter, your proposal contains certain procedural deficiencies which must be remedied by the deadline noted in the letter.

Please confirm receipt of this email. We are also sending you a courtesy copy by mail today.

Thank you,

John Runne

**John H. Runne**

[REDACTED]  
[REDACTED]

[REDACTED]

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**Davis Polk & Wardwell LLP**

Confidentiality Note: This email is intended only for the person or entity to which it is addressed and may contain information that is privileged, confidential or otherwise protected from disclosure. Unauthorized use, dissemination, distribution or copying of this email or the information herein or taking any action in reliance on the contents of this email or the information herein, by anyone other than the intended recipient, or an employee or agent responsible for

delivering the message to the intended recipient, is strictly prohibited. If you have received this email in error, please notify the sender immediately and destroy the original message, any attachments thereto and all copies. Please refer to the firm's [privacy notice](#) for important information on how we process personal data. Our website is at [davispolk.com](http://davispolk.com).

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**Exhibit E**

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**John Runne**

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**2.54**

**11.54**

**DEC 10 2024**

**GRAND CENTRAL POST OFFICE**

**Postmark Here**

**MR. CHRIS MUELLER**

**[REDACTED]**

**[REDACTED]**

**PS Form 3800, January 2023 PSN 7530-02-000-9047 See Reverse for Instructions**

Certified Mail Fee

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Extra Services & Fees (check box, add fees as appropriate)

- ☐ Return Receipt (hardcopy) \$
- ☐ Return Receipt (electronic) \$
- ☐ Certified Mail Restricted Delivery \$
- ☐ Adult Signature Required \$
- ☐ Adult Signature Restricted Delivery \$

Postage

\$

Total Postage and Fees

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Sent To

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City

USPS TRACKING #



9590 9402 8535 3186 3698 81

First-Class Mail  
Postage & Fees Paid  
USPS  
Permit No. G-10

United States  
Postal Service

• Sender: Please print your name, address, and ZIP+4® in this box•

Davis Polk & Wardwell LLP  
Attn: John Runne  
450 Lexington Avenue  
New York, NY 10017

927

**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

MR. CHRIS MUELLER



9590 9402 8535 3186 3698 81

2. Article Number (Transfer from service label)

9589 0710 5270 1559 0580 99

PS Form 3811, July 2020 PSN 7530-02-000-9053

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature

☒ X ☐ Agent  
☐ Addressee

B. Received by (Printed Name)

CHRIS

C. Date of Delivery

12/16

D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature  
☐ Adult Signature Restricted Delivery  
☐ Certified Mail®  
☐ Certified Mail Restricted Delivery  
☐ Collect on Delivery  
☐ Collect on Delivery Restricted Delivery

☐ Priority Mail Express®  
☐ Registered Mail™  
☐ Registered Mail Restricted Delivery  
☐ Signature Confirmation™  
☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt