



DIVISION OF  
CORPORATION FINANCE

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

April 23, 2025

Michael Ben  
Honigman LLP

Re: Rocket Companies, Inc. (the "Company")  
Incoming letter dated January 28, 2025

Dear Michael Ben:

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

The Proposal asks the Company to allow shareholders the option to hold their shares in certificated form by utilizing the "print on demand" service offered by the Company's transfer agent.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal relates to the Company's ordinary business operations. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

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 28, 2025

**VIA ONLINE SHAREHOLDER PROPOSAL PORTAL**

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

RE: Rocket Companies, Inc.  
Exclusion of Stockholder Proposal of Chris Mueller  
Securities Exchange Act of 1934, as amended – Rule 14a-8

Ladies and Gentlemen:

We are writing on behalf of Rocket Companies, Inc. (the “Company”), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We hereby request that the staff (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with the Company’s view that, for the reasons stated below, the stockholder proposal and supporting statement (the “Proposal”) of Chris Mueller (the “Proponent”) may be properly excluded from the proxy materials (the “2025 Proxy Materials”) to be distributed by the Company in connection with its 2025 annual meeting of stockholders (the “2025 Annual Meeting”), and that the Staff will not recommend to the Commission that enforcement action be taken against the Company if the Company excludes the Proposal, in reliance on Rule 14a-8. The letter containing the Proposal submitted by the Proponent to the Company, which was postmarked on October 22, 2024 and received by the Company on October 31, 2024, is attached hereto as Exhibit A (the “Proponent Letter”).

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Portal. In accordance with Rule 14a-8(j)(1), a copy of this letter and its attachments are being sent simultaneously to the Proponent via email and mail. We take this opportunity to inform the Proponent that if the Proponent elects to submit correspondence to the Staff or other staff of the Commission with respect to the Proposal or this letter, a copy of that correspondence should be sent by e-mail to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D.

We have submitted this letter to the Commission no later than 80 calendar days before the Company currently expects to file its definitive 2025 Proxy Materials, which date is April 24, 2025.

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## **BASIS FOR EXCLUSION**

We hereby request that the Staff concur in the Company's view that the Proposal may be excluded from the 2025 Proxy Materials because:

- pursuant to Rules 14a-8(b) and 14a-8(f)(1) of the Exchange Act, the Proponent failed to provide sufficient evidence to the Company that the Proponent satisfied the ownership threshold requirements of Rule 14a-8(b)(1)(i) as of the date that Proponent submitted the Proposal to the Company;
- pursuant to Rules 14a-8(b) and 14a-8(f)(1) of the Exchange Act, the Proponent failed to provide a written statement to the Company that the Proponent intended to continue to hold the requisite amount of securities through the date of the 2025 Annual Meeting pursuant to Rule 14a-8(b)(1)(ii); and
- pursuant to Rule 14a-8(i)(7), the Proposal deals with matters relating to the Company's ordinary business operations.

## **BACKGROUND**

### *The Proposal*

In the Proponent Letter, the Proponent requested that the stockholder proposal, the text of which is fully set forth below, be submitted for vote at the 2025 Annual Meeting:

Rocket Companies 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.

In the Proponent Letter, the Proponent did not provide information sufficient for the Company to determine compliance with the ownership requirements of Rule 14a-8(b)(1). The Proponent Letter only stated that the Proponent "was an individual investor with a directly registered ownership position in our company," without providing any ownership information regarding the number of shares of the Company's common stock, par value \$0.00001 per share, entitled to vote on the Proposal (the "Voting Common Stock") or the duration such Voting Common Stock had been held. Upon request of the Company following receipt of the Proponent Letter, the Company's transfer agent, Computershare, confirmed orally via phone that the Company's stock ownership records reflected that the Proponent had registered ownership of one share of Voting Common Stock entitled to vote on the Proposal. Further, the Company has not received any additional information, on a timely basis or at all, since the Proponent Letter was received by the Company that provides sufficient evidence that the Proponent satisfied the

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ownership requirements of Rule 14a-8(b)(1) as of the date that the Proposal was submitted to the Company. Therefore, to the knowledge of the Company, the Proponent did not satisfy ownership requirements of Rule 14a-8(b)(1) as of the date that Proponent submitted the Proposal to the Company. In addition, in the Proponent Letter, the Proponent provided a written statement of his intent “to hold my position through the date of the meeting.” However, since the Proponent did not satisfy the ownership threshold requirement, he also did not satisfy the written statement requirement of Rule 14a-8(b)(1)(ii).

### *Notice of Procedural Deficiencies*

The Proponent received a notice from the Company by email on December 4, 2024 (which the Proponent confirmed receipt of via email on December 4, 2024), and overnight mail on December 5, 2024, of the procedural deficiencies of the Proponent’s Letter (such notification letter, the “Deficiency Letter”), in accordance with Staff Legal Bulletin No.14D. Consistent with part G.3. of Staff Legal Bulletin 14 (July 13, 2001), the Deficiency Letter specifically identified the procedural deficiencies of the Proponent Letter, notified the Proponent of the specific requirements of Rule 14a-8 and the applicable Staff Legal Bulletins, and explained how the Proponent could cure the procedural deficiencies in the Proponent Letter and the required timing to cure. The Deficiency Letter is attached hereto as Exhibit B. The Deficiency Letter included a copy of Rule 14a-8 and Staff Legal Bulletins No. 14, 14F, 14G and 14L, which we have not included in this letter as permitted by the Staff. The Proponent’s deadline for responding to the Deficiency Letter was December 18, 2024, which is 14 calendar days from the receipt of such letter. As of such date, the Proponent had confirmed receipt of the Deficiency Letter, but did not otherwise respond to the deficiencies noted therein.

### *Other Related Correspondence Between the Proponent and the Company*

Additional written correspondence between the Proponent and the Company regarding the Proposal and the Proponent Letter is attached hereto as Exhibit C.

## **ANALYSIS**

### ***1. The Proposal May Be Excluded Under Rule 14a-8(b)(1)(i) and Rule 14a-8(f)(1) Because the Proponent Failed to Satisfy the Ownership Requirement to Submit the Proposal.***

Rule 14a-8(b)(1)(i) requires that to be eligible to submit a proposal, a stockholder must have continuously held, as of the date that the stockholder submits the proposal to the company:

- at least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or



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

While the Proponent noted he was a registered holder in the Proponent Letter, Computershare confirmed that the Company's stock records reflected that the Proponent had registered ownership of only one share of Voting Common Stock, which is insufficient to meet the requisite ownership threshold as the Company's stock price has been trading between \$10.28 and \$16.69 per share since the date the Proponent mailed the Proponent Letter and the date hereof. In the Deficiency Letter, the Company requested further evidence of the requisite ownership. Specifically, the Proponent was requested to submit to the Company a written statement from the record holder of any such securities that would verify that, at the time the Proposal was submitted, the Proponent owned enough of the Company's securities as a registered holder and/or beneficial owner to satisfy the ownership requirements of Rule 14a-8(b)(1). *See* Rule 14a-8(b)(2)(ii)(A). The Proponent did not take any corrective action to address such deficiency.

The Staff has consistently concurred that a proponent's failure to demonstrate ownership of the requisite market value of securities over the required time period is a proper basis for exclusion. *See Enzo Biochem, Inc.* (Sept. 30, 2024) and *Culp, Inc.* (Apr. 23, 2024) (each concurring with the exclusion of a proposal under Rules 14a-8(b)(1)(i) and 14a-8(f) where the proponent, which was Chris Mueller and involved substantially the same ownership terminology in the applicable proposal letter, similarly failed to substantiate ownership eligibility to submit a proposal). *See also, e.g., WEX Inc.* (Apr. 12, 2024), *GE HealthCare Technologies Inc.* (March 22, 2024), *Brixmor Property Group Inc.* (Feb. 22, 2024), *CNA Financial Corporation* (Feb. 20, 2024), and *Bank of America Corp.* (Feb. 20, 2024).

In summary, the Proponent did not provide evidence to cure the procedural deficiency under Rule 14a-8(b)(1)(i), and therefore the Proposal may be properly excluded under Rule 14a-8(f)(1).

***2. The Proposal May Be Excluded Under Rule 14a-8(b)(1)(ii) and Rule 14a-8(f)(1) Because the Proponent Did Not Provide the Company with a Written Statement Confirming An Intent to Hold the Required Company Securities Through the Date of the 2025 Annual Meeting.***

While the Proponent did confirm his intent "to hold my position through the date of the meeting," the position being held is insufficient and therefore such written statement is not compliant. Under Rule 14a-8(b)(1)(ii), a proponent must provide the company with a written

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statement that the proponent intends to continue to hold the requisite amount of company securities through the date of the stockholders' meeting for which the proposal is submitted. In the Deficiency Letter, the Company requested that the Proponent provide such written statement with respect to the required number of shares held for the requisite time period. The Proponent did not take any corrective action to address such deficiency.

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 a commitment to hold the requisite company securities through the date of the annual meeting as required by Rule 14a-8(b)(1)(ii). *See Getty Images Holdings, Inc.* (May 2, 2023) (concurring with the exclusion of a proposal under Rule 14a-8(b)(1)(ii) where the proponent failed to provide a written statement that the proponent intended to continue to hold the requisite amount of securities through the annual meeting date); *see also AT&T, Inc.* (Jan. 3, 2013) and *Johnson & Johnson* (Jan. 9, 2012).

In summary, the Proponent did not provide evidence to cure the procedural deficiency under Rule 14a-8(b)(1)(ii), and therefore the Proposal may be properly excluded under Rule 14a-8(f)(1).

### ***3. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations.***

Under Rule 14a-8(i)(7), a stockholder proposal may be excluded from a company's proxy materials if the proposal deals with matters relating to the company's ordinary business operations. In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations: (i) that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct stockholder oversight; and (ii) the degree to which the proposal seeks to micro-manage the company by probing too deeply into matters of a complex nature upon which stockholders, as a group, would not be in a position to make an informed judgment. As demonstrated below, the Proposal implicates both of these considerations.

#### *Tasks Fundamental to Management's Ability to Run the Company on a Day-to-Day Basis*

The Staff has permitted exclusion under Rule 14a-8(i)(7) of a proposal relating to a company's decision regarding whether to permit share ownership in a certificated form. *See GameStop Corp.* (Apr. 24, 2024). The proposal to GameStop requested, among other things, that the company offer certificated shares. The company argued, in part, that the proposal related to ordinary business matters because decisions relating to whether the company issues certificated shares involve a "broad range of business considerations such as timing, cost, ease of administration, availability of alternatives and contractual obligations," matters that are not

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appropriate for direct oversight by stockholders. The Staff concurred that the company may exclude the proposal as relating to ordinary business matters under Rule 14a-8(i)(7).

In this instance, similar to *GameStop Corp.*, the Proposal focuses on Company's decision whether to permit stockholders to own Company shares in a certificated form. Specifically, the Proposal requests that Company allow stockholders "the option to hold their shares in certificated form by utilizing the 'print on demand' service that Computershare offers called QuickCert."

Decisions regarding the required or permitted form of share ownership for stockholders, and the related service provided by a specific vendor, squarely fall within a company's purview as a publicly traded company with a large number of outstanding shares and cannot, as a practical matter, be subject to direct stockholder oversight. These decisions involve numerous business, administrative and legal factors, along with the balancing of risks and other considerations involved with holding shares in either certificated or uncertificated forms, and the related services and vendor relationships to utilize such form of share ownership, such as: efficiencies in access to and delivery and settlement of shares; the degree of susceptibility to human error in storing, delivering and settling shares; the accuracy of any restrictive legends or other statements that should accompany certificated shares for compliance with the federal securities laws; risk of loss, damage, theft or forgery; impacts on the accuracy of Company's stockholder list and records; and an unlimited number of potential vendors and services that could be requested regarding the form of share ownership. Balancing the numerous and complex factors is plainly within the ambit of management's operations of the Company's ordinary business.

### *A Proposal that Seeks to "Micro-manage" the Company*

A proposal may micromanage a company by probing too deeply into matters of a complex nature if, among other things, it involves intricate detail. *See the 1998 Release*. In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff stated that it would focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management. The Staff further stated it would expect the level of detail included in a shareholder proposal to be consistent with that needed to enable investors to assess an issuer's impacts, progress towards goals, risks or other strategic matters appropriate for shareholder input.

Consistent with this approach, the Staff has permitted the exclusion of proposals that prescribe requirements in excessive and overly granular detail or that require a company to take specific actions. For example, the Staff has previously recognized that decisions concerning the selection of and relationships with vendors are matters of ordinary business and are not to be micromanaged by shareholders. *See, e.g., Alaska Air Group, Inc.* (Mar. 8, 2010) (concurring with Rule 14a-8(i)(7) exclusion of a proposal relating to vendor relationships and finding that a

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proposal regarding “decisions relating to vendor relationships are generally excludable under rule 14a-8(i)(7)”); and *Continental Airlines, Inc.* (Mar. 25, 2009) (same). Indeed, the Staff has permitted the exclusion of a similar proposal from the Proponent on the grounds that it related to ordinary business matters. *See GameStop Corp.* (Apr. 23, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that the company “stop allowing recurring purchases through DirectStock plan” at a specific vendor until alleged vulnerabilities could be resolved).

In evaluating whether this exclusion applies, the Staff has historically considered whether a proposal relates to a significant social policy issue that transcends a company’s ordinary business. In SLB 14L, the Staff noted it would no longer take a company-specific approach to evaluating the significance of a policy issue under Rule 14a-8(i)(7), but instead consider only whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company. The potential certification of shares—let alone the utilization of a specific product offering of a specific vendor—does not raise issues of a broad societal impact that transcends the Company’s ordinary business.

As noted above, the decision to offer certificated shares, and the terms on which such certificated shares should be provided (including the vendors used), are decisions that involve a broad range of considerations. These considerations are not appropriate for direct oversight by stockholders who lack the requisite day-to-day familiarity with the business. Additionally, the Proposal impedes on ordinary business matters that are within the sole discretion of the board of directors and management of the Company pursuant the Company’s bylaws and the Delaware General Corporation Law. *See DGCL Section 158* (“The shares of a corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares.”).

Accordingly, the Proposal may be properly excluded under Rule 14a-8(i)(7) as relating to Company’s ordinary business matters.

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**CONCLUSION**

For the foregoing reasons, the Company believes that the Proposal may be excluded from its 2025 Proxy Materials in accordance with Rules 14a-8(b)(1) and 14a-8(f), as well as Rule 14a-8(i)(7). The Company respectfully requests that the Staff confirm that it will not recommend any enforcement action if the Proposal is excluded from the 2025 Proxy Materials.

We request that the Staff provide its response to this letter to the undersigned via e-mail at the address in this paragraph. Should the Staff disagree with the request set forth in this letter, or should any additional information be desired in support of the Company's view, we would appreciate the opportunity to confer with the Staff prior to the issuance of the Staff's response. If the Staff has any questions or comments, please contact the undersigned at 313-465-7316 or mben@honigman.com.

Very truly yours,



Michael Ben

CC: Tina V. John, Rocket Companies, Inc.  
Chris Mueller

Enclosures: Exhibit A – Proponent Letter  
Exhibit B – Deficiency Letter  
Exhibit C – Other Related Correspondence Between the Proponent and the Company

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**Exhibit A**

**Proponent Letter**

*[See attached]*



October 18, 2024

Rocket Companies  
1050 Woodward Avenue  
Detroit, Michigan 48226

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: Rocket Companies should allow our shareholders the option to hold their shares in certificated form by utilizing the "print on demand" service that Computershare offers called QuickCert.**

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

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

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

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

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

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

Thank you for your time,



Chris Mueller



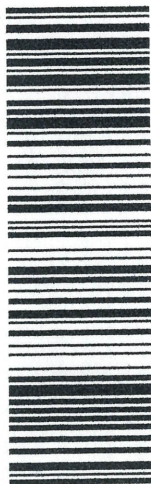


Chris Mueller

9589 0710 5270 1614 0768 91

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

**CERTIFIED MAIL**



9589 0710 5270 1614 0768 91

Rocket Companies  
Attention: Corporate Secretary  
1050 Woodward Avenue  
Detroit, Michigan 48226

**Retail**



48226

RDC 99

U.S. POSTAGE PAID  
FCM LETTER

OCT 22, 2024

**\$5.58**

R2305M146439-15

OCT 31 2024

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**Exhibit B**

**Deficiency Letter**

*[See attached]*

# ROCKET Companies

1050 Woodward Ave.  
Detroit, MI 48226

December 4, 2024

## **VIA E-MAIL AND OVERNIGHT MAIL**

Chris Mueller

[REDACTED]

[REDACTED]

[REDACTED]

Re: Deficiency Notice Under Rule 14a-8

Dear Mr. Mueller:

On behalf of Rocket Companies, Inc. (the "Company"), I hereby confirm receipt of your letter including a purported stockholder proposal regarding the availability of the QuickCert service of the Company's transfer agent, Computershare, which letter was postmarked on October 22, 2024 (the "Proposal"). Based on its timing and stated purpose, the Company believes you intended for the Proposal to be a stockholder proposal under Rule 14a-8 ("Rule 14a-8") of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to be included in the Company's proxy statement for its 2025 annual meeting of stockholders (the "2025 Annual Meeting").

The Proposal contains certain procedural deficiencies, which we are required to bring to your attention in accordance with Rule 14a-8 and related guidance from the U.S. Securities and Exchange Commission (the "SEC").

### **1. Proof of Continuous Ownership**

Rule 14a-8(b) provides that a stockholder proponent must have had, and submit to the company sufficient proof of, continuous ownership of a specified amount

of company shares entitled to vote on such proposal for a specified period of time (see *Enclosures*). Specifically, with respect to the Proposal, Rule 14a-8(b) requires that you demonstrate you have continuously held (each an “Ownership Requirement,” and collectively, the “Ownership Requirements”):

1. at least \$2,000 in market value of the Company’s shares entitled to vote on the Proposal for at least three years preceding and including the date the Proposal was submitted (i.e., the date the proposal is postmarked or transmitted electronically);
2. at least \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the date the Proposal was submitted; or
3. at least \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the date the Proposal was submitted.

In the Proposal, you confirmed you hold Company shares in a directly registered ownership position. The Company’s transfer agent, Computershare, has confirmed the Company’s stock records indicate that you only own 1 Company share entitled to vote on the Proposal. On that basis, it appears that you are not the record owner of Company’s shares that satisfy one of the Ownership Requirements as of the date that the Proposal was submitted to the Company. In addition, we have not received anything since the Proposal was received by the Company that is sufficient proof that you have satisfied one of the Ownership Requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you must submit sufficient proof that you satisfy one of the Ownership Requirements as of the date that the Proposal was submitted to the Company. In accordance with Rule 14a-8(b) and SEC staff guidance in Staff Legal Bulletin Nos. 14, 14F, 14G and 14L, sufficient proof must be in the form of:

(1) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares to satisfy at least one of the Ownership Requirements; or

(2) if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level, and a written statement that you continuously held the requisite number of Company shares to satisfy at least one of the Ownership Requirements.

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

(1) If your broker or bank (or an affiliate of such broker or bank) is a DTC participant, then you need to submit a written statement from your broker or bank (on behalf of itself or its affiliated DTC participant) verifying that, as of the

date the Proposal was submitted, you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements.

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

## **2. Intent to Hold Shares**

Rule 14a-8(b) provides that a stockholder proponent must provide a company with a written statement that such proponent intends to continue to hold the requisite amount of company shares that satisfy one of the Ownership Requirements through the date of the applicable annual meeting or special meeting and that will be documented in such ownership proof (see *Enclosures*). Therefore, you must provide the Company with a written statement that you intend to continue to hold the requisite amount of Company shares that satisfy one of the Ownership Requirements through the date of the 2025 Annual

Meeting and that will be documented in your ownership proof (the "Intent to Hold Shares Requirement").

In the Proposal and since such date the Proposal was submitted to the Company, you have not satisfied the Intent To Hold Shares Requirement. Instead, the Proposal referenced your intent "to hold my position through the date of the meeting," which does not reflect the requisite amount of shares that satisfy one of the Ownership Requirements through the date of the 2025 Annual Meeting and that is documented in your ownership proof. To remedy this defect, you must submit a written statement in compliance with the Intent To Hold Shares Requirement.

### 3. Other Information

In accordance with Rule 14a-8(f) of the Exchange Act, your response to this deficiency notice must be sent to the Company and postmarked or transmitted electronically no later than 14 calendar days from the date you receive this deficiency notice. Please address any such response to me at Rocket Companies, Inc., 1050 Woodward Avenue, Detroit, MI, 48226, Attention: Tina V. John, Executive Legal Counsel & Secretary, and send a copy via e-mail to [REDACTED]. For your reference, I enclose a copy of Rule 14a-8 and SEC Staff Legal Bulletin Nos. 14, 14F, 14G and 14L.

If you do not cure the above-mentioned deficiencies within the required 14-calendar day period, we believe the Company will be entitled to omit the Proposal from the Company's proxy statement for the 2025 Annual Meeting. Further, in addition to the deficiencies noted herein, the Company reserves the right to raise any further matters upon which the Proposal may be properly excluded under Rule 14a-8.



# ROCKET Companies

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1050 Woodward Ave.  
Detroit, MI 48226

Sincerely,



Tina V. John  
Executive Legal Counsel & Secretary

Enclosures: Rule 14a-8 and Staff Legal Bulletins No. 14, 14F, 14G and 14L

cc: Michael Ben, Honigman LLP

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**Exhibit C**

**Other Related Correspondence Between the Proponent and the Company**

*[See attached]*

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**From:** Chris Mueller [REDACTED]  
**Sent:** Friday, November 15, 2024 3:04 PM  
**To:** John, Tina  
**Cc:** Ng, Sharon  
**Subject:** Re: [External] Re: RKT: Receipt of your letter dated October 18, 2024

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Sounds good Tina. Monday or Tuesday would be fine. I'm eastern time. Let me know what works for you. Between 10am and 5pm would be best for me.

Chris

On Fri, Nov 15, 2024 at 2:47 PM John, Tina <[REDACTED]> wrote:  
Happy to discuss, Chris.

Can you let us know a few times you are free next week, and we can set up call to discuss.

Thanks,  
Tina

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**From:** Chris Mueller [REDACTED]  
**Sent:** Friday, November 15, 2024 2:39:16 PM  
**To:** John, Tina <[REDACTED]>  
**Cc:** Ng, Sharon <[REDACTED]>  
**Subject:** [External] Re: RKT: Receipt of your letter dated October 18, 2024  
Hi Tina,

Thank you for your email. My proposal shines a light on some risks with book-entry only shares. These are real risks that have affected me personally. Fortunately, since we use Computershare as a transfer agent, there is a very simple and very inexpensive solution that can be set up in a matter of days. For less than \$500 setup, we can offer certificates to investors like myself. It is important to me that the board understands the risk and the simple solution that is available to us. Please let me know if the QuickCert service is something that we can implement.

Thank you,  
Chris

On Fri, Nov 15, 2024 at 2:20 PM John, Tina <[REDACTED]> wrote:

Dear Mr. Mueller,

I am writing to acknowledge receipt of your letter dated October 18, 2024. We have reviewed your letter, and we would like to better understand the objective of your request. If your proposal is being made under Rule 14a-8 of the Securities Exchange Act, and you intended to have the proposal included within the Company's proxy statement for its 2025 annual meeting of stockholders, then please let us know what your current stock ownership is.

In general, to submit a proposal under Rule 14a-8, a shareholder must have continuously held: (A) At least \$2,000 in market value of our stock for at least three years; or (B) At least \$15,000 in market value of our stock for at least two years; or (C) At least \$25,000 in market value of our stock for at least one year.

Please let us know the details of your share ownership so we can confirm whether you meet these requirements.

Kind regards,



**Tina V. John** (*She/Her/Hers*)

Executive Legal Counsel & Secretary



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**From:** Chris Mueller [REDACTED]  
**Sent:** Wednesday, December 4, 2024 4:40 PM  
**To:** John, Tina  
**Subject:** [External] Re: RKT: Notice of Deficiency related to your letter dated October 18, 2024

Received. Thank you Tina

Chris

On Wed, Dec 4, 2024 at 4:27 PM John, Tina <[REDACTED]> wrote:

Hi Chris,

Attached please find a notice of deficiency related to your recent letter. We are sending via email and overnight mail.

Please confirm receipt of this email.

Kind regards,



**Tina V. John** (*She/Her/Hers*)

Executive Legal Counsel & Secretary



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