



27-01 Queens Plaza North  
Long Island City, NY 11101  
T: 1-800-JETBLUE  
jetblue.com

January 5, 2021

VIA E-MAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549  
shareholderproposals@sec.gov

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

Dear colleagues:

JetBlue Airways Corporation, a Delaware corporation (“JetBlue” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, submits this letter to inform the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that, pursuant to Rule 14a-8(i)(3), the Company intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Stockholders (collectively, the “2021 Proxy Materials”) a stockholder proposal (the “Proposal”) and statements in support thereof received from John Chevedden (the “Proponent”), a copy of which is attached hereto as Exhibit A, for the reasons stated below. Copies of related correspondence from the Proponent are attached hereto as Exhibit B.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

Pursuant to Rule 14a-8(j), we are submitting this letter not less than 80 days before the Company intends to file its 2021 Proxy Materials. The Company intends to commence printing its Notice and Access materials on or about March 16, 2021 and to file its 2021 Proxy Materials on or about March 29, 2021. A copy of this letter and its attachments also is being sent on this date to the Proponent in accordance with Rule 14a-8(j) to inform the Proponent of the Company's intention to omit the Proposal from the 2021 Proxy Materials.

## **THE PROPOSAL**

The text of the Proposal is set forth below:

### **Proposal 4 - Special Shareholder Meeting**

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting. The Board of Directors would continue to have its existing power to call a special meeting.

JetBlue shareholder need the right to call a special shareholder meeting due to their current lame right to act by written consent.

Currently it takes the formal backing 30% of all shares that normally cast ballots at the annual meeting to do so little ask for a record date for written consent. Requiring the formal backing 30% of shares to do so little as to ask for a record date cuts shareholders off at the knees.

Plus any action taken by written consent would still need 62% supermajority approval from the shares that normally cast ballots at the annual meeting. This 62% vote requirement gives overwhelming supermajority protection to management.

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Management accountability is so well defended at online meetings that shareholders should at least have relatively easy access to call for a special shareholder meeting.

Management now has the option of screening out constructive criticism of management at a special shareholder meeting. Thus the core purpose of such a meeting can simply be the announcement of the vote.

For instance Goodyear management hit the mute button right in the middle of a formal shareholder proposal presentation at its 2020 shareholder meeting to bar constructive criticism.

Plus AT&T management would not even allow the proponents of shareholder proposals to read their proposals by telephone at the 2020 AT&T online annual meeting during pandemic travel restrictions.

Please see:

*AT&T investors denied a dial-in as annual meeting goes online*

<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Please vote yes:

### **Special Shareholder Meeting- Proposal 4**



### **BASIS FOR EXCLUSION**

**The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(3) Because the Proposal is Materially False and Misleading in Violation of Rule 14a-9.**

#### ***Background***

The Company believes that the Proposal properly may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(3), because the Proposal contains materially false and misleading statements regarding its fundamental premise contrary to Rule 14a-9.

Rule 14a-8(i)(3) permits the exclusion of a stockholder proposal if “the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials.” As the Staff explained in Staff Legal Bulletin No. 14B (Sep. 15, 2004) (“SLB 14B”), Rule 14a-8(i)(3) permits the exclusion of all or part of a stockholder proposal or the supporting statement if, among other things, the company demonstrates objectively that a factual statement is materially false or misleading. Applying this standard, the Staff has allowed exclusion of an entire proposal that contains false and misleading statements speaking to the proposal's fundamental premise. For example, in *State Street Corp.* (Mar. 1, 2005), the proposal purported to request stockholder action under a state law that was not applicable to the company. Because the proposal by its terms invoked a statute that was not applicable, the Staff concurred that submission was based upon a false premise that made it materially misleading to stockholders and, therefore, was excludable under Rule 14a-8(i)(3). Likewise, in early 2007, a number of companies sought to exclude stockholder proposals requesting the adoption of a company policy allowing

stockholders at each annual meeting to vote on an advisory resolution to approve the compensation committee report disclosed in the proxy statement. Because then-recent amendments to Regulation S-K no longer required the compensation committee report to address executive compensation policies, the Staff in each case permitted the companies to exclude the stockholder proposals. See, e.g., *Energy East Corp.* (Feb. 12, 2007); *Bear Stearns Cos. Inc.* (Jan. 30, 2007).

Similarly, in *Ferro Corporation* (Mar. 17, 2015), the proposal purported to request that the company reincorporate from Ohio to Delaware and in its supporting statement made a number of false and misleading factual statements about Ohio state law. Because such statements were materially false and misleading as to make the proposal as a whole false and misleading, the Staff permitted the company to exclude the proposal.

### *Argument*

The Company believes that the Proposal contains a number of false and misleading statements that misrepresent the entire premise of the Proposal. In particular, the Proposal asserts or implies that the Company's governance documents:

- do not currently have a right for stockholders to call a special meeting by stating that “JetBlue shareholder [sic] need the right to call a special shareholder meeting due to their current lame right to act by written consent”;
  - The Company's governance documents plainly allow stockholders to call special meetings upon written request from holders of record representing at least twenty (20%) of the voting power of the outstanding shares of capital stock of the Corporation;
- require “30% of all shares that normally cast ballots at the annual meeting to do so little as ask for a record date of written consent”;
  - The Company's certificate of incorporation (the “Charter”) only requires holders of record of the Company's shares representing in the aggregate of at least **25%** of the then outstanding shares of voting stock of the Company may request that the Company set a record date for a written consent;
- require a “62% supermajority approval from the shares that normally cast ballots at the annual meeting” for action by written consent;
  - There is no such supermajority approval requirement in the Company's Charter or the Company's by-laws for an action by written consent. An action by written consent, only needs “the minimum number of votes that would be necessary to take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted” in order for a written consent to be effective.

These false and misleading statements speak to the Proposal's fundamental premise—that stockholders of the Company are disadvantaged by “their current lame right to act by written consent.” These false and misleading statements are material, even fundamental, to a

stockholder's consideration of how to vote on the Proposal's merits. We address each of these materially false and misleading statements in turn. A copy of the Charter is attached hereto as Exhibit C.

***1. The Proposal implies that the Company does not currently have a stockholder right to call a special meeting by stating "JetBlue shareholder need the right to call a special shareholder meeting due to their current lame right to act by written consent."***

By not acknowledging the Company's existing stockholder right to call a special meeting, this statement has omitted to state a material fact. Section 1 of Article VII of the Company's Charter provides that special meetings of the Company's stockholders may be called upon written request from holders of record representing at least twenty (20%) of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote on the matter or matters to be brought before the proposed special meeting, subject to compliance with the requirements set forth in the Company's governance documents. The Proponent uses the material omission related to the Company's current stockholder right to mislead stockholders by implying that the Company does not already have a right for stockholders to call a special meeting and that stockholders only have a "lame right to act by written consent." The Proposal should properly state that stockholders do have a right to call a special meeting and identify what it is about the stockholders' current right that the Proponent seeks to change. Importantly, the Proposal implies that stockholders currently do not have a right to call a special meeting by referring to inaccurate written consent provisions. Therefore, the Proposal is materially false and misleading.

***2. The Proposal misstates the Company's threshold for requesting that the Company set a record date for an action by written consent is 30%.***

This statement is materially false. Section 2(a) of Article VII of the Company's Charter provides that holders of record of the Company's shares representing in the aggregate of at least 25% of the then outstanding shares of voting stock of the Company may request that the Company set a record date for a written consent. The Proposal also serves to mislead stockholders to believe that the Company's threshold for requesting that a record date be set for an action by written consent is higher than it actually is. The Company's existing threshold is a key factor, if not the most important factor, for a stockholder when assessing whether or not the threshold should be lowered. A stockholder of the Company cannot properly determine whether or not to support the Proposal if the factual support presented is erroneous, which it is. Therefore, the Proposal is materially false and misleading with respect to this statement.

***3. The Proposal misstates that a 62% supermajority approval threshold is required for action by written consent.***

This statement is materially false and misleading. Section 2(g) of Article VII of the Company's Charter provides that an action by written consent will be effect when the Secretary of the Company (or such other officer of the Company as the Board may designate) certifies to the Company that consents representing at least the minimum number of votes that would be necessary to take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with Delaware law and the Charter. The Charter does *not*

require a 62% supermajority approval threshold for any matter that is presented for action by written consent. The Proponent uses the erroneous statement related to the Company's supermajority approval requirements to mislead stockholders into thinking that the Company has instituted stockholder unfriendly approval practices. Therefore, the Proposal is materially false and misleading with respect to this statement.

Taken together, these untrue statements make the Proposal materially false and misleading. The Proponent's entire argument to convince stockholders to vote to direct the Company's Board of Directors to lower the threshold to call a special meeting is based on false assertions and omissions about terms contained in the Company's governing documents. A stockholder reading this Proposal would conclude that the Company's Charter and bylaws do not contain a stockholder right to call a special meeting, as well as contain certain provisions that the Proponent asserts are "lame," when in fact these provisions do not exist in the Company's governing documents. For example, the Proposal states that a threshold of 30% for setting a record for a written consent "cuts shareholders off at the knees"—but the actual threshold contained in the Charter is 25%, not 30%. Similarly, the Proposal states that a 62% supermajority approval threshold "gives overwhelming supermajority protection to management." However, as has been established, this claim depends on the Company actually having a supermajority approval threshold, when in fact the Company does not. These statements are the only facts that the Proponent asserts related to the subject matter of the Proposal – the terms by which actions by written consent operate under the Company's governing documents. Additionally, by omitting the fact that the Company already has a right for stockholders to call a special meeting, the Proponent seeks to deceive the Company's stockholders about the rights they already have. All of the other statements have no connection whatsoever to actions by written consent. The supporting statement discusses, at length, the virtual annual meeting process in 2020 and describes issues the Proponent has with other companies, but it does not provide one correct fact regarding the subject matter of the Proposal, which renders it as a whole false and misleading. As a result, we believe the Company should be permitted to exclude the Proposal from its 2021 Proxy Materials.

Furthermore, we do not believe that the Proponent should be permitted to revise the Proposal. As the Staff has noted in SLB 14B, there is no provision in Rule 14a-8 that allows a proponent to revise his or her proposal and supporting statement. We recognize that the Staff has had a long-standing practice of permitting proponents to make revisions that are "minor in nature and do not alter the substance of the proposal" in order to deal with proposals that "comply generally with the substantive requirements of Rule 14a-8, but contain some minor defects that could be corrected easily." See SLB 14B. The Staff, however, has explained that it is appropriate for companies to exclude an "entire proposal, supporting statement or both as materially false or misleading" if "the proposal and supporting statement would require detailed and extensive editing in order to bring it into compliance with the proxy rules." See SLB 14B.

The Proposal is fundamentally flawed. The Proposal has misstated key facts related to the precise subject matter of the Proposal. If the Proponent were allowed to revise the Proposal, the Proposal would be so changed as to "alter the substance of the proposal." If the Proponent were allowed to revise the Proposal, the Proposal would be so fundamentally altered as to constitute a new proposal. Additionally, as the deadline for submission of proposals to the Company has already passed, the Proponent should not be allowed to resubmit his Proposal.

Therefore, the Company respectfully requests that the Staff agree that the Proposal may be excluded from the 2021 Proxy Materials in its entirety pursuant to Rule 14a-(i)(3).

### CONCLUSION

Based on the foregoing, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company excludes the Proposal from its 2021 Proxy Materials pursuant to Rule 14a-8(i)(3).

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Correspondence regarding this letter should be sent to [Brandon.Nelson@jetblue.com](mailto:Brandon.Nelson@jetblue.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (718) 709-2239.

Sincerely,

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

Brandon Nelson  
General Counsel and Corporate Secretary

Enclosures

cc: Eileen McCarthy, JetBlue Airways Corporation  
Lona Nallengara, Shearman & Sterling LLP  
Kristina Trauger, Shearman & Sterling LLP  
John Chevedden

**Exhibit A**  
**The Proposal**



**Proposal 4 – Special Shareholder Meeting**

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting. The Board of Directors would continue to have its existing power to call a special meeting.

JetBlue shareholder need the right to call a special shareholder meeting due to their current lame right to act by written consent.

Currently it takes the formal backing 30% of all shares that normally cast ballots at the annual meeting to do so little ask for a record date for written consent. Requiring the formal backing 30% of shares to do so little as to ask for a record date cuts shareholders off at the knees.

Plus any action taken by written consent still needs 62% supermajority approval from the shares that normally cast ballots at the annual meeting. This 62% vote requirement gives overwhelming supermajority protection to management.

In 2020 there has been a dramatic development that makes shareholder meetings so much easier for management with substantial cost reduction. A special shareholder meeting can now be an online shareholder meeting which is so much easier for management. The 2020 pandemic has resulted in an avalanche of online shareholder meetings – more than 2000 such meetings.

Management accountability is so well defended at online meetings that shareholders should at least have the option to call for a special shareholder meeting.

Management now has the option of screening out constructive criticism of management at a special online shareholder meeting. Thus the core purpose of such a meeting can simply be the announcement of the vote on an important issue that occurs between annual meetings such as the election of a director.

The Goodyear online shareholder meeting was spoiled by a trigger-happy management mute button for shareholders that was used to quash constructive criticism. AT&T would not even allow shareholders to speak at its online shareholder meeting. Shareholders are so restricted at online meetings that management will never want a return to the more transparent in-person shareholder meeting format.

Please see:

*Goodyear's virtual meeting creates issues with shareholder*

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*AT&T investors denied a dial-in as annual meeting goes online*

<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Please vote yes:

**Special Shareholder Meeting– Proposal 4**

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

**Exhibit B**  
**Correspondence from the Proponent**

**McCarthy, Eileen**

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**From:** John Chevedden \*\*\*  
**Sent:** Sunday, November 1, 2020 11:29 PM  
**To:** Nelson, Brandon  
**Cc:** McCarthy, Eileen  
**Subject:** Rule 14a-8 Proposal (JBLU)``  
**Attachments:** 01112020\_10.pdf

Mr. Nelson,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it will save you from requesting a broker letter from me.

Sincerely,  
John Chevedden

JOHN CHEVEDDEN  
\*\*\*

Mr. Brandon Nelson  
JetBlue Airways Corporation (JBLU)  
27-01 Queens Plaza North  
Long Island City, New York 11101  
PH: 718-286-7900

Dear Mr. Nelson,

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

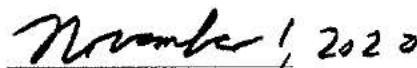
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it will save you from requesting a broker letter from me.

Sincerely,

  
John Chevedden

  
Date

cc: Eileen McCarthy <Eileen.McCarthy@jetblue.com>  
James G. Hnat <ir@jetblue.com>

[JBLU – Rule 14a-8 Proposal, November 1, 2020]  
[This line and any line above it is not for publication.]  
**Proposal 4 – Special Shareholder Meeting**

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting. The Board of Directors would continue to have its existing power to call a special meeting.

JetBlue shareholder need the right to call a special shareholder meeting due to their current lame right to act by written consent.

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<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Please vote yes:

**Special Shareholder Meeting– Proposal 4**

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

Notes:

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

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

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

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

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

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

\*\*\*

**McCarthy, Eileen**

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**From:** John Chevedden \*\*\*  
**Sent:** Thursday, November 5, 2020 5:51 PM  
**To:** Nelson, Brandon  
**Cc:** McCarthy, Eileen  
**Subject:** Rule 14a-8 Proposal (JBLU) blb  
**Attachments:** 05112020\_21.pdf

Mr. Nelson,  
Please see the attached broker letter.  
Please confirm receipt.  
Sincerely,  
John Chevedden

Personal Investing

P.O. Box 770001  
Cincinnati, OH 45277-0045



November 05, 2020

JOHN R. CHEVEDDEN  
\*\*\*

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of market close on November 4, 2020, Mr. Chevedden has continuously owned no fewer than the share quantities of the securities shown in the table below, since July 1, 2019.

Security Name	CUSIP	Trading Symbol	Share Quantity
Oreilly Automotive Inc	67103H107	ORLY	25.000
Illinois Tool Works Inc	452308109	ITW	50.000
Alexion Pharmaceuticals Inc	015351109	ALXN	25.000
Jetblue Airways Corp	477143101	JBLU	100.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary. Please note that this information is unaudited and not intended to replace your monthly statements or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact the Fidelity Private Client Group at 800-544-5704 for assistance.

Sincerely,

Matthew Vasquez  
Operations Specialist

Our File: W160640-02NOV20



**McCarthy, Eileen**

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**From:** John Chevedden \*\*\*  
**Sent:** Friday, December 4, 2020 9:39 AM  
**To:** Nelson, Brandon  
**Cc:** McCarthy, Eileen; JetBlue Investor Relations  
**Subject:** Rule 14a-8 Proposal (JBLU)`` revised  
**Attachments:** 04122020.pdf

Mr. Nelson,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

**I can forward a broker letter today. So if you confirm receipt of this proposal it will save you the need to request a broker letter.**

Sincerely,  
John Chevedden

JOHN CHEVEDDEN  
\*\*\*

Mr. Brandon Nelson  
JetBlue Airways Corporation (JBLU)  
27-01 Queens Plaza North  
Long Island City, New York 11101  
PH: 718-286-7900

REVISED 04 DEC 2020

Dear Mr. Nelson,

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

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

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John Chevedden

  
Date

cc: Eileen McCarthy <Eileen.McCarthy@jetblue.com>  
James G. Hnat <ir@jetblue.com>

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*Goodyear's virtual meeting creates issues with shareholder*

<https://www.crainscleveland.com/manufacturing/goodyears-virtual-meeting-creates-issues-shareholder>

Please see:

*AT&T investors denied a dial-in as annual meeting goes online*

<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Please vote yes:

**Special Shareholder Meeting– Proposal 4**

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

Notes:

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- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
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- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

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

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

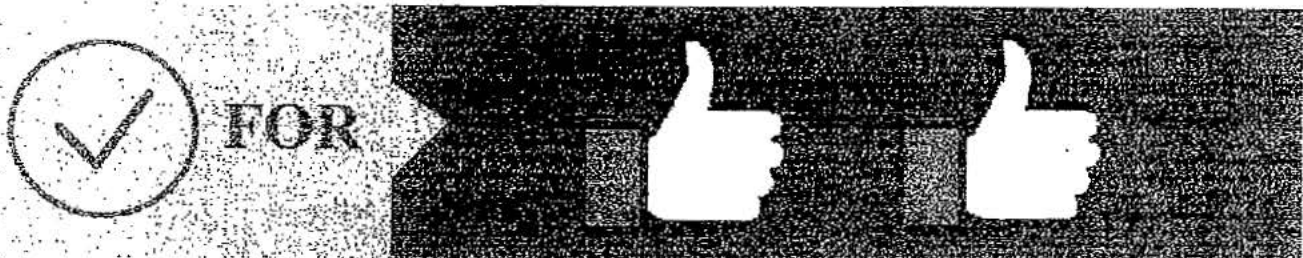
The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

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The graphic below is intended to be published with the rule 14a-8 proposal.

The graphic is to be the same size as the largest management graphic (and accompanying bold or highlighted management text with a graphic) or any highlighted management executive summary used in conjunction with a management proposal or a rule 14a-8 shareholder proposal in the 2021 proxy.

The proponent is willing to discuss the in unison elimination of both shareholder graphic and management graphic in the proxy in regard to specific proposals.



## McCarthy, Eileen

---

**From:** John Chevedden \*\*\*  
**Sent:** Friday, December 4, 2020 10:09 PM  
**To:** Nelson, Brandon  
**Cc:** McCarthy, Eileen; JetBlue Investor Relations; Lona Nallengara  
**Subject:** Rule 14a-8 Center Justified Proposal Graphic (JBLU)

Mr. Nelson,

This is a better copy of the center justified graphic (for proxy publication) included with the rule 14a-8 proposal.

The graphic is to be published just below the top title of the rule 14a-8 proposal.

Sincerely,

John Chevedden

The graphic below is intended to be published with the rule 14a-8 proposal.

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**[16]** Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.



**From:** John Chevedden \*\*\*  
**Sent:** Tuesday, January 5, 2021 10:37 AM  
**To:** Nelson, Brandon <[Brandon.Nelson@jetblue.com](mailto:Brandon.Nelson@jetblue.com)>  
**Cc:** McCarthy, Eileen <[Eileen.McCarthy@jetblue.com](mailto:Eileen.McCarthy@jetblue.com)>  
**Subject:** Rule 14a-8 Proposal (JBLU) blb w1

Mr. Nelson,

This broker letter goes with the rule 14a-8 proposal submitted on November 1, 2020 and then revised.

Please confirm receipt within a day.

Please confirm that the company will forward an advance copy of the corresponding management position statement 30-days before the publication of the 2021 annual meeting proxy.

Sincerely,  
John Chevedden



November 05, 2020

JOHN R CHEVEDDEN  
\*\*\*

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of market close on November 4, 2020, Mr. Chevedden has continuously owned no fewer than the share quantities of the securities shown in the table below, since July 1, 2019.

Security Name	CUSIP	Trading Symbol	Share Quantity
Oreilly Automotive Inc	67103H107	ORLY	25.000
Illinois Tool Works Inc	452308109	ITW	50.000
Alexion Pharmaceuticals Inc	015351109	ALXN	25.000
Jetblue Airways Corp	477143101	JBLU	100.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary. Please note that this information is unaudited and not intended to replace your monthly statements or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact the Fidelity Private Client Group at 800-544-5704 for assistance.

Sincerely,

A handwritten signature in black ink that reads "Matthew Vazquez". The signature is written in a cursive style with a long, sweeping flourish at the end.

Matthew Vazquez  
Operations Specialist

Our File: W160640-02NOV20