

April 14, 2017

The Honorable Mike Crapo
Chairman
Committee on Banking, Housing and Urban Affairs
United State Senate
Washington, DC 20002

The Honorable Sherrod Brown
Ranking Member
Committee on Banking, Housing and Urban Affairs
United States Senate
Washington, DC 20002

Dear Chairman Crapo and Ranking Member Brown:

In response to the Committee's recent solicitation for ideas promoting economic growth, I respectfully submit Uber's proposal to boost the U.S. economy by expanding participation in private equity markets. Uber views expanded ownership opportunities in private companies as an avenue to increase participation in the success of growing industries while promoting competition for workers.

There are more than 700,000 active Uber drivers in the United States who collectively earned \$8 billion in 2016. Digital platforms like Uber provide work at the push of a button, with the unique ability to maintain a flexible schedule. We would like to further increase the financial opportunities for independent contractors who work in the gig economy by expanding their ability to participate in the success of platform companies like Uber.

Early last year, our team began conversations with the Securities and Exchange Commission to analyze how compensatory equity awards might be granted to independent contractor drivers so they may share in the company's success. The goal is to have the opportunity to distribute some amount of common stock to a discrete number of drivers as a bonus. The drivers that receive such shares would not have to pay or exchange any other consideration for the stock to be distributed. Uber is seeking the following legislative proposal to provide the greatest potential number of participants the opportunity to engage in such an offering:

A modification to the Securities Exchange Act Section 12(g) to exclude from the threshold shares given to independent contractors for no value.

This modification would allow for greater participation in future liquidity events and increase earnings opportunities for independent contractors. Moreover, the modification would further incentivize private companies to create expanded equity programs, increasing competition for talent.

Please find the attached legislative language for your review. Thank you for your consideration and I welcome any questions you might have.

Sincerely,



Nicole Christoff
Head of Federal Affairs
Uber Technologies, Inc.

Appendix A

SEC. 303. EXCLUSION OF SHARES GIVEN TO INDEPENDENT CONTRACTORS FOR NO VALUE FROM SHAREHOLDER CAP.

(a) EXEMPTION.—Section 12(g) of the Securities Exchange Act of 1934 (15 U.S.C. 78l(g)) is amended as follows:

(5) For the purposes of this subsection the term “class” shall include all securities of an issuer which are of substantially similar character and the holders of which enjoy substantially similar rights and privileges. The Commission may for the purpose of this subsection define by rules and regulations the terms “total assets” and “held of record” as it deems necessary or appropriate in the public interest or for the protection of investors in order to prevent circumvention of the provisions of this subsection. For purposes of this subsection, a security futures product shall not be considered a class of equity security of the issuer of the securities underlying the security futures product. For purposes of determining whether an issuer is required to register a security with the Commission pursuant to paragraph (1), the definition of ‘held of record’ shall not include securities held by persons who received the securities pursuant to an employee compensation plan in transactions exempted from the registration requirements of section 5 of the Securities

Act of 1933, or securities held by persons who received the securities pursuant to a distribution not involving a "sale" under Section 2(a)(3) of the Securities Act of 1933.