

EXHIBIT C

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As filed with the Securities and Exchange Commission on April 11, 2019.

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UBER TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

45-2647441
(I.R.S. Employer
Identification Number)

1455 Market Street, 4th Floor
San Francisco, California 94103
(415) 612-8582

(Address, including zip code and telephone number, of Registrant's principal executive offices)

Nelson Chai
Chief Financial Officer
Uber Technologies, Inc.
1455 Market Street, 4th Floor
San Francisco, California 94103
(415) 612-8582

(Name, address, including zip code and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, \$0.00001 par value per share	\$1,000,000,000	\$121,200

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.



The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)
Issued April 11, 2019

Uber

Common Stock

Shares

Uber Technologies, Inc. is offering _____ shares of its common stock, and the selling stockholders identified in this prospectus are offering _____ shares of common stock. We will not receive any of the proceeds from the sale of shares by the selling stockholders. This is our initial public offering, and no public market currently exists for our shares. We anticipate that the initial public offering price will be between \$ _____ and \$ _____ per share.

We have applied to list our common stock on the New York Stock Exchange under the symbol "UBER."

Investing in our common stock involves risks. See "[Risk Factors](#)" beginning on page 25.

	Per Share	Total
Price to Public	\$ _____	\$ _____
Underwriting Discounts and Commissions ¹	\$ _____	\$ _____
Proceeds to Uber	\$ _____	\$ _____
Proceeds to Selling Stockholders	\$ _____	\$ _____

¹ See the section titled "Underwriters" for a description of the compensation payable to the underwriters.

We have granted the underwriters the right to purchase up to an additional _____ shares of common stock solely to cover over-allotments, if any.

At our request, the underwriters have reserved up to _____ shares of common stock, or up to _____ % of the _____ shares offered by this prospectus, for sale at the initial public offering price through a directed share program to certain qualifying Drivers in the United States. See the section titled "Underwriters—Directed Share Program."

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on _____, 2019.

Morgan Stanley
BofA Merrill Lynch
RBC Capital Markets
HSBC
Needham & Company
Academy Securities
Mischler Financial Group, Inc.

BTIG

Canaccord Genuity

Oppenheimer & Co.

Barclays

SunTrust Robinson Humphrey

SMBC

Loop Capital Markets

CastleOak Securities, L.P.

Raymond James

Citigroup

Cowen

William Blair

Evercore ISI

The Williams Capital Group, L.P.

Goldman Sachs & Co. LLC
Allen & Company LLC

Deutsche Bank Securities

Mizuho Securities

Siebert Cisneros Shank & Co., L.L.C.

JMP Securities

Macquarie Capital

TPG Capital BD

Prospectus dated _____, 2019.

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