ALLIANCE DEFENDING FREEDOM

FOR FAITH. FOR JUSTICE.

# *The Heritage Foundation v. Airbnb* Case

**Case Name:** *The Heritage Foundation v. Airbnb*
**Case Status:** Case filed on June 2, 2025, in the District Court for the District of Delaware.
**Significance:** Whether a company can ignore properly submitted shareholder proposals without following the legal process designed to ensure corporate accountability and protect investor rights.

**Background:** In advance of Airbnb's June 2025 annual shareholder meeting, The Heritage Foundation and the American Conservative Values ETF (ACVF) both independently submitted shareholder proposals to Airbnb in accordance with its submission requirements and the rules of the Securities and Exchange Commission ("SEC"). Heritage owns approximately 360 shares of Airbnb common stock, and ACVF owns 3,479 shares in the company. As shareholders, in December 2024, both companies submitted their proposals. The Heritage proposal asked the Airbnb Board for an analysis of how the company handles politicized divestments. The ACVF proposal asked the board for a report on how Airbnb oversees risks relating to restricting or denying users based on religious or political status. Both organizations received FedEx proof of the delivery of proposals at Airbnb's San Francisco headquarters in December 2024. Under SEC regulations, Airbnb was required to include the proposals in its proxy materials — documents sent to shareholders before the 2025 annual meeting to inform shareholders' voting decisions — unless Airbnb first complied with SEC requirements to exclude shareholder proposals. Airbnb did not follow the SEC requirements to exclude the proposals. But when the 2025 Proxy Materials were issued, the proposals were excluded anyway, and Airbnb stated they had not received the proposals, claiming the FedEx receipts for both Heritage and ACVF were forged. ADF and Boyden Gray have filed a lawsuit on behalf of both organizations to vindicate their rights as shareholders in Airbnb.

**Key Points**

- Airbnb cannot exclude its shareholders' properly submitted proposals without following the SEC's process for doing so. What Airbnb did is illegal.
- Airbnb is claiming they never received the proposals, but a company cannot selectively receive proposals it likes and ignore proposals it does not.
- Conservative groups have worked hard to submit shareholder proposals; they must be treated fairly. The SEC's rules apply to everyone.

**Key Facts**

- Airbnb refused to include the proposals in a supplement for the 2025 Proxy Materials and refused to include them in its 2026 Proxy Materials, taking no steps to remedy the situation.
- Airbnb has had a record of showing preference to certain political beliefs. In 2018, Florida and Texas blacklisted Airbnb for its support in the Boycott, Divestment & Sanctions movement when Airbnb banned listings in Israeli settlements in the West Bank. However, Airbnb later reversed this policy.

**The Bottom Line:** The federal district court in the District of Delaware should protect shareholders' right to have a voice in companies they invest in.