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April 8, 2026

VIA ELECTRONIC SUBMISSION

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Attn: Tiffany Posil, Chief, Office of Mergers and Acquisitions
Laura McKenzie, Special Counsel, Office of Mergers and Acquisitions

Re: Elastic N.V.
Rule 14a-16(a) under Securities Exchange Act of 1934
Request for Relief from Notice and Access Requirement

Dear Commission staff:

We are writing on behalf of Elastic N.V. (the "Company" or "Elastic"), a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands and subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company submits certain matters to annual general meetings of its shareholders in compliance with the proxy rules promulgated under the Exchange Act by the Securities and Exchange Commission (the "Commission").

We hereby request on behalf of the Company that the staff of the Division of Corporation Finance (the "Staff") of the Commission confirm that it will not object if the Company uses notice and access pursuant to Rule 14a-16(a) under the Exchange Act, in the manner described in this letter, to furnish proxy materials in connection with meetings of shareholders with due observance of and in accordance with the timing requirements of applicable Dutch law.

We are admitted to practice only in the District of Columbia and other U.S. jurisdictions. To the extent this letter summarizes provisions of Dutch law, we have relied on advice from De Brauw Blackstone Westbroek, Dutch legal counsel to the Company ("De Brauw"). Please refer to the letter from De Brauw attached hereto.

I. Background

The Company

The Company offers a software platform designed to enable customers to transform data into answers, actions, and outcomes with search artificial intelligence (“AI”). The Company’s platform combines the precision of search with the intelligence of AI to help its customers and community solve real-time business problems, unlock potential value, and achieve better outcomes.

The Company was incorporated as a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law by deed of incorporation dated February 9, 2012 and subsequently converted into a public limited liability company (*naamloze vennootschap*) on October 10, 2018. The Company’s ordinary shares are registered under Section 12(b) of the Exchange Act and listed on the New York Stock Exchange (the “NYSE”) under the ticker symbol “ESTC.”

The Company is subject to the periodic reporting and other disclosure requirements of the Exchange Act applicable to U.S. domestic issuers, including the proxy rules contained in Regulation 14A, as the Company does not meet the requirements for classification as a “foreign private issuer” as set forth in Exchange Act Rule 3b-4(c).

Dutch Law

Under the Company’s articles of association, shareholders are entitled to attend and vote at general meetings of shareholders if they have those rights on the record date and have been registered as such in a register designated by the Company’s board of directors (the “Board”). In accordance with Dutch law, the record date is set at the 28th day before the date of the general meeting. For example, in connection with the Company’s 2025 Annual General Meeting of Shareholders held on September 30, 2025, the record date was set at September 2, 2025.

Rule 14a-16 under the Exchange Act

Exchange Act Rule 14a-3 requires a registrant to furnish proxy materials to shareholders concurrently with, or prior to, the solicitation of their voting authority with respect to matters submitted for a vote at a meeting of shareholders. Under Exchange Act Rule 14a-16, a registrant may satisfy this requirement by furnishing a Notice of Internet Availability of Proxy Materials (“Notice”) to shareholders at least 40 calendar days before the shareholder meeting date, in lieu of sending full printed sets of proxy materials. The Commission explained in the proposing release for Rule 14a-16 that notice and access is intended to “promote use of the Internet as a reliable and cost-efficient means of making proxy materials available to shareholders.”¹

The Staff recently issued a letter granting relief from the use of notice and access pursuant to

¹ See Release No. 34-52926 at page 5.

Exchange Act Rule 14a-16(a) to a registrant organized under the laws of the Netherlands subject to the registrant's compliance with the same conditions which the Company undertakes to observe, as set forth below in this letter, upon the grant of the relief requested hereby. NXP Semiconductors N.V. (avail. Apr. 30, 2025).

II. Request Related to Rule 14a-16(a) under the Exchange Act

A registrant using notice and access pursuant to Rule 14a-16(a) must furnish the Notice to shareholders at least 40 calendar days in advance of the shareholder meeting date. In the adopting release for Rule 14a-16 (the "Adopting Release"), the Commission explained that the 40-day deadline is "to provide shareholders with sufficient time to receive the Notice, request copies of the materials, if desired, and review the proxy materials prior to executing a proxy."

Dutch law requires the record date for a general meeting of shareholders to be set at the 28th day before the date of the meeting. Accordingly, the list of shareholders as of the record date is not available to the Company until after the 40-day deadline. As a result, the Company currently is unable to use notice and access pursuant to Rule 14a-16(a). Instead, the Company's historical practice has been to file its definitive proxy statement and annual report with the Commission, and also to make those materials available on the Company's website, at least 40 calendar days in advance of the date of the general meeting of shareholders. The Company then sends full printed sets of the proxy materials to shareholders at a later date, once the list of shareholders as of the record date becomes available.

The inability to use notice and access places a substantial burden on the Company, as it must devote a significant amount of time and resources, and bear the added cost, expense and inefficiency, in sending full printed sets of proxy materials. The Company therefore respectfully requests that the Staff not object to the Company's use of notice and access pursuant to Rule 14a-16(a) to furnish proxy materials to shareholders with due observance of and in accordance with the timing requirements of applicable Dutch law.

As a condition of the foregoing request, the Company undertakes to:

1. continue filing its definitive proxy statement and annual report with the Commission, and also to make such materials available on the Company's website, at least 40 calendar days in advance of the date of the general meeting of shareholders; and
2. at least 40 calendar days in advance of the date of the general meeting of shareholders, issue a press release announcing (a) the Company has filed its definitive proxy materials and annual report with the Commission, and that such materials are also available on the Company's website, (b) the Company intends to use notice and access, and the date on which the Company expects to distribute the Notice, and (c) the manner in which shareholders can request paper copies of the proxy materials. The Company will also file the press

release with the Commission as additional soliciting material and make it available on the Company's website.

The Company also undertakes to distribute the Notice as quickly as practicable after it receives the shareholder list as of the record date and otherwise to comply with the other requirements of Rule 14a-16. In this regard, the Company has obtained confirmation from Broadridge Financial Services ("Broadridge") that the Company can expect the distribution of the Notice to be completed within five business days after the record date. This planned distribution schedule will be effected by Broadridge on an expedited basis, for which the Company will incur additional costs.

The Company believes the planned distribution schedule will provide its shareholders timely access to the shareholder meeting proxy materials in a manner that facilitates their review of the materials and provides for their participation in the meeting. As noted above, the Company will file the definitive proxy materials on the Commission's EDGAR system at least 40 days before the shareholder meeting date. Thereafter, the distribution of the Notice will be completed within five business days after the record date. The Company understands that over 77% of the Company's shareholders that are expected to receive the Notice are based in the United States. The Company also has been informed by Broadridge that shareholders who receive the Notice and subsequently request paper copies of the full proxy materials will have those materials sent to them within 72 hours following their request. Broadridge further has informed the Company it estimates the percentage of shareholders at companies using notice and access that request a full set of proxy materials following receipt of the Notice is, on average, approximately 1%. The vast majority of Elastic's shareholders vote electronically, as opposed to returning a physical proxy card. In connection with this year's annual meeting, less than 0.5% of shareholders returned a physical proxy card.

The Company's use of notice and access in this manner would be consistent with the Commission's objective of enabling issuers to use the Internet as "a reliable and cost-efficient means of making proxy materials available to shareholders" while "provid[ing] shareholders with sufficient time to . . . request copies of the materials, if desired, and review the proxy materials prior to executing a proxy."² Shareholders would have sufficient time to request printed copies of the materials, if desired, and to review the proxy materials before executing a proxy. In addition, the Company and its shareholders would benefit from the increased efficiency and significant reduction in proxy solicitation costs as a result of adopting notice and access since, as the Commission acknowledged in the Adopting Release, the "costs of solicitations ultimately are borne by shareholders."³

² See Release No. 34-55146 at pages 9 and 15.

³ See Release No. 34-55146 at page 59.

III. Conclusion

On the basis of the foregoing, we respectfully request on behalf of the Company that the Staff confirm it will not object if the Company uses notice and access pursuant to Rule 14a-16(a), in the manner described in this letter, to furnish proxy materials in connection with meetings of shareholders with due observance of and in accordance with the timing requirements of applicable Dutch law.

If the Staff disagrees with any conclusion expressed herein, or should require any additional information with respect to the Company's position, we would appreciate an opportunity to confer with the Staff.

If the Staff has any questions regarding this request or requires additional information, please contact the undersigned at (202) 637-5600.

Very truly yours,

A handwritten signature in cursive script that reads "Richard J. Parrino".

Richard J. Parrino

cc: Carolyn Herzog, Elastic N.V., Chief Legal Officer and Corporate Secretary
Mariëlle Reints, Elastic N.V., Vice President, Legal and Deputy Corporate Secretary

DE BRAUW
BLACKSTONE
WESTBROEK

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Date April 8, 2026

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Re: Elastic N.V.
Rule 14a-16(a) under the Exchange Act

Dear Ms Reints and Mr Kam,

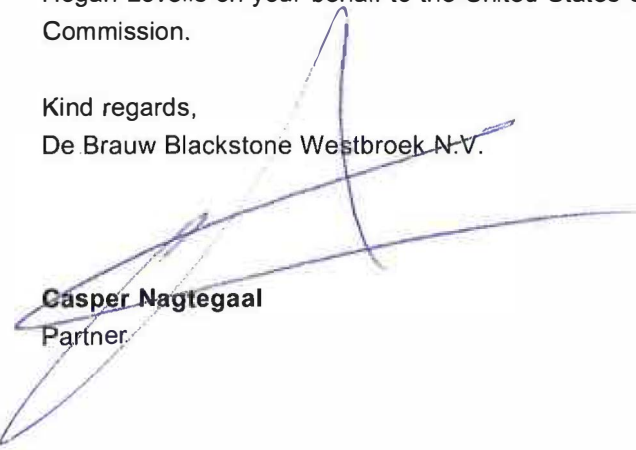
De Brauw Blackstone Westbroek N.V. is acting as Dutch legal counsel to Elastic N.V., a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands.

In such capacity, I have reviewed the letter related to Rule 14a-16(a) under the Securities Exchange Act of 1934, as amended, prepared by Hogan Lovells US LLP ("**Hogan Lovells**") and dated as of April 8, 2026 (the "**Letter**"), and confirm that in my opinion the descriptions of Dutch law, regulations and practices contained therein are fair and accurate as per the date hereof.

The foregoing confirmation is limited to matters involving the laws of the Netherlands and is not intended to be read as extending by implication to any other matters not referred to herein. In particular, I have not considered any U.S. federal or state laws, rules, regulations, procedures or practices and I have not provided advice as to, or analysed, whether the request in the Letter is appropriate, justified or complete with respect to U.S. federal or state laws, rules, regulations, procedures and practices. The foregoing confirmation may be relied upon by the United States Securities and Exchange Commission for the purpose set out in the Letter and not by any other person or party or for any other purpose.

I hereby consent to the inclusion of a copy of this letter with the Letter submitted by Hogan Lovells on your behalf to the United States Securities and Exchange Commission.

Kind regards,
De Brauw Blackstone Westbroek N.V.



Casper Nagtegaal
Partner.