

Rule 12b-2 of the Securities
Exchange Act of 1934
(§240.12b-2 of this chapter).

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 pursuant
to Section 13(a) of the
Exchange Act.

Item 3.03 Material Modification to Rights of Securities Holders.

On September 21, 2017, the Board of Directors (the “Board”) of Facebook, Inc. (the “Company”), following the unanimous recommendation of the Board’s Special Committee of independent directors, determined not to proceed with the filing of the amended and restated certificate of incorporation, as described in the Company’s definitive proxy statement dated June 2, 2016 (the “Proxy Statement”), and agreed to abandon the reclassification of the Company’s common stock as more fully described in Proposal Seven of the Proxy Statement and approved at the Company’s Annual Meeting of Stockholders on June 20, 2016. As a result, the Company will not proceed with the dividend of Class C capital stock or enter into a founder’s agreement with Mark Zuckerberg as described in such proposal.

Item 8.01 Other Events.

On September 22, 2017, Mr. Zuckerberg announced that he anticipates selling 35 million to 75 million shares of Facebook stock over approximately 18 months from the date of this report in order to fund the philanthropic initiatives of Mr. Zuckerberg and his wife, Priscilla Chan, in education, science and advocacy. Any sale of shares beneficially owned by Mr. Zuckerberg will be disclosed publicly in accordance with the rules established by the U.S. Securities and Exchange Commission under Section 16 of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FACEBOOK, INC.

Date: September 22, 2017 By: /s/ David Kling

Name: David Kling

Title: Vice President, Deputy General Counsel and Secretary