	Secretary of State Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)	SI-PT PA 108	FILED Secretary of State State of California SEP 01 2020
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IMPORTANT - Read Instructions before completing this form.
Filing Fee - There is no fee for filing the Corporate Disclosure Statement.
Copy Fees - First page \$1.00; each additional page \$0.50;
 Certification Fee - \$5.00

353/350/PC

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1. **Corporate Name** (Enter the exact name of the corporation as it is recorded with the California Secretary of State.)
 Facebook, Inc.

2. 7-Digit Secretary of State Entity (File) Number <table border="1" style="width:100%; text-align: center;"> <tr> <td>C</td><td>2</td><td>7</td><td>1</td><td>1</td><td>1</td><td>0</td><td>8</td> </tr> </table>	C	2	7	1	1	1	0	8	3. Jurisdiction (Enter the state, foreign country or other place where the corporation is formed) Delaware
C	2	7	1	1	1	0	8		

4. **Independent Auditor**

4a. Name of the Independent Auditor that prepared the most recent auditor's report.
 Ernst & Young LLP

4b. Description of other services, if any, performed by the Independent Auditor named in Item 4a.
 Please see Attachment A

4c. Name of the Independent Auditor employed by the corporation on the date of this statement, if different from Item 4a.

5. **Reporting Compliance with California Corporations Code Sections 301.3 and 2115.5.**

5a. Check the applicable statement for the **current** calendar year (select only one box):

The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.

The corporation has moved its principal executive office **into** California from another state.

The corporation has moved its principal executive office **out** of California into another state.

5b. Total number of directors on the corporation's current Board of Directors (select only one box): <input checked="" type="checkbox"/> 6 or more <input type="checkbox"/> 5 <input type="checkbox"/> 4 or fewer	5c. Number of female directors on the corporation's current Board of Directors (select only one box): <input checked="" type="checkbox"/> 3 or more <input type="checkbox"/> 2 <input type="checkbox"/> 1 <input type="checkbox"/> 0
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6. **Required Statutory Disclosures**

6a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? Yes No

6b. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. Yes No

6c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. Yes No

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Corporate Disclosure Statement
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7. Directors

Names of Directors (FN1)	Compensation (FN2)	Shares (FN3)	Options	Bankruptcy	Fraud
1) <u>Peggy Alford</u>	<u>\$334,317</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) <u>Marc L. Andreessen</u>	<u>\$374,873</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) <u>Erskine B. Bowles</u>	<u>\$29,167</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>Kenneth I. Chenault</u>	<u>\$374,873</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) <u>Susan Desmond-Hellmann</u>	<u>\$397,373</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) <u>Reed Hastings</u>	<u>\$20,833</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) <u>Sheryl Sandberg*</u>	<u>\$27,144,147</u>	<u>118,949</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) <u>Peter A. Thiel</u>	<u>\$354,873</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) <u>Jeffrey D. Zients</u>	<u>\$404,873</u>	<u>1,613</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) <u>Mark Zuckerberg*</u>	<u>\$23,415,973</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
12) <u>*Reflects compensation</u>	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
13) <u>earned for service as an</u>	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
14) <u>executive officer. No</u>	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
15) <u>compensation was earned</u>	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
16) <u>for service on our board.</u>	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

8. Executive Officers

8a. Names of Executive Officers (FN1)	Compensation (FN4)	Shares (FN3)	Options	Bankruptcy	Fraud
1) <u>David M. Wehner</u>	<u>\$21,334,036</u>	<u>118,949</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) <u>Mike Schroepfer</u>	<u>\$21,812,977</u>	<u>118,949</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) <u>Jennifer Newstead</u>	<u>\$19,136,745</u>	<u>80,611</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>David Fischer</u>	<u>\$14,547,768</u>	<u>74,343</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

8b. Chief Executive Officer (if not named in 8a)	Compensation (FN2)	Shares	Options	Bankruptcy	Fraud
<u>Mark Zuckerberg</u>	<u>\$23,415,973</u>	<u>0</u>	<u>0</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No


8c. Additional Executive Officers (if not named in 8a or 8b)	Bankruptcy	Fraud
1) _____	<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
2) _____	<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
3) _____	<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud

9. Loans to Members of the Board of Directors

Names of Directors	Description of Loan including Amount and Terms
1) _____	_____
2) _____	_____

If additional space is needed, place the additional information on only one side of a standard letter-sized piece of paper (8 1/2 x 11) clearly marked as an attachment to the Corporate Disclosure Statement and attach the extra page(s) to the completed Corporate Disclosure Statement.

By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Michael L. Johnson Type or Print Name of Person Completing the Form
 Signature
VP & Assistant Secretary Title
9/1/20 Date

Attachment A**Item 4b. Description of other services, if any, performed by the Independent Auditor**

Excerpt from Facebook, Inc.'s Proxy Statement for the 2020 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on April 10, 2020, in "Proposal Two – Ratification of Appointment of Independent Registered Public Accounting Firm"

The following table sets forth the aggregate fees for audit and other services provided by Ernst & Young LLP for the years ended December 31, 2019 and 2018 (in thousands):

	2019	2018
Audit fees ⁽¹⁾	\$ 13,270	\$ 10,857
Audit-related fees ⁽²⁾	575	805
Tax fees ⁽³⁾	8,481	7,144
All other fees ⁽⁴⁾	9	5
Total fees	\$ 22,335	\$ 18,811

- (1) Audit fees consist of the aggregate fees billed for professional services rendered for (i) the audit of our annual financial statements included in our Annual Report on Form 10-K and a review of financial statements included in our Quarterly Reports on Form 10-Q, (ii) services that are normally provided in connection with statutory and regulatory filings or engagements for those years, and (iii) accounting consultations.
- (2) Audit-related fees consist of attest services related to information systems.
- (3) Tax fees in 2019 include \$5.4 million for tax compliance projects and \$3.1 million for tax advisory projects. Tax fees in 2018 include \$4.7 million for tax compliance projects and \$2.4 million for tax advisory projects.
- (4) All other fees consist of fees for services other than the services reported in audit fees, audit-related fees, and tax fees.

Item 6b. Legal Proceedings

Excerpt from Facebook, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, filed on July 31, 2020, with the U.S. Securities and Exchange Commission

PART II—OTHER INFORMATION**Item 1. Legal Proceedings**

Beginning on March 20, 2018, multiple putative class actions and derivative actions were filed in state and federal courts in the United States and elsewhere against us and certain of our directors and officers alleging violations of securities laws, breach of fiduciary duties, and other causes of action in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies, and seeking unspecified damages and injunctive relief. Beginning on July 27, 2018, two putative class actions were filed in federal court in the United States against us and certain of our directors and officers alleging violations of securities laws in connection with the disclosure of our earnings results for the second quarter of 2018 and seeking unspecified damages. These two actions subsequently were transferred and consolidated in the U.S. District Court for the Northern District of California with the putative securities class action described above relating to our

platform and user data practices. On September 25, 2019, the district court granted our motion to dismiss the consolidated putative securities class action, with leave to amend. On November 15, 2019, an amended complaint was filed in the consolidated putative securities class action. We believe these lawsuits are without merit, and we are vigorously defending them. In addition, our platform and user data practices, as well as the events surrounding the misuse of certain data by a developer, became the subject of U.S. Federal Trade Commission (FTC), state attorneys general, and other government inquiries in the United States, Europe, and other jurisdictions. In July 2019, we entered into a settlement and modified consent order to resolve the FTC inquiry, which was approved by the federal court and took effect in April 2020. Among other matters, our settlement with the FTC required us to pay a penalty of \$5.0 billion and to significantly enhance our practices and processes for privacy compliance and oversight. Any other government inquiries regarding these matters could subject us to additional substantial fines and costs, require us to change our business practices, divert resources and the attention of management from our business, or adversely affect our business.

On April 1, 2015, a putative class action was filed against us in the U.S. District Court for the Northern District of California by Facebook users alleging that the "tag suggestions" facial recognition feature violates the Illinois Biometric Information Privacy Act, and seeking statutory damages and injunctive relief. On April 16, 2018, the district court certified a class of Illinois residents, and on May 14, 2018, the district court denied both parties' motions for summary judgment. On May 29, 2018, the U.S. Court of Appeals for the Ninth Circuit granted our petition for review of the class certification order and stayed the proceeding. On August 8, 2019, the Ninth Circuit affirmed the class certification order. On December 2, 2019, we filed a petition with the U.S. Supreme Court seeking review of the decision of the Ninth Circuit, which was denied. On January 15, 2020, the parties agreed to a settlement in principle to resolve the lawsuit, which provided for a payment of \$550 million by us and was subject to court approval. On or about May 8, 2020, the parties executed a formal settlement agreement, and plaintiffs filed a motion for preliminary approval of the settlement by the district court. On June 4, 2020, the district court denied the plaintiffs' motion without prejudice. On July 22, 2020, the parties executed an amended settlement agreement, which, among other terms, provides for a payment of \$650 million by us. The settlement is subject to court approval.

Beginning on September 28, 2018, multiple putative class actions were filed in state and federal courts in the United States and elsewhere against us alleging violations of consumer protection laws and other causes of action in connection with a third-party cyber-attack that exploited a vulnerability in Facebook's code to steal user access tokens and access certain profile information from user accounts on Facebook, and seeking unspecified damages and injunctive relief. The actions filed in the United States were consolidated in the U.S. District Court for the Northern District of California. On November 26, 2019, the district court certified a class for injunctive relief purposes, but denied certification of a class for purposes of pursuing damages. On January 16, 2020, the parties agreed to a settlement in principle to resolve the lawsuit. We believe the remaining lawsuits are without merit, and we are vigorously defending them. In addition, the events surrounding this cyber-attack became the subject of Irish Data Protection Commission (IDPC) and other government inquiries. Any such inquiries could subject us to substantial fines and costs, require us to change our business practices, divert resources and the attention of management from our business, or adversely affect our business.

From time to time we also notify the IDPC, our designated European privacy regulator under the General Data Protection Regulation, of certain other personal data breaches and privacy issues, and are subject to inquiries and investigations regarding various aspects of our regulatory compliance. Any such inquiries or investigations could subject us to substantial fines and costs,

require us to change our business practices, divert resources and the attention of management from our business, or adversely affect our business.

In addition, from time to time we are subject to inquiries and investigations, formal or informal, by competition authorities in the United States, Europe, and other jurisdictions. For example, in June 2019 we were informed by the FTC that it had opened an antitrust investigation of our company. In addition, beginning in the third quarter of 2019, we became the subject of antitrust investigations by the U.S. Department of Justice and state attorneys general. These investigations and inquiries concern, among other things, our business practices in the areas of social networking or social media services, digital advertising, and/or mobile or online applications, as well as past acquisitions. The result of such investigations or inquiries could subject us to substantial monetary remedies and costs, interrupt or require us to change our business practices, divert resources and the attention of management from our business, or subject us to other remedies that adversely affect our business.

In addition, from time to time, we are subject to litigation and other proceedings involving law enforcement and other regulatory agencies, including in particular in Brazil and Europe, in order to ascertain the precise scope of our legal obligations to comply with the requests of those agencies, including our obligation to disclose user information in particular circumstances. A number of such instances have resulted in the assessment of fines and penalties against us. We believe we have multiple legal grounds to satisfy these requests or prevail against associated fines and penalties, and we intend to vigorously defend such fines and penalties.

We are also party to various other legal proceedings, claims, and regulatory, tax or government inquiries and investigations that arise in the ordinary course of business, and we may in the future be subject to additional legal proceedings and disputes.

Item 7. Directors and Item 8. Executive Officers

Additional footnotes to Corporate Disclosure Statement:

(FN1) For more information on our FY 2019 director and executive officer compensation, please see our most recent proxy statement (“2020 Proxy”), available at <https://www.sec.gov/Archives/edgar/data/1326801/000132680120000037/facebook2020definitiveproxy.htm>.

(FN2) For Mark Zuckerberg and Sheryl Sandberg, includes salary, bonus, stock awards and “all other compensation” as set forth in our 2020 Proxy. For all other directors, reflects fees earned or paid in cash and stock awards as set forth in our 2020 Proxy.

(FN3) Reflects number of restricted stock units granted in 2019.

(FN4) Includes salary, bonus, stock awards and “all other compensation” consistent with our 2020 Proxy.