

Facebook Inc  
Form 8-K  
September 22, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): September 21, 2017  
Facebook, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware                              001-35551      20-1665019  
  
(State or Other Jurisdiction    (Commission    (IRS Employer  
of Incorporation)                    File Number) Identification No.)

1601 Willow Road  
Menlo Park, California                              94025  
  
(Address of Principal Executive Offices)    (Zip Code)

(650) 543-4800  
(Registrant's Telephone Number, Including Area Code)  
N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark  
whether the registrant is an  
emerging growth company as  
defined in Rule 405 of the  
Securities Act of 1933  
(§230.405 of this chapter) or

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.

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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