

Facebook Inc
Form 424B7
November 17, 2014

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Registration No. 333-199678

PROSPECTUS SUPPLEMENT NO. 5

(To prospectus dated October 29, 2014 and prospectus supplements dated October 29, 2014, October 30, 2014, November 6, 2014, and November 12, 2014)

162,698,114 Shares

Class A Common Stock

This prospectus supplement updates and amends certain information contained in the prospectus dated October 29, 2014, as supplemented by the prospectus supplements dated October 29, 2014, October 30, 2014, November 6, 2014, and November 12, 2014 (together, the Prospectus), covering the resale by selling stockholders of up to an aggregate of 162,698,114 shares of our Class A common stock, which we issued to such selling stockholders in connection with our acquisition of WhatsApp Inc. This prospectus supplement is not complete without, and may not be utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

Investing in our Class A common stock involves risks. See **Risk Factors beginning on page S-1 of the prospectus supplement dated October 29, 2014.**

The Securities and Exchange Commission and state regulators have not approved or disapproved of these securities, or determined if this prospectus supplement or the Prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated November 17, 2014

ABOUT THIS PROSPECTUS SUPPLEMENT

The information in the table that appears under the caption **Selling Stockholders** in the prospectus supplement dated November 12, 2014, is modified by adding the information below with respect to certain persons not previously listed therein and also to update information for certain persons previously listed therein.

S-1

SELLING STOCKHOLDERS

| Name of Selling Stockholder | Shares Beneficially Owned Prior to this Offering | | % of Total Voting Power Before this Offering(2) | Number of Shares of Class A Common Stock Being Offered(3) | Shares Beneficially Owned After this Offering | | | | % of Total Voting Power After this Offering(2) |
|---|--|---------|---|---|---|---|---------|--|--|
| | Class A | Class B | | | Class A | | Class B | | |
| | | | | | Shares | % | | | |
| Transferee of Sequoia Capital(4): | | | | | | | | | |
| MLC Investments Limited, as trustee of the MLC Vintage Year Trust (2010)(5) | 171,716 | * | * | 171,716 | | | | | |
| Transferee of Capital Management Services, Inc.(6): | | | | | | | | | |
| Capital Group Companies Charitable Foundation(7) | 42,929 | * | * | 42,929 | | | | | |
| Transferees of WS Investment Company, LLC (2010A)(8): | | | | | | | | | |
| Adam Dinow | 243 | * | * | 193 | 50 | * | | | * |
| Babcock/Fockler Family Trust u/d/t 11/26/97(9) | 771 | * | * | 771 | | | | | |
| Bochner Family Trust(10) | 1,999 | * | * | 1,999 | | | | | |
| Bradley L. Finkelstein | 289 | * | * | 289 | | | | | |
| Brian K. Beard | 1,420 | * | * | 1,420 | | | | | |
| Caz Hashemi | 225 | * | * | 225 | | | | | |
| Charles Biggio | 579 | * | * | 579 | | | | | |
| Clark-Boyd Family Trust(11) | 1,157 | * | * | 1,157 | | | | | |
| Colleen Bal | 289 | * | * | 289 | | | | | |
| Craig Sherman | 1,420 | * | * | 1,420 | | | | | |
| Cynthia A. Dy | 193 | * | * | 193 | | | | | |
| Danaher Family Trust(12) | 2,313 | * | * | 1,613 | 700 | * | | | * |
| David H. Kramer | 964 | * | * | 964 | | | | | |
| David J. Segre | 1,742 | * | * | 1,742 | | | | | |
| David M. Hoffmeister | 642 | * | * | 642 | | | | | |
| David Steuer | 1,093 | * | * | 1,093 | | | | | |
| Gregory Broome | 337 | * | * | 337 | | | | | |
| Gregory L. Watts | 154 | * | * | 154 | | | | | |
| Ignacio E. Salceda | 579 | * | * | 579 | | | | | |
| Ivan H. Humphreys | 771 | * | * | 771 | | | | | |
| Jeffrey D. Saper and Vivian E. Saper Trust u/a 3-14-85(13) | 1,929 | * | * | 1,929 | | | | | |
| John E. Aguirre and Linda D. Aguirre Family Trust u/d/t May 21, | 836 | * | * | 836 | | | | | |

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|--|-------|---|---|-------|----|---|---|
| 2002(14) | | | | | | | |
| John R. Lewis | 630 | * | * | 630 | | | |
| Julia Reigel Revocable Trust dtd 5/13/2005(15) | 386 | * | * | 386 | | | |
| Keith E. Eggleton | 899 | * | * | 899 | | | |
| Larry W. Sonsini | 3,230 | * | * | 3,150 | 80 | * | * |
| Latta Family Trust u/d/t Dated 6/10/97(16) | 1,157 | * | * | 1,157 | | | |
| Lydia B. Parnes | 386 | * | * | 386 | | | |
| Mario M. Rosati | 1,935 | * | * | 1,935 | | | |
| Michael S. Rabson | 225 | * | * | 225 | | | |
| Nicole Stafford Thomas | 386 | * | * | 386 | | | |
| Robert T. Ishii | 707 | * | * | 707 | | | |
| Rodney G. Strickland | 642 | * | * | 642 | | | |
| Selim B. Day | 771 | * | * | 771 | | | |
| Selwyn B. Goldberg | 836 | * | * | 836 | | | |
| Steven and Allison Spinner Family Trust dtd 12/11/09(17) | 945 | * | * | 945 | | | |
| Steven V. Bernard | 579 | * | * | 579 | | | |
| Sunil Bhardwaj | 540 | * | * | 540 | | | |
| Suzanne Y. Bell | 836 | * | * | 836 | | | |
| The Petkanics-Gerstenschlager Family Trust UDT February 16, 2000(18) | 1,613 | * | * | 1,613 | | | |
| Vern Norviel | 1,028 | * | * | 1,028 | | | |
| Weiheng Chen | 225 | * | * | 225 | | | |

* Less than 1%.

S-2

- (1) There are currently no stock options or other convertible securities which will become exercisable or releasable within 60 days of October 6, 2014 to the benefit of the individuals and entities listed in the table above.
- (2) Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share.
- (3) The amounts set forth in this column are the numbers of shares of Class A common stock that may be offered by each selling stockholder using this prospectus supplement. These amounts do not represent any other shares of our Class A common stock that the selling stockholders may own beneficially or otherwise.
- (4) The below stockholders received shares of our Class A common stock in connection with distributions by certain entities affiliated with Sequoia Capital, which are identified as selling stockholders in the Prospectus to which this prospectus supplement relates.
- (5) MLC Investments Limited is the trustee of the MLC Vintage Year Trust (2010), which is wholly-owned by MLC Limited. MLC Limited and MLC Investments Limited are both wholly-owned subsidiaries of NAB Limited, an entity listed on the Australian Securities Exchange. NAB Limited also owns and controls NAB Capital Securities, a broker-dealer in the United States. At the time of issuance, the selling stockholder represented to us that it acquired the securities as the result of an investment, in the ordinary course of business and, at the time of the receipt of shares, had no agreements or understandings, directly or indirectly, with any person to distribute the shares. The information provided for MLC Vintage Year Trust (2010) in the table above updates, amends and replaces in its entirety, the information for MLC Vintage Year Trust (2010) provided in the prospectus supplement filed on November 12, 2014.
- (6) The below stockholder received shares of our Class A common stock in connection with a transfer by Capital Management Services, Inc., which is identified as a selling stockholder in the Prospectus to which this prospectus supplement relates.
- (7) The Capital Group Companies, Inc. is the sole member of the Capital Group Companies Charitable Foundation. Bruce Meikle, as the principal financial officer of the The Capital Group Companies, Inc., may be deemed to have voting and investment power over the securities being registered for resale in this prospectus. The Capital Group Companies Charitable Foundation is under common control with a registered broker-dealer. At the time of issuance, the selling stockholder represented to us that it acquired the securities in the ordinary course of business and, at the time of the receipt of shares, had no agreements or understandings, directly or indirectly, with any person to distribute the shares.
- (8) The below stockholders received shares of our Class A common stock in connection with a distribution by WS Investment Company, LLC (2010A), which received shares of our Class A common stock in connection with distributions by certain entities affiliated with Sequoia Capital. WS Investment Company, LLC (2010A) elected not to be listed as a selling stockholder in the Prospectus to which this prospectus supplement relates. In addition, certain transferees of WS Investment Company, LLC (2010A) elected not to have the resale of their shares of Class A common stock registered by us.
- (9) Herbert P. Fockler and Cecile C. Babcock, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (10) Steven E. Bochner, as trustee, may be deemed to have voting and investment power over the securities being registered for resale in this prospectus supplement.
- (11) Kenneth A. Clark and Amy Boyd, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (12) Michael J. Danaher and Carol Lee Danaher, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (13) Jeffrey D. Saper and Vivian E. Saper, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (14) John E. Aguirre and Linda D. Aguirre, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (15) Julia Reigel, as trustee, may be deemed to have voting and investment power over the securities being registered for resale in this prospectus supplement.

- (16) Robert P. Latta and Jeanette D. Latta, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (17) Steven J. Spinner and Allison B. Spinner, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.
- (18) Jay Roger Gerstenschlager and Donna Marie Petkanics, as trustees, may be deemed to share voting and investment power over the securities being registered for resale in this prospectus supplement.

S-3