



Secretary of State

SI-PT

# Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

**FILED**Secretary of State  
State of California

07/08/2021

Filing Date

This Space For Office Use Only

**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**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 Number**

C2711108

**3. Jurisdiction** (Enter the state, foreign country or other place where the corporation is formed.)

Delaware

**4. Independent Auditor****4a.** Name of the Independent Auditor that prepared the most recent auditor's report.

Ernst &amp; 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. Board Diversity****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):

- ☒ 9 or more
- ☐ 8
- ☐ 7
- ☐ 6
- ☐ 5
- ☐ 4 or fewer

**5c.** Number of **female** directors on the corporation's **current** Board of Directors (select only one box):

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

**5d.** Number of directors from **underrepresented communities** on the corporation's **current** Board of Directors (select only one box):

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

**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- CONTINUE ON NEXT PAGE -  
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**7. Directors**

Names of Directors (FN1)	Compensation (FN2)	Shares (FN3)	Option	Bankruptcy		Fraud	
1) <u>Peggy Alford</u>	<u>528,053</u>	<u>1,732</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>392,245</u>	<u>1,386</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3) <u>Kenneth I. Chenault</u>	<u>40,462</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>Andrew W. Houston</u>	<u>1,646,537</u>	<u>6,348</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5) <u>Nancy Killefer</u>	<u>1,663,290</u>	<u>6,552</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
6) <u>Robert M. Kimmitt</u>	<u>1,749,309</u>	<u>6,552</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>0</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
8) <u>Peter A. Thiel</u>	<u>372,245</u>	<u>1,386</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
9) <u>Tracey T. Travis</u>	<u>1,677,488</u>	<u>6,552</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
10) <u>Jeffrey D. Zients</u>	<u>52,659</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) <u>Mark Zuckerberg</u>	<u>0</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
12) _____	_____	_____	_____	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
13) _____	_____	_____	_____	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
14) _____	_____	_____	_____	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
15) _____	_____	_____	_____	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
16) _____	_____	_____	_____	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**8. Executive Officers**

<b>8a. Names of Executive Officers</b>	<b>Compensation (FN4)</b>	<b>Shares (FN3)</b>	<b>Options</b>	<b>Bankruptcy</b>		<b>Fraud</b>	
1) <u>David M. Wehner</u>	<u>16,141,237</u>	<u>95,974</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>16,053,375</u>	<u>95,974</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3) <u>Christopher K. Cox</u>	<u>69,682,654</u>	<u>277,073</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>11,417,680</u>	<u>59,984</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5) <u>Jennifer Newstead</u>	<u>10,973,415</u>	<u>47,987</u>	<u>0</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>8b. Chief Executive Officer (if not named in 8a)</b>	<b>Compensation</b>	<b>Shares</b>	<b>Options</b>	<b>Bankruptcy</b>		<b>Fraud</b>	
<u>Mark Zuckerberg</u>	<u>25,288,265</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
<b>8c. Additional Executive Officers (if not named in 8a or 8b)</b>				<input type="checkbox"/> Bankruptcy		<input type="checkbox"/> 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      [Signature]      VP + Asst. Secretary      7/7/21  
 Type or Print Name of Person Completing the Form      Signature      Title      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 2021 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on April 9, 2021, 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, 2020 and 2019 (in thousands):

	2020	2019
Audit fees (1)	\$ 16,000	\$ 13,270
Audit-related fees (2)	1,000	575
Tax fees (3)	10,319	8,481
All other fees (4)	6	9
Total fees	\$ 27,325	\$ 22,335

- (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 2020 include \$5.9 million for tax compliance projects and \$4.4 million for tax advisory projects. Tax fees in 2019 include \$5.4 million for tax compliance projects and \$3.1 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 March 30, 2021, filed on April 29, 2021, 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, a second amended complaint was filed in the consolidated putative securities class action. On August 7, 2020, the district court granted our motion to dismiss the second amended complaint, with leave to amend. On October 16, 2020, a third 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. We entered into a settlement and modified consent order to resolve the FTC inquiry, which took effect in April 2020 and required us to pay a penalty of \$5.0 billion and to significantly enhance our practices and processes for privacy compliance and oversight. The state attorneys general inquiry and certain government inquiries in other jurisdictions remain ongoing and 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. On February 26, 2021, the court granted final approval of the settlement, and the payment was made in March 2021. On March 27 and March 29, 2021, objectors filed notices of appeal of the order granting final approval of the settlement.

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. On November 15, 2020, the court granted preliminary approval of the settlement. The settlement is subject to final court approval. 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. For example, in August 2020, we received a preliminary draft decision from the IDPC that preliminarily concluded that Facebook Ireland's reliance on Standard Contractual Clauses in respect of European user data does not achieve compliance with the GDPR and preliminarily proposed that such transfers of user data from the European Union to the United States should therefore be suspended. Facebook Ireland challenged procedural aspects of this IDPC inquiry in a judicial review commenced in the Irish High Court in

September 2020, and the court ordered the IDPC not to take further steps in respect of the inquiry until the judicial review proceedings conclude (subject to the IDPC's right to apply to vary or lift this order), which we expect to occur in the first half of 2021. For additional information, see Part II, Item 1A, "Risk Factors—Our business is subject to complex and evolving U.S. and foreign laws and regulations regarding privacy, data protection, content, competition, consumer protection, and other matters" in this Quarterly Report on Form 10-Q. 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 various litigation and government inquiries and investigations, formal or informal, by competition authorities in the United States, Europe, and other jurisdictions. Such investigations, inquiries, and lawsuits 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. For example, in June 2019 we were informed by the FTC that it had opened an antitrust investigation of our company. On December 9, 2020, the FTC filed a complaint against us in the U.S. District Court for the District of Columbia alleging that we engaged in anticompetitive conduct and unfair methods of competition in violation of Section 5 of the Federal Trade Commission Act and Section 2 of the Sherman Act, including by acquiring Instagram in 2012 and WhatsApp in 2014 and by maintaining conditions on access to our platform. 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. On December 9, 2020, the attorneys general from 46 states, the territory of Guam, and the District of Columbia filed a complaint against us in the U.S. District Court for the District of Columbia alleging that we engaged in anticompetitive conduct in violation of Section 2 of the Sherman Act, including by acquiring Instagram in 2012 and WhatsApp in 2014 and by maintaining conditions on access to our platform. The complaint also alleges that we violated Section 7 of the Clayton Act by acquiring Instagram and WhatsApp. The lawsuits of the FTC and attorneys general both seek a permanent injunction against our company's alleged violations of the antitrust laws, and other equitable relief, including divestiture or reconstruction of Instagram and WhatsApp. Multiple putative class actions have also been filed in state and federal courts in the United States against us alleging violations of antitrust laws and other causes of action in connection with these acquisitions and other alleged anticompetitive conduct, and seeking unspecified damages and injunctive relief. We believe these lawsuits are without merit, and we are vigorously defending them. The result of such litigation, 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 structural or behavioral 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 2020 director and executive officer compensation, please see our most recent proxy statement ("2021 Proxy") available at

[https://www.sec.gov/Archives/edgar/data/0001326801/000132680121000022/facebook2021definitiveprox.htm#ic3434e614c6d4661abc9f5e608f438ab\\_43](https://www.sec.gov/Archives/edgar/data/0001326801/000132680121000022/facebook2021definitiveprox.htm#ic3434e614c6d4661abc9f5e608f438ab_43).

(FN2) For Mark Zuckerberg and Sheryl Sandberg, includes salary, bonus, stock awards and “all other compensation” as set forth in our 2021 Proxy. For all other directors, reflects fees earned or paid in cash and stock awards as set forth in our 2021 Proxy.

(FN3) Reflects number of restricted stock units granted in 2020.

(FN4) Includes salary, bonus, stock awards and “all other compensation” as set forth in our 2021 Proxy.