

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 17, 2018, the Board of Directors (the “Board”) of Facebook, Inc. (the “Company”) appointed Kenneth I. Chenault as a member of the Board, effective February 5, 2018. A copy of the press release announcing the appointment is attached as Exhibit 99.1 to this report. As of the time of this filing, the Board has not made a final determination regarding the committees of the Board, if any, to which Mr. Chenault will be appointed.

There is no arrangement or understanding with any person pursuant to which Mr. Chenault was appointed as a member of the Board. In accordance with the Company’s existing compensation policy with respect to non-employee directors, the Board approved that Mr. Chenault will receive an annual retainer fee of \$50,000, which will be prorated for service through the balance of 2018, and a grant of 464 restricted stock units (“RSUs”), which was calculated by reference to the Company’s existing annual equity award for continuing directors, with the \$300,000 value prorated for service through May 15, 2018. All of the RSUs will vest on May 15, 2018, subject to Mr. Chenault’s continued service as a member of the Board through such date.

In addition to the compensation that Mr. Chenault will receive in connection with his appointment as a member of the Board, the Company intends to enter into its standard form of indemnification agreement with Mr. Chenault. The indemnification agreement, among other things, would require the Company to indemnify Mr. Chenault for certain expenses incurred by him in any action or proceeding arising out of his service as a member of the Board. A form of the indemnification agreement was previously filed by the Company as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-179287), as originally filed with the Securities and Exchange Commission on February 1, 2012, as subsequently amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit Title or Description |
|----------------|--------------------------------------|
| 99.1 | Press release dated January 18, 2018 |

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Exhibit Index

| Exhibit Number | Exhibit Title or Description |
|----------------|---|
| 99.1 | <u>Press release dated January 18, 2018</u> |

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: January 18, 2018 By: /s/ David Kling

Name: David Kling

Title: Vice President, Deputy General Counsel and Secretary