

Facebook Inc  
Form 8-K  
June 25, 2012

**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): June 24, 2012**

**Facebook, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001- 35551**  
(Commission  
File Number)

**20-1665019**  
(IRS Employer  
Identification No.)

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**1601 Willow Road**  
**Menlo Park, California**  
(Address of Principal Executive Offices)  
**(650) 308-7300**

**94025**  
(Zip Code)

(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))

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

On June 24, 2012, the Board of Directors (the Board) of Facebook, Inc. (the Company) appointed Sheryl K. Sandberg, the Company's Chief Operating Officer, as a member of the Board.

There is no arrangement or understanding with any person pursuant to which Ms. Sandberg was appointed as a director. Ms. Sandberg will not receive compensation for her service as a director.

In satisfaction of the disclosure required by Item 404(a) of Regulation S-K, the Company hereby incorporates by reference certain transactions described in the sections entitled Equity Awards, Employment Agreements and Offer Letters, Indemnification Agreements, and Commercial Agreements under the heading Related Party Transactions in 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.

**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: June 25, 2012

By: /s/ Theodore W. Ullyot  
Name: Theodore W. Ullyot  
Title: Vice President, General Counsel, and Secretary