

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.

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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.

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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(1)	Shares(1)%			Shares	%	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%.

- (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.

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