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FACEBOOK INC

FORM 8-K
(Current report filing)

Filed 06/25/12 for the Period Ending 06/24/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology

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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.)

1601 Willow Road
Menlo Park, California
(Address of Principal Executive Offices)

94025
(Zip Code)

(650) 308-7300
(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