

Facebook Inc
Form 8-K
June 05, 2018

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): May 31, 2018
Facebook, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 001-35551 20-1665019

(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

1601 Willow Road
Menlo Park, California 94025

(Address of Principal Executive Offices) (Zip Code)

(650) 543-4800
(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))

Indicate by check mark
whether the registrant is an
emerging growth company as
defined in Rule 405 of the
Securities Act of 1933
(§230.405 of this chapter) or

Rule 12b-2 of the Securities
Exchange Act of 1934
(§240.12b-2 of this chapter).

Emerging growth company ☐

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2018, Facebook, Inc. (the “Company”) held its annual meeting of stockholders at the Hotel Nia, located at 200 Independence Drive, Menlo Park, California 94025 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on eight proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 13, 2018, as amended (the “Proxy Statement”). At the beginning of the Annual Meeting, there were 2,034,196,332 shares of Class A common stock and 444,058,872 shares of Class B common stock present at the Annual Meeting in person or by proxy, which represented 87.81% of the combined voting power of the shares of Class A common stock and Class B common stock entitled to vote at the Annual Meeting (voting together as a single class), and which constituted a quorum for the transaction of business. Holders of the Company’s Class A common stock were entitled to one vote for each share held as of the close of business on April 6, 2018 (the “Record Date”), and holders of the Company’s Class B common stock were entitled to ten votes for each share held as of the Record Date.

The stockholders of the Company voted on the following proposals at the Annual Meeting:

- To elect eight directors, all of whom are currently serving on the Company’s board of directors, each to serve until
 1. the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.
 2. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.
 3. A stockholder proposal regarding change in stockholder voting.
 4. A stockholder proposal regarding a risk oversight committee.
 5. A stockholder proposal regarding simple majority vote.
 6. A stockholder proposal regarding a content governance report.
 7. A stockholder proposal regarding median pay by gender.
 8. A stockholder proposal regarding tax principles.
- 1. Election of Directors

Nominee	For	Withheld	Broker Non-Votes
Marc L. Andreessen	5,867,673,939	167,520,657	439,590,647
Ersine B. Bowles	5,875,029,104	160,165,492	439,590,647
Kenneth I. Chenault	6,013,190,274	22,004,322	439,590,647
Susan D. Desmond-Hellmann	5,552,986,825	482,207,771	439,590,647
Reed Hastings	5,620,578,188	414,616,408	439,590,647
Sheryl K. Sandberg	5,485,417,504	549,777,092	439,590,647
Peter A. Thiel	5,657,899,619	377,294,977	439,590,647
Mark Zuckerberg	5,488,472,275	546,722,321	439,590,647

Each of the eight nominees for director was elected to serve until the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

2. Ratification of Appointment of Independent Registered Public Accounting Firm

For Against Abstentions

6,415,171 424,545 5,092,774

There were no broker non-votes on this proposal.

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

3. Stockholder Proposal Regarding Change in Stockholder Voting

For Against Abstentions Broker Non-Votes

1,285,843 555,740 657,280 8,693,761 439,590,647

The stockholders did not approve the stockholder proposal regarding change in stockholder voting.

4. Stockholder Proposal Regarding a Risk Oversight Committee

For Against Abstentions Broker Non-Votes

695,812 551,326 275,640 13,106,405 439,590,647

The stockholders did not approve the stockholder proposal regarding a risk oversight committee.

5. Stockholder Proposal Regarding Simple Majority Vote

For Against Abstentions Broker Non-Votes

1,248,882 755,477 8,712,189 7,599,652 439,590,647

The stockholders did not approve the stockholder proposal regarding simple majority vote.

6. Stockholder Proposal Regarding a Content Governance Report

For Against Abstentions Broker Non-Votes

610,883 008,355 184,616 69,126,972 439,590,647

The stockholders did not approve the stockholder proposal regarding a content governance report.

7. Stockholder Proposal Regarding Median Pay by Gender

For Against Abstentions Broker Non-Votes

598,924 055,367 168,475 69,102,066 439,590,647

The stockholders did not approve the stockholder proposal regarding median pay by gender.

8. Stockholder Proposal Regarding Tax Principles

For Against Abstentions Broker Non-Votes

85,868,239 5,928,124 935,212 201,422 439,590,647

The stockholders did not approve the stockholder proposal regarding tax principles.

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 5, 2018 By: /s/ David Kling

Name: David Kling

Title: Vice President, Deputy General Counsel and Secretary