

Facebook Inc  
Form 10-K/A  
February 13, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
Amendment No. 1

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-35551

FACEBOOK, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)  
1601 Willow Road, Menlo Park, California 94025  
(Address of principal executive offices and Zip Code)  
(650) 543-4800  
(Registrant's telephone number, including area code)

20-1665019  
(I.R.S. Employer Identification Number)

Securities registered pursuant to Section 12(b) of the Act:  
Class A Common Stock, \$0.000006 par value  
(Title of each class)

The NASDAQ Stock Market LLC  
(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:  
None  
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (Exchange Act) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant as of June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was \$143,589,386,032 based upon the closing price reported for such date on the NASDAQ Global Select Market.

On January 27, 2015, the registrant had 2,236,333,833 shares of Class A common stock and 562,677,981 shares of Class B common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2015 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2014.

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (Amendment No. 1) is being filed to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (Original Filing), filed with the U.S. Securities and Exchange Commission on January 29, 2015 (Original Filing Date). The sole purpose of this Amendment No. 1 is to correct the previously filed Consent of Ernst & Young LLP (filed as Exhibit 23.1), which inadvertently omitted the typeset signature of Ernst & Young LLP and reference to Ernst & Young LLP's reports dated January 29, 2015 with respect to our consolidated financial statements and the effectiveness of our internal control over financial reporting included in our Original Filing.

Except as described above, no changes have been made to the Original Filing and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules

We have filed the following documents as part of this report:

#### 1. Consolidated Financial Statements:

Reports of Independent Registered Public Accounting Firm\*

Consolidated Balance Sheets\*

Consolidated Statements of Income\*

Consolidated Statements of Comprehensive Income\*

Consolidated Statements of Stockholders' Equity\*

Consolidated Statements of Cash Flows\*

Notes to Consolidated Financial Statements\*

#### 2. Financial Statement Schedules

All schedules have been omitted because they are not required, not applicable, not present in amounts sufficient to require submission of the schedule, or the required information is otherwise included.

#### 3. Exhibits

See the Exhibit Index immediately following the signature page of this report.

\* Previously filed with our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on January 29, 2015, which is being amended hereby.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FACEBOOK, INC.

Date: February 13, 2015

/s/ David M. Wehner  
David M. Wehner  
Chief Financial Officer

## EXHIBIT INDEX

| Exhibit<br>Number | Exhibit Description                                                                                                                                                                                                              | Incorporated by Reference |            |         | Filing Date      | Filed<br>Herewith |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|---------|------------------|-------------------|
|                   |                                                                                                                                                                                                                                  | Form                      | File No.   | Exhibit |                  |                   |
| 2.1               | Agreement and Plan of Merger and Reorganization, dated February 19, 2014, among the Registrant, Rhodium Acquisition Sub II, Inc., Rhodium Merger Sub, Inc., WhatsApp Inc., and Fortis Advisors LLC.                              | 10-Q                      | 011-35551  | 2.1     | April 25, 2014   |                   |
| 2.2               | Amended and Restated Agreement and Plan of Merger, dated April 21, 2014, among the Registrant, Inception Acquisition Sub, Inc., Inception Acquisition Sub II, LLC, Oculus VR, Inc., and Shareholder Representative Services LLC. | 10-Q                      | 011-35551  | 2.2     | April 25, 2014   |                   |
| 3.1               | Restated Certificate of Incorporation.                                                                                                                                                                                           | 10-Q                      | 001-35551  | 3.1     | July 31, 2012    |                   |
| 3.2               | Amended and Restated Bylaws.                                                                                                                                                                                                     | 10-Q                      | 001-35551  | 3.2     | July 31, 2012    |                   |
| 4.1               | Form of Class A Common Stock Certificate.                                                                                                                                                                                        | S-1                       | 333-179287 | 4.1     | February 8, 2012 |                   |
| 4.2               | Form of Class B Common Stock Certificate.                                                                                                                                                                                        | S-8                       | 333-181566 | 4.4     | May 21, 2012     |                   |
| 4.3               | Sixth Amended and Restated Investors' Rights Agreement, dated December 27, 2010, by and among Registrant and certain security holders of Registrant.                                                                             | S-1                       | 333-179287 | 4.2     | February 8, 2012 |                   |
| 4.4               | Amendment No. 1 to Sixth Amended and Restated Investors' Rights Agreement, dated May 1, 2012, by and among Registrant and certain security holders of Registrant.                                                                | S-1                       | 333-179287 | 4.2A    | May 3, 2012      |                   |
| 4.5               | Form of "Type 1" Holder Voting Agreement, between Registrant, Mark Zuckerberg, and certain parties thereto.                                                                                                                      | S-1                       | 333-179287 | 4.3     | February 8, 2012 |                   |
| 4.6               | Registration Rights Agreement, dated October 6, 2014, among the Registrant and the parties thereto.                                                                                                                              | S-3                       | 333-199678 | 4.9     | October 29, 2014 |                   |
| 10.1+             | Form of Indemnification Agreement.                                                                                                                                                                                               | S-1                       | 333-179287 | 10.1    | February 8, 2012 |                   |
| 10.2(A)+          | 2005 Stock Plan, as amended.                                                                                                                                                                                                     | 10-K                      | 001-35551  | 10.2(A) | February 1, 2013 |                   |
| 10.2(B)+          | 2005 Stock Plan forms of award agreements.                                                                                                                                                                                       | S-1                       | 333-179287 | 10.2    | February 8, 2012 |                   |
| 10.3(A)+          | 2012 Equity Incentive Plan, as amended.                                                                                                                                                                                          | 10-K                      | 001-35551  | 10.4(A) | February 1, 2013 |                   |
| 10.3(B)+          | 2012 Equity Incentive Plan forms of award agreements.                                                                                                                                                                            | 10-Q                      | 001-35551  | 10.2    | July 31, 2012    |                   |
| 10.3(C)+*         | 2012 Equity Incentive Plan forms of award agreements (Additional Forms).                                                                                                                                                         |                           |            |         |                  |                   |
| 10.4+             | Form of Non-Plan Restricted Stock Unit Award Notice and Award Agreement                                                                                                                                                          | S-8                       | 333-199172 | 99.1    | October 6, 2014  |                   |
| 10.5+*            | 2014 Bonus Plan.                                                                                                                                                                                                                 |                           |            |         |                  |                   |
| 10.6+             | Amended and Restated Offer Letter, dated January 27, 2012, between Registrant and Mark Zuckerberg.                                                                                                                               | S-1                       | 333-179287 | 10.6    | February 8, 2012 |                   |
| 10.7+             |                                                                                                                                                                                                                                  | S-1                       | 333-179287 | 10.7    | February 8, 2012 |                   |

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Amended and Restated Employment  
Agreement, dated January 27, 2012, between  
Registrant and Sheryl K. Sandberg.

10.8+\* Amended and Restated Offer Letter, dated  
May 2, 2014, between Registrant and  
Christopher Cox.

10.9+ Amended and Restated Offer Letter, dated  
January 27, 2012, between Registrant and S-1 333-179287 10.9 February 8, 2012  
Mike Schroepfer.

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|          |                                                                                                                                                                        |      |            |       |                  |   |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------|-------|------------------|---|
| 10.10+*  | Offer Letter, dated August 25, 2014, between Registrant and David M. Wehner.                                                                                           |      |            |       |                  |   |
| 10.11+   | Offer Letter, dated October 6, 2014, between Registrant and Jan Koum.                                                                                                  | 10-Q | 001-35551  | 10.1  | October 30, 2014 |   |
| 10.12+   | Amended and Restated Offer Letter, dated January 27, 2012, between Registrant and David A. Ebersman.                                                                   | S-1  | 333-179287 | 10.8  | February 8, 2012 |   |
| 10.13†   | Lease, dated February 7, 2011, between Registrant and Wilson Menlo Park Campus, LLC.                                                                                   | S-1  | 333-179287 | 10.11 | February 8, 2012 |   |
| 10.14    | Credit Agreement, dated August 15, 2013, between Registrant, the Lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent.                        | 8-K  | 001-35551  | 10.1  | August 15, 2013  |   |
| 21.1*    | List of subsidiaries.                                                                                                                                                  |      |            |       |                  |   |
| 23.1     | Consent of Independent Registered Public Accounting Firm.                                                                                                              |      |            |       |                  | X |
| 31.1     | Certification of Mark Zuckerberg, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |      |            |       |                  | X |
| 31.2     | Certification of David M. Wehner, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |      |            |       |                  | X |
| 32.1**   | Certification of Mark Zuckerberg, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |      |            |       |                  |   |
| 32.2**   | Certification of David M. Wehner, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |      |            |       |                  |   |
| 101.INS* | XBRL Instance Document.                                                                                                                                                |      |            |       |                  |   |
| 101.SCH* | XBRL Taxonomy Extension Schema Document.                                                                                                                               |      |            |       |                  |   |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document.                                                                                                                 |      |            |       |                  |   |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document.                                                                                                                  |      |            |       |                  |   |
| 101.LAB* | XBRL Taxonomy Extension Labels Linkbase Document.                                                                                                                      |      |            |       |                  |   |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document.                                                                                                                |      |            |       |                  |   |

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+ Indicates a management contract or compensatory plan.

† Portions of exhibit have been granted confidential treatment by the U.S. Securities and Exchange Commission (Commission).

\* Previously filed with our Annual Report on Form 10-K filed with the Commission on January 29, 2015.

\*\* Previously furnished with our Annual Report on Form 10-K filed with the Commission on January 29, 2015.