

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

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**SCHEDULE 14C  
Information Statement Pursuant to Section 14(c) of the  
Securities Exchange Act of 1934**

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Check the appropriate box:

- ☐ Preliminary Information Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- ☐ Definitive Information Statement
- ☒ Definitive Additional Materials

**Facebook, Inc.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
  - ☐ Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
    - (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
    - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11  
(set forth the amount on which the filing fee is calculated and state how it was determined) \_\_\_\_\_
    - (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
    - (5) Total fee paid: \_\_\_\_\_
  - ☐ Fee paid previously with preliminary materials.
  - ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid: \_\_\_\_\_
    - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
    - (3) Filing Party: \_\_\_\_\_
    - (4) Date Filed: \_\_\_\_\_
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**FACEBOOK, INC.**

You are receiving this communication because you hold shares in the company named above. They have selected informational materials (including an Information Statement) that are now available for your review. **This notice provides instructions on how to access Facebook, Inc. materials for informational purposes only.**

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The purpose of the Information Statement is to inform you of action taken by holders of a majority of the voting power of the outstanding shares of capital stock of Facebook, Inc. (the "Company") to amend and restate the Company's Restated Certificate of Incorporation (the "Charter") to implement certain amendments thereto (the "Charter Amendments"). The Charter Amendments increase the stockholder voting threshold required to remove a director serving on the Privacy Committee of the Company's Board of Directors for reasons related to actions taken in furtherance of such director's duties as a member of the Privacy Committee. The Charter Amendments are discussed in more detail in the Information Statement.

The action by written consent described in the Information Statement constitutes the only stockholder approval required to approve the Charter Amendments under the Delaware General Corporation Law, the Charter, and the Company's Amended and Restated Bylaws. The Board is not soliciting your proxy or consent in connection with the Charter Amendments and no proxies or consents are being requested from stockholders.

The restated certificate of incorporation reflecting the Charter Amendments (the "Restated Charter") will not be effective until filed with the Secretary of State of the State of Delaware. The Company intends to file the Restated Charter at least 40 calendar days after the Information Statement is first distributed and made available to stockholders. The Information Statement is being distributed and made available on or about July 8, 2020, to stockholders of record as of June 22, 2020, the record date for stockholder approval of the Restated Charter.

Pursuant to Securities and Exchange Commission Rule § 240.14C-2, you are receiving this notice that the Information Statement is available on the Internet. This communication provides only a brief overview of the more complete Information Statement. We encourage you to access and review all of the important information contained in the Information Statement.

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