

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

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant. ☒

Filed by a Party other than the Registrant. ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under § 240.14a-12

Facebook, Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
 - ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - ☐ 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.
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**SUPPLEMENT TO PROXY STATEMENT FOR
FACEBOOK ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 27, 2020**

Set forth below is additional information to supplement (Supplement) the proxy statement dated April 10, 2020 (Proxy Statement) for the 2020 Annual Meeting of Stockholders (Annual Meeting) of Facebook, Inc. to be conducted as a virtual meeting on May 27, 2020, at 10:00 a.m. Pacific Time.

The purpose of this Supplement is to provide updated information relating to recent developments regarding corporate governance and the composition of the committees of our board of directors. Except as specifically amended or supplemented by the information contained in this Supplement, all information in the Proxy Statement remains unchanged and the entirety of the Proxy Statement and this Supplement should be considered in voting your shares.

Board Committees

Privacy Committee

On May 12, 2020, our board of directors formed a privacy committee in accordance with the terms of our modified FTC consent order (FTC Consent Order), which became final and effective on April 28, 2020. As more fully described in its charter, a copy of which is available on our website at <http://investor.fb.com/governance.cfm>, our privacy committee is responsible for overseeing, among other things:

- compliance with the comprehensive privacy program (Privacy Program) that is required under the FTC Consent Order;
- management's periodic assessments of the Privacy Program, our compliance with the FTC Consent Order, and any material risks to the privacy, confidentiality, and integrity of certain user information covered by the FTC Consent Order;
- the approval or removal of Designated Compliance Officer(s), as defined in the FTC Consent Order, who will coordinate and be responsible for the Privacy Program; and
- the approval or removal of an independent, third-party assessor to review our Privacy Program, as well as the assessor's biennial assessments of the Privacy Program.

Our privacy committee is currently comprised of Peggy Alford, Nancy Killefer, and Robert M. Kimmitt. Ms. Killefer is the chair of our privacy committee. Each member of this committee is an independent director under Nasdaq rules and also meets the other requirements set forth in the FTC Consent Order.

Board Role in Risk Oversight

Our audit & risk oversight committee's responsibilities previously included oversight of risks related to privacy and data use. In connection with the formation of our privacy committee, our board of directors has delegated to our privacy committee the responsibility for overseeing risks related to privacy and data use, including management's periodic assessment of our Privacy Program and any related policies with respect to risk assessment and risk management.