
**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): July 26, 2017

Facebook, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-35551

20-1665019

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
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 2.02 Results of Operations and Financial Condition.

On July 26, 2017 , Facebook, Inc. ("Facebook") issued a press release and will hold a conference call regarding its financial results for the quarter ended June 30, 2017 . A copy of the press release is furnished as Exhibit 99.1 to this report.

The information furnished with this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Facebook is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of GAAP to non-GAAP results is provided in the attached Exhibit 99.1 press release.

Facebook uses the investor.fb.com and newsroom.fb.com websites as well as Mark Zuckerberg's Facebook Page (<https://www.facebook.com/zuck>) as means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Title or Description
99.1	Press release dated July 26, 2017

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: July 26, 2017

By: /s/ David Kling

Name: David Kling

Title: Vice President, Deputy General Counsel and Secretary

Exhibit Index

Exhibit Number	Exhibit Title or Description
99.1	Press release dated July 26, 2017

Facebook Reports Second Quarter 2017 Results

MENLO PARK, Calif. – July 26, 2017 – Facebook, Inc. (NASDAQ: FB) today reported financial results for the quarter ended June 30, 2017

"We had a good second quarter and first half of the year," said Mark Zuckerberg, Facebook founder and CEO. "Our community is now two billion people and we're focusing on bringing the world closer together."

Second Quarter 2017 Financial Highlights

<i>In millions, except percentages and per share amounts</i>	Three Months Ended June 30,		Year-over-Year % Change
	2017	2016	
Revenue:			
Advertising	\$ 9,164	\$ 6,239	47 %
Payments and other fees	157	197	(20)%
Total revenue	9,321	6,436	45 %
Total costs and expenses ⁽¹⁾	4,920	3,702	33 %
Income from operations ⁽¹⁾	\$ 4,401	\$ 2,734	61 %
Operating margin ⁽¹⁾	47%	42%	
Provision for income taxes	\$ 594		
Effective tax rate	13%		
Net income ⁽¹⁾	\$ 3,894	\$ 2,283	71 %
Diluted Earnings per Share (EPS) ⁽¹⁾	\$ 1.32	\$ 0.78	69 %

(1) In the fourth quarter of 2016, we elected to early adopt Accounting Standards Update No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvement to Employee Share-based Payment Accounting* (ASU 2016-09). We were required to reflect any adoption adjustments as of January 1, 2016, the beginning of the annual period that included the interim period of adoption. As such, certain financial highlights data for the three months ended June 30, 2016 had been adjusted to reflect the impact of ASU 2016-09 adoption. See Note 1 — Summary of Significant Accounting Policies (Note 1) in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016 for detailed adoption information.

Second Quarter 2017 Operational and Other Financial Highlights

- **Daily active users (DAUs)** – DAUs were 1.32 billion on average for June 2017, an increase of 17% year-over-year.
- **Monthly active users (MAUs)** – MAUs were 2.01 billion as of June 30, 2017, an increase of 17% year-over-year.
- **Mobile advertising revenue** – Mobile advertising revenue represented approximately 87% of advertising revenue for the second quarter of 2017, up from approximately 84% of advertising revenue in the second quarter of 2016.
- **Capital expenditures** – Capital expenditures for the second quarter of 2017 were \$1.44 billion.
- **Cash and cash equivalents and marketable securities** – Cash and cash equivalents and marketable securities were \$35.45 billion at the end of the second quarter of 2017.
- **Headcount** – Headcount was 20,658 as of June 30, 2017, an increase of 43% year-over-year.

Webcast and Conference Call Information

Facebook will host a conference call to discuss the results at 2 p.m. PT / 5 p.m. ET today. The live webcast of Facebook's earnings conference call can be accessed at investor.fb.com, along with the earnings press release, financial tables, and slide presentation. Facebook uses the investor.fb.com and newsroom.fb.com websites as well as Mark Zuckerberg's Facebook Page (<https://www.facebook.com/zuck>) as means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

Following the call, a replay will be available at the same website. A telephonic replay will be available for one week following the conference call at +1 (404) 537-3406 or +1 (855) 859-2056, conference ID 40144952.

About Facebook

Founded in 2004, Facebook's mission is to give people the power to build community and bring the world closer together. People use Facebook to stay connected with friends and family, to discover what's going on in the world, and to share and express what matters to them.

Contacts

Investors:

Deborah Crawford

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Press:

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Forward Looking Statements

This press release contains forward-looking statements regarding our future business expectations, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are only predictions and may differ materially from actual results due to a variety of factors including: our ability to retain or increase users and engagement levels; our reliance on advertising revenue; our dependency on mobile operating systems, networks, and standards that we do not control; risks associated with new product development and their introduction as well as other new business initiatives; our emphasis on user growth and engagement and the user experience over short-term financial results; competition; litigation; privacy and regulatory concerns; risks associated with acquisitions; security breaches; and our ability to manage growth and geographically-dispersed operations. These and other potential risks and uncertainties that could cause actual results to differ from the results predicted are more fully detailed under the caption "Risk Factors" in our Quarterly Report on Form 10-Q filed with the SEC on May 4, 2017, which is available on our Investor Relations website at investor.fb.com and on the SEC website at www.sec.gov. Additional information will also be set forth in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017. In addition, please note that the date of this press release is July 26, 2017, and any forward-looking statements contained herein are based on assumptions that we believe to be reasonable as of this date. We undertake no obligation to update these statements as a result of new information or future events.

Non-GAAP Financial Measures

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with generally accepted accounting principles in the United States (GAAP), we use the following non-GAAP financial measures: revenue excluding foreign exchange effect, advertising revenue excluding foreign exchange effect and free cash flow. The presentation of these financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool. In addition, these measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures.

We believe these non-GAAP financial measures provide investors with useful supplemental information about the financial performance of our business, enable comparison of financial results between periods where certain items may vary independent of business performance, and allow for greater transparency with respect to key metrics used by management in operating our business.

We exclude the following items from our non-GAAP financial measures:

Foreign exchange effect on revenue. We translated revenue for the three and six months ended June 30, 2017 using the prior year's monthly exchange rates for our settlement currencies other than the U.S. dollar, which we believe is a useful metric that facilitates comparison to our historical performance.

Purchases of property and equipment. We subtract purchases of property and equipment in our calculation of free cash flow because we believe that this methodology can provide useful supplemental information to help investors better understand underlying trends in our business.

For more information on our non-GAAP financial measures and a reconciliation of GAAP to non-GAAP measures, please see the "Reconciliation of GAAP to Non-GAAP Results" table in this press release.

FACEBOOK, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except for per share amounts)
(Unaudited)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2017</u>	<u>2016 ⁽¹⁾</u>	<u>2017</u>	<u>2016 ⁽¹⁾</u>
Revenue	\$ 9,321	\$ 6,436	\$ 17,353	\$ 11,818
Costs and expenses:				
Cost of revenue	1,237	917	2,395	1,755
Research and development	1,919	1,471	3,753	2,814
Marketing and sales	1,124	901	2,181	1,728
General and administrative	640	413	1,295	778
Total costs and expenses	<u>4,920</u>	<u>3,702</u>	<u>9,624</u>	<u>7,075</u>
Income from operations	4,401	2,734	7,729	4,743
Interest and other income, net	87	20	168	78
Income before provision for income taxes	4,488	2,754	7,897	4,821
Provision for income taxes	594	471	938	800
Net income	<u>\$ 3,894</u>	<u>\$ 2,283</u>	<u>\$ 6,959</u>	<u>\$ 4,021</u>
Less: Net income attributable to participating securities	4	7	10	13
Net income attributable to Class A and Class B common stockholders	<u>\$ 3,890</u>	<u>\$ 2,276</u>	<u>\$ 6,949</u>	<u>\$ 4,008</u>
Earnings per share attributable to Class A and Class B common stockholders:				
Basic	<u>\$ 1.34</u>	<u>\$ 0.80</u>	<u>\$ 2.40</u>	<u>\$ 1.41</u>
Diluted	<u>\$ 1.32</u>	<u>\$ 0.78</u>	<u>\$ 2.36</u>	<u>\$ 1.38</u>
Weighted average shares used to compute earnings per share attributable to Class A and Class B common stockholders:				
Basic	<u>2,900</u>	<u>2,856</u>	<u>2,895</u>	<u>2,850</u>
Diluted	<u>2,951</u>	<u>2,921</u>	<u>2,950</u>	<u>2,912</u>
Share-based compensation expense included in costs and expenses:				
Cost of revenue	\$ 47	\$ 29	\$ 81	\$ 51
Research and development	787	631	1,457	1,217
Marketing and sales	120	95	216	177
General and administrative	78	62	145	118
Total share-based compensation expense	<u>\$ 1,032</u>	<u>\$ 817</u>	<u>\$ 1,899</u>	<u>\$ 1,563</u>

(1) We elected to early adopt ASU 2016-09 in the fourth quarter of 2016. Our condensed consolidated statements of income for the three and six months ended June 30, 2016 had been adjusted to reflect the impact of ASU 2016-09 adoption. See Note 1 in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016 for detailed adoption information.

FACEBOOK, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

(Unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	\$ 6,252	\$ 8,903
Marketable securities	29,200	20,546
Accounts receivable, net of allowances for doubtful accounts of \$90 and \$94 as of June 30, 2017 and December 31, 2016, respectively	3,897	3,993
Prepaid expenses and other current assets	1,455	959
Total current assets	40,804	34,401
Property and equipment, net	10,628	8,591
Intangible assets, net	2,186	2,535
Goodwill	18,129	18,122
Other assets	2,096	1,312
Total assets	\$ 73,843	\$ 64,961
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 323	\$ 302
Partners payable	278	280
Accrued expenses and other current liabilities	2,626	2,203
Deferred revenue and deposits	88	90
Total current liabilities	3,315	2,875
Other liabilities	4,047	2,892
Total liabilities	7,362	5,767
Stockholders' equity:		
Common stock and additional paid-in capital	39,291	38,227
Accumulated other comprehensive loss	(370)	(703)
Retained earnings	27,560	21,670
Total stockholders' equity	66,481	59,194
Total liabilities and stockholders' equity	\$ 73,843	\$ 64,961

FACEBOOK, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016 ⁽¹⁾	2017	2016 ⁽¹⁾
Cash flows from operating activities				
Net income	\$ 3,894	\$ 2,283	\$ 6,959	\$ 4,021
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	728	585	1,400	1,137
Share-based compensation	1,032	817	1,899	1,563
Deferred income taxes	26	(101)	(58)	(178)
Other	8	6	12	19
Changes in assets and liabilities:				
Accounts receivable	(386)	(492)	223	(225)
Prepaid expenses and other current assets	(212)	(150)	(577)	(257)
Other assets	51	(11)	82	4
Accounts payable	(28)	(41)	(38)	(39)
Partners payable	(7)	17	(10)	14
Accrued expenses and other current liabilities	96	432	157	414
Deferred revenue and deposits	6	25	(4)	23
Other liabilities	152	295	373	646
Net cash provided by operating activities	5,360	3,665	10,418	7,142
Cash flows from investing activities				
Purchases of property and equipment	(1,444)	(995)	(2,715)	(2,127)
Purchases of marketable securities	(7,145)	(6,509)	(14,137)	(9,635)
Sales of marketable securities	2,236	2,145	3,998	4,158
Maturities of marketable securities	899	366	1,498	903
Acquisitions of businesses, net of cash acquired, and purchases of intangible assets	(8)	(19)	(8)	(20)
Change in restricted cash and deposits	22	41	33	74
Net cash used in investing activities	(5,440)	(4,971)	(11,331)	(6,647)
Cash flows from financing activities				
Taxes paid related to net share settlement of equity awards	(724)	—	(1,495)	—
Principal payments on capital lease and other financing obligations	—	—	—	(312)
Repurchases of Class A common stock	(150)	—	(378)	—
Other financing activities, net	5	4	12	6
Net cash (used in) provided by financing activities	(869)	4	(1,861)	(306)
Effect of exchange rate changes on cash and cash equivalents	97	(46)	123	12
Net (decrease) increase in cash and cash equivalents	(852)	(1,348)	(2,651)	201
Cash and cash equivalents at beginning of period	7,104	6,456	8,903	4,907
Cash and cash equivalents at end of period	\$ 6,252	\$ 5,108	\$ 6,252	\$ 5,108

FACEBOOK, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016 ⁽¹⁾	2017	2016 ⁽¹⁾
Supplemental cash flow data				
Cash paid during the period for:				
Interest	\$ —	\$ —	\$ —	\$ 11
Income taxes, net	\$ 695	\$ 237	\$ 1,359	\$ 407
Non-cash investing and financing activities:				
Net change in accounts payable, accrued expenses and other current liabilities, and other liabilities related to property and equipment additions	\$ 183	\$ 37	\$ 157	\$ 89
Change in unsettled repurchases of Class A common stock	\$ 30	\$ —	\$ 30	\$ —

(1) We elected to early adopt ASU 2016-09 in the fourth quarter of 2016. Our condensed consolidated statements of cash flows for the three and six months ended June 30, 2016 had been adjusted to reflect the impact of ASU 2016-09 adoption. See Note 1 in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016 for detailed adoption information.

Reconciliation of GAAP to Non-GAAP Results

(In millions, except percentages)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
GAAP revenue	\$ 9,321	\$ 6,436	\$ 17,353	\$ 11,818
Foreign exchange effect on 2017 revenue using 2016 rates	141		164	
Revenue excluding foreign exchange effect	\$ 9,462		\$ 17,517	
GAAP revenue year-over-year change %	45%		47%	
Revenue excluding foreign exchange effect year-over-year change %	47%		48%	
GAAP advertising revenue	\$ 9,164	\$ 6,239	\$ 17,021	\$ 11,440
Foreign exchange effect on 2017 advertising revenue using 2016 rates	141		163	
Advertising revenue excluding foreign exchange effect	\$ 9,305		\$ 17,184	
GAAP advertising revenue year-over-year change %	47%		49%	
Advertising revenue excluding foreign exchange effect year-over-year change %	49%		50%	
Net cash provided by operating activities ⁽¹⁾	\$ 5,360	\$ 3,665	\$ 10,418	\$ 7,142
Purchases of property and equipment	(1,444)	(995)	(2,715)	(2,127)
Free cash flow ⁽¹⁾	\$ 3,916	\$ 2,670	\$ 7,703	\$ 5,015

(1) We elected to early adopt ASU 2016-09 in the fourth quarter of 2016. Net cash provided by operating activities and free cash flow for the three and six months ended June 30, 2016 had been adjusted to reflect the impact of ASU 2016-09 adoption. See Note 1 in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016 for detailed adoption information.