

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 8.01 Other Events.

On December 6, 2018, the Board of Directors (the “Board”) of Facebook, Inc. (the “Company”) approved an increase of \$9.0 billion in the amount authorized under the Company’s share repurchase program. The Board has previously authorized repurchases of up to \$15.0 billion of the Company’s Class A common stock under the program since it commenced in 2017, and this increase is incremental to the prior authorizations. The repurchase program does not have an expiration date and the timing and actual number of shares repurchased depend on a variety of factors, including price, general business and market conditions, and other investment opportunities. Shares may be repurchased through open market purchases or privately negotiated transactions, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

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: December 7, 2018 By: /s/ David Kling

Name: David Kling

Title: Vice President, Deputy General Counsel and Secretary