

Facebook Inc
Form 424B7
November 17, 2014

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-199678

PROSPECTUS SUPPLEMENT NO. 5

(To prospectus dated October 29, 2014 and prospectus supplements dated October 29, 2014, October 30, 2014, November 6, 2014, and November 12, 2014)

162,698,114 Shares

Class A Common Stock

This prospectus supplement updates and amends certain information contained in the prospectus dated October 29, 2014, as supplemented by the prospectus supplements dated October 29, 2014, October 30, 2014, November 6, 2014, and November 12, 2014 (together, the Prospectus), covering the resale by selling stockholders of up to an aggregate of 162,698,114 shares of our Class A common stock, which we issued to such selling stockholders in connection with our acquisition of WhatsApp Inc. This prospectus supplement is not complete without, and may not be utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

Investing in our Class A common stock involves risks. See **Risk Factors beginning on page S-1 of the prospectus supplement dated October 29, 2014.**

The Securities and Exchange Commission and state regulators have not approved or disapproved of these securities, or determined if this prospectus supplement or the Prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

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Prospectus Supplement dated November 17, 2014

ABOUT THIS PROSPECTUS SUPPLEMENT

The information in the table that appears under the caption "Selling Stockholders" in the prospectus supplement dated November 12, 2014, is modified by adding the information below with respect to certain persons not previously listed therein and also to update information for certain persons previously listed therein.

S-1

SELLING STOCKHOLDERS

Name of Selling Stockholder	Shares Beneficially Owned Prior to this Offering		% of Total Voting Power Before this Offering(2)	Number of Shares of Class A Common Stock Being Offered(3)	Shares Beneficially Owned After this Offering		% of Total Voting Power After this Offering(2)
	Class A Shares(1)	Class B Shares(1)			Class A Shares	Class B Shares	
Transferee of Sequoia Capital(4):							
MLC Investments Limited, as trustee of the MLC Vintage Year Trust (2010)(5)	171,716	*	*	171,716			
Transferee of Capital Management Services, Inc.(6):							
Capital Group Companies Charitable Foundation(7)	42,929	*	*	42,929			
Transferees of WS Investment Company, LLC (2010A)(8):							
Adam Dinow	243	*	*	193	50	*	*
Babcock/Fockler Family Trust u/d/t 11/26/97(9)	771	*	*	771			
Bochner Family Trust(10)	1,999	*	*	1,999			
Bradley L. Finkelstein	289	*	*	289			
Brian K. Beard	1,420	*	*	1,420			
Caz Hashemi	225	*	*	225			
Charles Biggio	579	*	*	579			
Clark-Boyd Family Trust(11)	1,157	*	*	1,157			
Colleen Bal	289	*	*	289			
Craig Sherman	1,420	*	*	1,420			
Cynthia A. Dy	193	*	*	193			
Danaher Family Trust(12)	2,313	*	*	1,613	700	*	*
David H. Kramer	964	*	*	964			
David J. Segre	1,742	*	*	1,742			
David M. Hoffmeister	642	*	*	642			
David Steuer	1,093	*	*	1,093			
Gregory Broome	337	*	*	337			
Gregory L. Watts	154	*	*	154			
Ignacio E. Salceda	579	*	*	579			
Ivan H. Humphreys	771	*	*	771			
Jeffrey D. Saper and Vivian E. Saper Trust u/a 3-14-85(13)	1,929	*	*	1,929			
John E. Aguirre and Linda D. Aguirre Family Trust u/d/t May 21,	836	*	*	836			

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2002(14)							
John R. Lewis	630	*	*	630			
Julia Reigel Revocable Trust dtd 5/13/2005(15)	386	*	*	386			
Keith E. Eggleton	899	*	*	899			
Larry W. Sonsini	3,230	*	*	3,150	80	*	*
Latta Family Trust u/d/t Dated 6/10/97(16)	1,157	*	*	1,157			
Lydia B. Parnes	386	*	*				