

Facebook Inc
Form PX14A6G
June 07, 2016

Shareholder Rebuttal to Facebook, Inc. Opposition Statement
Regarding Equal Voting Rights

240.14a-103 Notice of Exempt Solicitation
U.S. Securities and Exchange Commission, Washington DC 20549

NAME OF REGISTRANT: Facebook, Inc.
NAME OF PERSON RELYING ON EXEMPTION: NorthStar Asset Management, Inc. Funded Pension Plan
ADDRESS OF PERSON RELYING ON EXEMPTION: 2 Harris Avenue, Boston MA 02130

Written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934.*

*Submission is not required of this filer under the terms of the Rule, but is made voluntarily in the interest of public disclosure and consideration of these important issues.

Facebook shareowners are encouraged to vote FOR resolution #9:

Resolved: Shareholders request that our Board take all practicable steps in its control toward initiating and adopting a recapitalization plan for all outstanding stock to have one vote per share. This would include efforts at the earliest practicable time toward encouragement and negotiation with Class B shareholders to request that they relinquish, for the common good of all shareholders, any preexisting rights. This is not intended to unnecessarily limit our Board's judgment in crafting the requested change in accordance with applicable laws and existing contracts.

Overview

The Proponent, as well as critics of our Company, believes that the ownership in a Company should come with the right of having a say in Company decisions in the form of voting 'for' or 'against' Company proxy proposals in a meaningful way. In the opinion of the Proponent, the current share structure affords the shareholders who have provided the majority of capital since the Company went public absolutely no consequential manner of communicating dissent with any decision Mr. Zuckerberg chooses to make.

This is not a solicitation of authority to vote your proxy. Please DO NOT send us your proxy card; the Proponent is not able to vote your proxies, nor does this communication contemplate such an event. The proponent urges shareholders to vote YES on item number 9 following the instruction provided on the management's proxy mailing.

Voting at annual elections is a vital safeguard of shareholder value, yet our Company's share structure puts shareholders at risk.

The Securities and Exchange Commission (SEC) tells all shareholders to vote in the annual elections of the companies in which they are invested because “shareholder voting rights give you the power to elect directors at annual or special meetings and make your views known to the company management and directors on significant issues that may affect the value of your shares.”¹ However, at our Company, the shareholders who own the most stock (outsiders) have no say in the issues affecting the Company. Because insiders with “super-voting shares” (class B)