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Facebook Inc
Form 10-Q
April 25, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-35551

FACEBOOK, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization) 20-1665019 (I.R.S. Employer Identification Number)

1601 Willow Road, Menlo Park, California 94025

(Address of principal executive offices and Zip Code)

(650) 543-4800

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (Exchange Act) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

| Class | Number of Shares Outstanding |
|---|---|
| Class A Common Stock \$0.000006 par value | 2,402,542,856 shares outstanding as of April 22, 2019 |
| Class B Common Stock \$0.000006 par value | 451,945,880 shares outstanding as of April 22, 2019 |

FACEBOOK, INC.
TABLE OF CONTENTS

| | Page No. |
|---|-----------|
| <u>Note About Forward-Looking Statements</u> | <u>3</u> |
| <u>Limitations of Key Metrics and Other Data</u> | <u>4</u> |
| <u>PART I—FINANCIAL INFORMATION</u> | <u>5</u> |
| Item 1. <u>Financial Statements (unaudited)</u> | <u>5</u> |
| <u>Condensed Consolidated Balance Sheets—March 31, 2019 and December 31, 2018</u> | <u>5</u> |
| <u>Condensed Consolidated Statements of Income—for the three months ended March 31, 2019 and 2018</u> | <u>6</u> |
| <u>Condensed Consolidated Statements of Comprehensive Income—for the three months ended March 31, 2019 and 2018</u> | <u>7</u> |
| <u>Condensed Consolidated Statements of Stockholders' Equity—for the three months ended March 31, 2019 and 2018</u> | <u>8</u> |
| <u>Condensed Consolidated Statements of Cash Flows—for the three months ended March 31, 2019 and 2018</u> | <u>9</u> |
| <u>Notes to Condensed Consolidated Financial Statements</u> | <u>11</u> |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>25</u> |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | <u>39</u> |
| Item 4. <u>Controls and Procedures</u> | <u>40</u> |
| <u>PART II—OTHER INFORMATION</u> | <u>41</u> |
| Item 1. <u>Legal Proceedings</u> | <u>41</u> |
| Item 1A. <u>Risk Factors</u> | <u>42</u> |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>64</u> |
| Item 6. <u>Exhibits</u> | <u>65</u> |
| <u>SIGNATURES</u> | <u>66</u> |

NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Part II, Item 1A, "Risk Factors" in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Unless expressly indicated or the context requires otherwise, the terms "Facebook," "company," "we," "us," and "our" in this document refer to Facebook, Inc., a Delaware corporation, and, where appropriate, its wholly owned subsidiaries. The term "Facebook" may also refer to our products, regardless of the manner in which they are accessed. For references to accessing Facebook on the "web" or via a "website," such terms refer to accessing Facebook on personal computers. For references to accessing Facebook on "mobile," such term refers to accessing Facebook via a mobile application or via a mobile-optimized version of our website such as m.facebook.com, whether on a mobile phone or tablet.

LIMITATIONS OF KEY METRICS AND OTHER DATA

The numbers for our key metrics, which include our daily active users (DAUs), monthly active users (MAUs), and average revenue per user (ARPU), are calculated using internal company data based on the activity of user accounts. While these numbers are based on what we believe to be reasonable estimates of our user base for the applicable period of measurement, there are inherent challenges in measuring usage of our products across large online and mobile populations around the world. In addition, we are continually seeking to improve our estimates of our user base, and such estimates may change due to improvements or changes in our methodology.

We regularly evaluate these metrics to estimate the number of "duplicate" and "false" accounts among our MAUs. A duplicate account is one that a user maintains in addition to his or her principal account. We divide "false" accounts into two categories: (1) user-misclassified accounts, where users have created personal profiles for a business, organization, or non-human entity such as a pet (such entities are permitted on Facebook using a Page rather than a personal profile under our terms of service); and (2) undesirable accounts, which represent user profiles that we determine are intended to be used for purposes that violate our terms of service, such as spamming. The estimates of duplicate and false accounts are based on an internal review of a limited sample of accounts, and we apply significant judgment in making this determination. For example, to identify duplicate accounts we use data signals such as similar IP addresses or user names, and to identify false accounts we look for names that appear to be fake or other behavior that appears inauthentic to the reviewers. Our estimates may change as our methodologies evolve, including through the application of new data signals or technologies, which may allow us to identify previously undetected duplicate or false accounts and may improve our ability to evaluate a broader population of our users. Duplicate and false accounts are very difficult to measure at our scale, and it is possible that the actual number of duplicate and false accounts may vary significantly from our estimates.

In the fourth quarter of 2018, we estimated that duplicate accounts may have represented approximately 11% of our worldwide MAUs. We believe the percentage of duplicate accounts is meaningfully higher in developing markets such as the Philippines and Vietnam, as compared to more developed markets. In the fourth quarter of 2018, we estimated that false accounts may have represented approximately 5% of our worldwide MAUs. Our estimation of false accounts can vary as a result of episodic spikes in the creation of such accounts, which we have seen originate more frequently in specific countries such as Indonesia and Vietnam. From time to time, we may make product changes or take other actions to reduce the number of duplicate or false accounts among our users, which may also reduce our DAU and MAU estimates in a particular period.

Our data limitations may affect our understanding of certain details of our business. For example, while user-provided data indicates a decline in usage among younger users, this age data is unreliable because a disproportionate number of our younger users register with an inaccurate age. Accordingly, our understanding of usage by age group may not be complete.

In addition, our data regarding the geographic location of our users is estimated based on a number of factors, such as the user's IP address and self-disclosed location. These factors may not always accurately reflect the user's actual location. For example, a user may appear to be accessing Facebook from the location of the proxy server that the user connects to rather than from the user's actual location. The methodologies used to measure user metrics may also be susceptible to algorithm or other technical errors. Our estimates for revenue by user location and revenue by user device are also affected by these factors.

We regularly review our processes for calculating these metrics, and from time to time we may discover inaccuracies in our metrics or make adjustments to improve their accuracy, including adjustments that may result in the recalculation of our historical metrics. We believe that any such inaccuracies or adjustments are immaterial unless otherwise stated. We intend to disclose our estimates of the number of duplicate and false accounts among our MAUs on an annual basis. In addition, our DAU and MAU estimates will differ from estimates published by third parties due to differences in methodology.

The numbers of DAUs and MAUs discussed in this Quarterly Report on Form 10-Q, as well as ARPU, do not include Instagram, WhatsApp, or Oculus users unless they would otherwise qualify as such users, respectively, based on their other activities on Facebook. In addition, other user engagement metrics included herein do not include Instagram, WhatsApp, or Oculus unless otherwise specifically stated.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

FACEBOOK, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except for number of shares and par value)

(Unaudited)

| | March 31, 2019 | December 31, 2018 |
|---|-------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$11,076 | \$ 10,019 |
| Marketable securities | 34,167 | 31,095 |
| Accounts receivable, net of allowances of \$216 and \$229 as of March 31, 2019 and December 31, 2018, respectively | 6,475 | 7,587 |
| Prepaid expenses and other current assets | 1,582 | 1,779 |
| Total current assets | 53,300 | 50,480 |
| Property and equipment, net | 27,345 | 24,683 |
| Operating lease right-of-use assets, net | 6,747 | — |
| Intangible assets, net | 1,150 | 1,294 |
| Goodwill | 18,333 | 18,301 |
| Other assets | 2,602 | 2,576 |
| Total assets | \$109,477 | \$ 97,334 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$604 | \$ 820 |
| Partners payable | 537 | 541 |
| Operating lease liabilities, current | 645 | — |
| Accrued expenses and other current liabilities | 7,980 | 5,509 |
| Deferred revenue and deposits | 142 | 147 |
| Total current liabilities | 9,908 | 7,017 |
| Operating lease liabilities, non-current | 6,565 | — |
| Other liabilities | 6,488 | 6,190 |
| Total liabilities | 22,961 | 13,207 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Common stock, \$0.000006 par value; 5,000 million Class A shares authorized, 2,404 million and 2,385 million shares issued and outstanding, as of March 31, 2019 and December 31, 2018, respectively; 4,141 million Class B shares authorized, 452 million and 469 million shares issued and outstanding, as of March 31, 2019 and December 31, 2018, respectively. | — | — |
| Additional paid-in capital | 43,533 | 42,906 |
| Accumulated other comprehensive loss | (781 |) (760 |
| Retained earnings | 43,764 | 41,981 |
| Total stockholders' equity | 86,516 | 84,127 |
| Total liabilities and stockholders' equity | \$109,477 | \$ 97,334 |
| See Accompanying Notes to Condensed Consolidated Financial Statements. | | |

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

| | Three Months Ended March 31, | |
|---|---------------------------------|-----------|
| | 2019 | 2018 |
| Revenue | \$ 15,077 | \$ 11,966 |
| Costs and expenses: | | |
| Cost of revenue | 2,816 | 1,927 |
| Research and development | 2,860 | 2,238 |
| Marketing and sales | 2,020 | 1,595 |
| General and administrative | 4,064 | 757 |
| Total costs and expenses | 11,760 | 6,517 |
| Income from operations | 3,317 | 5,449 |
| Interest and other income, net | 165 | 161 |
| Income before provision for income taxes | 3,482 | 5,610 |
| Provision for income taxes | 1,053 | 622 |
| Net income | \$ 2,429 | \$ 4,988 |
| Less: Net income attributable to participating securities | — | 1 |
| Net income attributable to Class A and Class B common stockholders | \$ 2,429 | \$ 4,987 |
| Earnings per share attributable to Class A and Class B common stockholders: | | |
| Basic | \$ 0.85 | \$ 1.72 |
| Diluted | \$ 0.85 | \$ 1.69 |
| Weighted average shares used to compute earnings per share attributable to Class A and Class B common stockholders: | | |
| Basic | 2,856 | 2,906 |
| Diluted | 2,869 | 2,945 |
| Share-based compensation expense included in costs and expenses: | | |
| Cost of revenue | \$ 87 | \$ 56 |
| Research and development | 723 | 718 |
| Marketing and sales | 113 | 109 |
| General and administrative | 87 | 72 |
| Total share-based compensation expense | \$ 1,010 | \$ 955 |
| See Accompanying Notes to Condensed Consolidated Financial Statements. | | |

FACEBOOK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)

(Unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|---------|
| | 2019 | 2018 |
| Net income | \$2,429 | \$4,988 |
| Other comprehensive income (loss): | | |
| Change in foreign currency translation adjustment, net of tax | (175) | 94 |
| Change in unrealized gain/loss on available-for-sale investments and other, net of tax | 154 | (161) |
| Comprehensive income | \$2,408 | \$4,921 |
| See Accompanying Notes to Condensed Consolidated Financial Statements. | | |

7

FACEBOOK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In millions)

(Unaudited)

| | Three Months Ended March 31, 2019 | | | | | Three Months Ended March 31, 2018 | | | | |
|--|---|---|---|----------------------|----------------------------------|---|---|---|----------------------|----------------------------------|
| | Class A and Class B Common Shares | Additional Paid-In Stock Par Capital Value | Accumulated Other Comprehensive Loss | Retained Earnings | Total Stockholders' Equity | Class A and Class B Common Shares | Additional Paid-In Stock Par Capital Value | Accumulated Other Comprehensive Loss | Retained Earnings | Total Stockholders' Equity |
| Balances at beginning of period | 2,854 | \$-\$42,906 | \$(760) | \$41,981 | \$84,127 | 2,906 | \$-\$40,584 | \$(227) | \$33,990 | \$74,347 |
| Impact of the adoption of new accounting pronouncement | — | — | — | — | — | — | — | — | 141 | 141 |
| Issuance of common stock | 8 | —4 | — | — | 4 | 12 | —3 | — | — | 3 |
| Shares withheld related to net share settlement | (3) | —(387) | — | (125) | (512) | (5) | —(408) | — | (424) | (832) |
| Share-based compensation, related to employee share-based awards | — | —1,010 | — | — | 1,010 | — | —955 | — | — | 955 |
| Share repurchases | (3) | — | — | (521) | (521) | (11) | — | — | (1,915) | (1,915) |
| Other comprehensive loss | — | — | (21) | — | (21) | — | — | (67) | — | (67) |
| Net income | — | — | — | 2,429 | 2,429 | — | — | — | 4,988 | 4,988 |
| Balances at end of period | 2,856 | \$-\$43,533 | \$(781) | \$43,764 | \$86,516 | 2,902 | \$-\$41,134 | \$(294) | \$36,780 | \$77,620 |

See Accompanying Notes to Condensed Consolidated Financial Statements.

FACEBOOK, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In millions)
 (Unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|----------|
| | 2019 | 2018 |
| Cash flows from operating activities | | |
| Net income | \$2,429 | \$4,988 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 1,355 | 949 |
| Share-based compensation | 1,010 | 955 |
| Deferred income taxes | 183 | (47) |
| Other | 6 | 8 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 1,070 | 788 |
| Prepaid expenses and other current assets | 84 | (365) |
| Other assets | 41 | 22 |
| Operating lease right-of-use assets, net | (1,190) | — |
| Accounts payable | (96) | 1 |
| Partners payable | (1) | 2 |
| Accrued expenses and other current liabilities | 3,154 | 707 |
| Deferred revenue and deposits | (4) | (5) |
| Operating lease liabilities, non-current | 1,083 | — |
| Other liabilities | 184 | (143) |
| Net cash provided by operating activities | 9,308 | 7,860 |
| Cash flows from investing activities | | |
| Purchases of property and equipment, net | (3,837) | (2,812) |
| Purchases of marketable securities | (6,603) | (4,022) |
| Sales of marketable securities | 1,512 | 4,330 |
| Maturities of marketable securities | 2,210 | 1,267 |
| Other investing activities, net | (50) | (50) |
| Net cash used in investing activities | (6,768) | (1,287) |
| Cash flows from financing activities | | |
| Taxes paid related to net share settlement of equity awards | (512) | (832) |
| Repurchases of Class A common stock | (613) | (1,774) |
| Principal payments on finance leases | (125) | — |
| Net change in overdraft in cash pooling entities | (177) | — |
| Other financing activities, net | 4 | 3 |
| Net cash used in financing activities | (1,423) | (2,603) |
| Effect of exchange rate changes on cash, cash equivalents, and restricted cash | (44) | 36 |
| Net increase in cash, cash equivalents, and restricted cash | 1,073 | 4,006 |
| Cash, cash equivalents, and restricted cash at beginning of the period | 10,124 | 8,204 |
| Cash, cash equivalents, and restricted cash at end of the period | \$11,197 | \$12,210 |
| Reconciliation of cash, cash equivalents, and restricted cash to the condensed consolidated balance sheets | | |
| Cash and cash equivalents | \$11,076 | \$12,082 |
| Restricted cash, included in prepaid expenses and other current assets | 10 | 14 |
| Restricted cash, included in other assets | 111 | 114 |

| | | |
|---|----------|----------|
| Total cash, cash equivalents, and restricted cash | \$11,197 | \$12,210 |
|---|----------|----------|

See Accompanying Notes to Condensed Consolidated Financial Statements.

FACEBOOK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

| | Three Months Ended March 31, | |
|--|------------------------------------|---------|
| | 2019 | 2018 |
| Supplemental cash flow data | | |
| Cash paid during the period for: | | |
| Interest | \$2 | \$— |
| Income taxes, net | \$682 | \$736 |
| Non-cash investing activities: | | |
| Net change in prepaids and liabilities related to property and equipment | \$(314) | \$429 |
| Accrued property and equipment | \$1,617 | \$1,291 |
| See Accompanying Notes to Condensed Consolidated Financial Statements. | | |

FACEBOOK, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. As such, the information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2018.

The condensed consolidated balance sheet as of December 31, 2018 included herein was derived from the audited financial statements as of that date, but does not include all disclosures including notes required by GAAP.

The condensed consolidated financial statements include the accounts of Facebook, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

The accompanying condensed consolidated financial statements reflect all normal recurring adjustments that are necessary to present fairly the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year ending December 31, 2019.

Use of Estimates

Conformity with GAAP requires the use of estimates and judgments that affect the reported amounts in the consolidated financial statements and accompanying notes. These estimates form the basis for judgments we make about the carrying values of our assets and liabilities, which are not readily apparent from other sources. We base our estimates and judgments on historical information and on various other assumptions that we believe are reasonable under the circumstances. GAAP requires us to make estimates and judgments in several areas, including, but not limited to, those related to income taxes, loss contingencies, fair value of acquired intangible assets and goodwill, collectability of accounts receivable, fair value of financial instruments, leases, useful lives of intangible assets and property and equipment, and revenue recognition. These estimates are based on management's knowledge about current events and expectations about actions we may undertake in the future. Actual results could differ materially from those estimates.

Recently Adopted Accounting Pronouncements

On January 1, 2019, we adopted Accounting Standards Update No. 2016-02, Leases (Topic 842) (ASU 2016-02), as amended, which supersedes the lease accounting guidance under Topic 840, and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use (ROU) assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements. We adopted the new guidance using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application and not restating comparative periods. The most significant impact was the recognition of ROU assets and lease liabilities for operating leases, while our accounting for finance leases remained substantially unchanged. For information regarding the impact of Topic 842 adoption, see Significant Accounting Policies - Leases and Note 7— Leases.

Significant Accounting Policies - Leases

On January 1, 2019, we adopted Topic 842 using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application. Results and disclosure requirements for reporting periods beginning after January 1, 2019 are presented under Topic 842, while prior period amounts have not been adjusted and continue to be reported in accordance with our historical accounting under Topic 840.

We elected the package of practical expedients permitted under the transition guidance, which allowed us to carryforward our historical lease classification, our assessment on whether a contract was or contains a lease, and our

initial direct costs for any leases that existed prior to January 1, 2019. We also elected to combine our lease and non-lease components and to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments in the consolidated statements of income on a straight-line basis over the lease term. Additionally, for certain equipment leases, we apply a portfolio approach to effectively account for the operating lease ROU assets and liabilities.

Upon adoption, we recognized total ROU assets of \$6.63 billion, with corresponding liabilities of \$6.35 billion on the condensed consolidated balance sheets. This included \$761 million of pre-existing finance lease ROU assets previously reported in the network equipment within property and equipment, net. The ROU assets include adjustments for prepayments and accrued lease payments. The adoption did not impact our beginning retained earnings, or our prior year condensed consolidated statements of income and statements of cash flows.

Under Topic 842, we determine if an arrangement is a lease at inception. ROU assets and liabilities are recognized at commencement date based on the present value of remaining lease payments over the lease term. For this purpose, we consider only payments that are fixed and determinable at the time of commencement. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Our incremental borrowing rate is a hypothetical rate based on our understanding of what our credit rating would be. The ROU asset also includes any lease payments made prior to commencement and is recorded net of any lease incentives received. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise such options.

Operating leases are included in operating lease right-of-use assets, operating lease liabilities, current and operating lease liabilities, non-current on our condensed consolidated balance sheets. Finance leases are included in property and equipment, net, accrued expenses and other current liabilities, and other liabilities on our condensed consolidated balance sheets.

Note 2. Revenue

Revenue disaggregated by revenue source for the three months ended March 31, 2019 and 2018, consists of the following (in millions):

| | Three Months Ended March 31, | |
|-------------------------|---------------------------------|----------|
| | 2019 | 2018 |
| Advertising | \$14,912 | \$11,795 |
| Payments and other fees | 165 | 171 |
| Total revenue | \$15,077 | \$11,966 |

Revenue disaggregated by geography, based on the billing address of our customer, consists of the following (in millions):

| | Three Months Ended March 31, | |
|------------------------------|---------------------------------|----------|
| | 2019 | 2018 |
| Revenue: | | |
| US & Canada ⁽¹⁾ | \$6,777 | \$5,442 |
| Europe ⁽²⁾ | 3,624 | 3,027 |
| Asia-Pacific | 3,337 | 2,475 |
| Rest of World ⁽²⁾ | 1,339 | 1,022 |
| Total revenue | \$15,077 | \$11,966 |

(1) United States revenue was \$6.36 billion and \$5.09 billion for the three months ended March 31, 2019 and 2018, respectively.

(2) Europe includes Russia and Turkey, and Rest of World includes Africa, Latin America, and the Middle East.

Deferred revenue and deposits consists of the following (in millions):

| | March 31, December 31, | |
|-------------------------------------|------------------------|--------|
| | 2019 | 2018 |
| Deferred revenue | \$ 111 | \$ 117 |
| Deposits | 31 | 30 |
| Total deferred revenue and deposits | \$ 142 | \$ 147 |

Note 3. Earnings per Share

We compute earnings per share (EPS) of Class A and Class B common stock using the two-class method required for participating securities. We consider restricted stock awards to be participating securities because holders of such shares have non-forfeitable dividend rights in the event of our declaration of a dividend for common shares.

Undistributed earnings allocated to participating securities are subtracted from net income in determining net income attributable to common stockholders. Basic EPS is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of our Class A and Class B common stock outstanding, adjusted for outstanding shares that are subject to repurchase.

For the calculation of diluted EPS, net income attributable to common stockholders for basic EPS is adjusted by the effect of dilutive securities, including awards under our equity compensation plans. In 2018, the calculation of diluted EPS also included the effect of inducement awards under separate non-plan restricted stock unit (RSU) award agreements.

In addition, the computation of the diluted EPS of Class A common stock assumes the conversion of our Class B common stock to Class A common stock, while the diluted EPS of Class B common stock does not assume the conversion of those shares to Class A common stock. Diluted EPS attributable to common stockholders is computed by dividing the resulting net income attributable to common stockholders by the weighted-average number of fully diluted common shares outstanding.

RSUs with anti-dilutive effect were excluded from the EPS calculation and they were not material for the three months ended March 31, 2019 and 2018, respectively.

Basic and diluted EPS are the same for each class of common stock because they are entitled to the same liquidation and dividend rights.

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The numerators and denominators of the basic and diluted EPS computations for our common stock are calculated as follows (in millions, except per share amounts):

| | Three Months Ended March 31, | | | |
|---|------------------------------|---------|---------|---------|
| | 2019 | | 2018 | |
| | Class A | Class B | Class A | Class B |
| Basic EPS: | | | | |
| Numerator | | | | |
| Net income | \$2,038 | \$391 | \$4,123 | \$865 |
| Less: Net income attributable to participating securities | — | — | 1 | — |
| Net income attributable to common stockholders | \$2,038 | \$391 | \$4,122 | \$865 |
| Denominator | | | | |
| Weighted average shares outstanding | 2,396 | 460 | 2,402 | 504 |
| Basic EPS | \$0.85 | \$0.85 | \$1.72 | \$1.72 |
| Diluted EPS: | | | | |
| Numerator | | | | |
| Net income attributable to common stockholders | \$2,038 | \$391 | \$4,122 | \$865 |
| Reallocation of net income attributable to participating securities | — | — | 1 | — |
| Reallocation of net income as a result of conversion of Class B to Class A common stock | 391 | — | 865 | — |
| Reallocation of net income to Class B common stock | — | — | — | (5) |
| Net income attributable to common stockholders for diluted EPS | \$2,429 | \$391 | \$4,988 | \$860 |
| Denominator | | | | |
| Number of shares used for basic EPS computation | 2,396 | 460 | 2,402 | 504 |
| Conversion of Class B to Class A common stock | 460 | — | 504 | — |
| Weighted average effect of dilutive securities: | | | | |
| Employee stock options | 1 | 1 | 3 | 3 |
| RSUs | 12 | 1 | 36 | 1 |
| Number of shares used for diluted EPS computation | 2,869 | 462 | 2,945 | 508 |
| Diluted EPS | \$0.85 | \$0.85 | \$1.69 | \$1.69 |

Note 4. Cash and Cash Equivalents, and Marketable Securities

The following table sets forth the cash and cash equivalents, and marketable securities (in millions):

| | March 31, December 31, | |
|--|------------------------|-----------|
| | 2019 | 2018 |
| Cash and cash equivalents: | | |
| Cash | \$ 3,459 | \$ 2,713 |
| Money market funds | 6,969 | 6,792 |
| U.S. government securities | 239 | 90 |
| U.S. government agency securities | 54 | 54 |
| Certificate of deposits and time deposits | 355 | 369 |
| Corporate debt securities | — | 1 |
| Total cash and cash equivalents | 11,076 | 10,019 |
| Marketable securities: | | |
| U.S. government securities | 16,794 | 13,836 |
| U.S. government agency securities | 8,039 | 8,333 |
| Corporate debt securities | 9,334 | 8,926 |
| Total marketable securities | 34,167 | 31,095 |
| Total cash and cash equivalents, and marketable securities | \$ 45,243 | \$ 41,114 |

The gross unrealized losses on our marketable securities were \$208 million and \$357 million as of March 31, 2019 and December 31, 2018, respectively. The gross unrealized gains for both periods were not significant. In addition, gross unrealized losses that had been in a continuous loss position for 12 months or longer were \$204 million and \$332 million as of March 31, 2019 and December 31, 2018, respectively. As of March 31, 2019, we considered the decreases in market value on our marketable securities to be temporary in nature and did not consider any of our investments to be other-than-temporarily impaired.

The following table classifies our marketable securities by contractual maturities (in millions):

| | March 31, |
|----------------------------------|-----------|
| | 2019 |
| Due in one year | \$ 12,476 |
| Due after one year to five years | 21,691 |
| Total | \$ 34,167 |

Note 5. Fair Value Measurement

The following table summarizes our assets measured at fair value and the classification by level of input within the fair value hierarchy (in millions):

| Description | March 31, 2019 | Fair Value Measurement at Reporting Date Using Quoted Prices in | | |
|--|-------------------|--|---|--|
| | | Active Markets for Identical (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Cash equivalents: | | | | |
| Money market funds | \$ 6,969 | \$6,969 | \$ — | \$ — |
| U.S. government securities | 239 | 239 | — | — |
| U.S. government agency securities | 54 | 54 | — | — |
| Certificate of deposits and time deposits | 355 | — | 355 | — |
| Marketable securities: | | | | |
| U.S. government securities | 16,794 | 16,794 | — | — |
| U.S. government agency securities | 8,039 | 8,039 | — | — |
| Corporate debt securities | 9,334 | — | 9,334 | — |
| Total cash equivalents and marketable securities | \$ 41,784 | \$32,095 | \$ 9,689 | \$ — |

| Description | December 31, 2018 | Fair Value Measurement at Reporting Date Using Quoted Prices in | | |
|--|----------------------|--|---|--|
| | | Active Markets for Identical (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Cash equivalents: | | | | |
| Money market funds | \$ 6,792 | \$6,792 | \$ — | \$ — |
| U.S. government securities | 90 | 90 | — | — |
| U.S. government agency securities | 54 | 54 | — | — |
| Certificate of deposits and time deposits | 369 | — | 369 | — |
| Corporate debt securities | 1 | — | 1 | — |
| Marketable securities: | | | | |
| U.S. government securities | 13,836 | 13,836 | — | — |
| U.S. government agency securities | 8,333 | 8,333 | — | — |
| Corporate debt securities | 8,926 | — | 8,926 | — |
| Total cash equivalents and marketable securities | \$ 38,401 | \$29,105 | \$ 9,296 | \$ — |

We classify our cash equivalents and marketable securities within Level 1 or Level 2 because we use quoted market prices or alternative pricing sources and models utilizing market observable inputs to determine their fair value.

Note 6. Property and Equipment

Property and equipment consists of the following (in millions):

| | March 31, December 31, | |
|---|------------------------|-----------|
| | 2019 | 2018 |
| Land | \$ 949 | \$ 899 |
| Buildings | 8,090 | 7,401 |
| Leasehold improvements | 2,019 | 1,841 |
| Network equipment | 12,964 | 13,017 |
| Computer software, office equipment and other | 1,326 | 1,187 |
| Finance lease right-of-use assets | 1,145 | — |
| Construction in progress | 8,509 | 7,228 |
| Total | 35,002 | 31,573 |
| Less: Accumulated depreciation | (7,657) | (6,890) |
| Property and equipment, net | \$ 27,345 | \$ 24,683 |

Construction in progress includes costs mostly related to construction of data centers, network equipment infrastructure to support our data centers around the world, and office buildings. No interest was capitalized for all periods presented.

Note 7. Leases

We have entered into various non-cancelable operating lease agreements for certain of our offices, data center, land, colocations and certain network equipment. Our leases have original lease periods expiring between 2019 and 2093. Many leases include one or more options to renew. We do not assume renewals in our determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The components of lease costs, lease term and discount rate are as follows (in millions):

| | Three Months Ended March 31, 2019 |
|-------------------------------------|---|
| Finance lease cost | |
| Amortization of right-of-use assets | \$ 42 |
| Interest | 2 |
| Operating lease cost | 246 |
| Variable lease cost and other, net | 49 |
| Total lease cost | \$ 339 |

Weighted Average Remaining Lease Term

| | |
|------------------|---------------|
| Operating leases | 13.1 years |
| Finance leases | 15.1 years |

Weighted Average Discount Rate

| | |
|------------------|-------|
| Operating leases | 3.6 % |
| Finance leases | 3.2 % |

The following is a schedule, by years, of maturities of lease liabilities as of March 31, 2019 (in millions):

| | Operating Finance | |
|------------------------------------|-------------------|--------|
| | Leases | Leases |
| The remainder of 2019 | \$ 611 | \$ 53 |
| 2020 | 944 | 35 |
| 2021 | 868 | 26 |
| 2022 | 811 | 24 |
| 2023 | 776 | 24 |
| Thereafter | 5,602 | 266 |
| Total undiscounted cash flows | 9,612 | 428 |
| Less imputed interest | (2,402) | (88) |
| Present value of lease liabilities | \$ 7,210 | \$ 340 |

As of March 31, 2019, we have additional operating and finance leases for facilities and network equipment that have not yet commenced with lease obligations of \$5.77 billion and \$429 million, respectively. These operating and finance leases will commence between 2019 and 2022 with lease terms of greater than one year to 25 years. This table does not include lease payments that were not fixed at commencement or modification.

Supplemental cash flow information related to leases are as follows (in millions):

| | Three Months Ended March 31, 2019 |
|---|--|
| Cash paid for amounts included in the measurement of lease liabilities: | |
| Operating cash flows from operating leases | \$ 188 |
| Operating cash flows from finance leases | \$ 2 |
| Financing cash flows from finance leases | \$ 125 |
| Lease liabilities arising from obtaining right-of-use assets: | |
| Operating leases | \$ 1,383 |
| Finance leases | \$ 35 |

Note 8. Goodwill and Intangible Assets

During the three months ended March 31, 2019, we completed business acquisitions that were not material to our condensed consolidated financial statements, either individually or in the aggregate. Accordingly, pro forma historical results of operations related to these business acquisitions during the three months ended March 31, 2019 have not been presented. We have included the financial results of these business acquisitions in our condensed consolidated financial statements from their respective dates of acquisition.

The changes in the carrying amount of goodwill for the three months ended March 31, 2019 are as follows (in millions):

| | |
|---|----------|
| Balance as of December 31, 2018 | \$18,301 |
| Goodwill acquired | 30 |
| Effect of currency translation adjustment | 2 |
| Balance as of March 31, 2019 | \$18,333 |

Intangible assets consist of the following (in millions):

| | | March 31, 2019 | | | December 31, 2018 | | |
|-------------------------|--|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
| | Weighted-Average Remaining Useful Lives (in years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Acquired users | 2.5 | \$2,056 | \$ (1,332) | \$ 724 | \$2,056 | \$ (1,260) | \$ 796 |
| Acquired technology | 1.3 | 1,014 | (909) | 105 | 1,002 | (871) | 131 |
| Acquired patents | 5.0 | 805 | (580) | 225 | 805 | (565) | 240 |
| Trade names | 1.3 | 629 | (545) | 84 | 629 | (517) | 112 |
| Other | 2.6 | 162 | (150) | 12 | 162 | (147) | 15 |
| Total intangible assets | 2.8 | \$4,666 | \$ (3,516) | \$ 1,150 | \$4,654 | \$ (3,360) | \$ 1,294 |

Amortization expense of intangible assets was \$156 million and \$169 million for the three months ended March 31, 2019 and 2018, respectively.

As of March 31, 2019, expected amortization expense for the unamortized acquired intangible assets for the next five years and thereafter is as follows (in millions):

| | |
|-----------------------|---------|
| The remainder of 2019 | \$400 |
| 2020 | 382 |
| 2021 | 277 |
| 2022 | 33 |
| 2023 | 26 |
| Thereafter | 32 |
| Total | \$1,150 |

Note 9. Long-term Debt

In May 2016, we entered into a \$2.0 billion senior unsecured revolving credit facility, and any amounts outstanding under this facility will be due and payable on May 20, 2021. As of March 31, 2019, no amounts had been drawn down, and we were in compliance with the covenants under this facility.

Note 10.