

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE FACEBOOK, INC., IPO SECURITIES AND
DERIVATIVE LITIGATION,

ORDER
MDL No. 12-2389

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This document relates to the
Consolidated Securities
Action:

**USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 6/8/16**

- No. 12-cv-4081 No. 12-cv-4763
- No. 12-cv-4099 No. 12-cv-4777
- No. 12-cv-4131 No. 12-cv-5511
- No. 12-cv-4150 No. 12-cv-7542
- No. 12-cv-4157 No. 12-cv-7543
- No. 12-cv-4184 No. 12-cv-7544
- No. 12-cv-4194 No. 12-cv-7545
- No. 12-cv-4215 No. 12-cv-7546
- No. 12-cv-4252 No. 12-cv-7547
- No. 12-cv-4291 No. 12-cv-7548
- No. 12-cv-4312 No. 12-cv-7550
- No. 12-cv-4332 No. 12-cv-7551
- No. 12-cv-4360 No. 12-cv-7552
- No. 12-cv-4362 No. 12-cv-7586
- No. 12-cv-4551 No. 12-cv-7587
- No. 12-cv-4648

WHEREAS, by an Opinion dated December 11, 2015, the Court certified the above-captioned action (the "Action") to proceed as a class action on behalf of two Subclasses: (i) the Institutional Investor Subclass, consisting of the institutional investors that purchased or otherwise acquired Facebook, Inc. ("Facebook" or the "Company") Class A common stock in or traceable to the Company's May 17, 2012 initial public offering ("IPO") between May 17, 2012 and May 21, 2012, inclusive, and were damaged thereby; and (ii) the Retail Investor Subclass, consisting of all retail investors who purchased or otherwise acquired Facebook Class A common stock in or traceable to the Company's IPO between May 17, 2012 and May 21, 2012, inclusive, and were damaged thereby. The Subclasses are collectively referred to as the "Class."¹

Upon consideration of Plaintiffs' Motion for an Order

¹ Excluded from the Class/Subclasses are: Defendants; present or former executive officers of Facebook and their immediate family members; and the following investors: American Century Investment Management Inc.; Blue Ridge Capital, LLC; Capital Research and Management Company; Chilton Investment Company, LLC; Clovis Capital Management, LP; Columbia Management Investment Advisors, LLC; Fidelity Management and Research Company; Jennison Associates LLC; Kingdon Capital Management, LLC; Loews Corp; Maple Lane Capital, LLC; Schroder Investment Management North America Inc.; Soros Fund Management LLC; Surveyor Capital; T. Rowe Price Distribution Group; Teachers Insurance Annuity Association of America; Turner Investments LP; Weiss Multi-Strategy Advisers LLC; and Wellington Management Company LLP. Also excluded from the Class/Subclasses is any person or entity that timely and validly seeks exclusion.

Approving of the Form, Content and Method for Providing Class Notice and Compelling the Underwriter Defendants to Provide a List of Potential Members of the Retail Subclass (the "Motion"), the Court finds that good cause exists for granting the Motion and further finds and orders as follows:

1. The Court approves the form, substance and requirements of the Notice of Class Action By First-Class Mailing of Notice on Postcard (the "First-Class Mailing Notice"); the Notice of Pendency of Class Action By Internet Distribution (the "Internet Notice"); and the Notice of Pendency of Class Action for Distribution via Financial Publications (the "Publication Notice" and, collectively with the First-Class Mailing Notice and the Internet Notice, the "Notices"), as agreed by the parties and submitted as of June 6, 2016.

2. The proposed form and content of the First-Class Mailing Notice and the Internet Notice meet the requirements of Rule 23(c)(2)(B) as they clearly and concisely state in plain and easily understood language all of the following: (a) the nature of the action; (b) the definition of the Class; (c) the Class claims and issues; (d) a Class Member's right to enter an appearance by an attorney; (e) a Class Member's right to be excluded from the Class and the time and manner for requesting exclusion; and (f) and the binding effect of a judgment on Class Members. The Notices, and the method and schedule set forth below for notifying the Class

of the pendency of the Action as a class action meet the requirements of Rule 23(c)(2)(B) and of due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.

3. The Court approves the retention of A.B. Data (the "Administrator"), whose profile is attached as Exhibit 4 to the Hoffman Declaration, to disseminate copies of the Notices to potential members of the Class.

4. The Administrator shall cause the First-Class Mailing Notice, substantially in the form as agreed by the parties and submitted as of June 6, 2016, to be mailed, by first-class mail, postage prepaid, not later than thirty (30) business days after the Underwriter Defendants have produced the List to the Administrator, to Class Members at the addresses set forth in the records previously provided by the Company and by the Underwriter Defendants pursuant to paragraph 10 below or who may otherwise be identified with reasonable effort. The Administrator shall use reasonable efforts to give notice to nominee purchasers such as brokerage firms and other persons and entities who may have, for the beneficial interest of any person or entity other than itself or themselves, purchased and/or held Class A common stock during the period beginning with Facebook's IPO, which occurred on or about May 17, 2012, through and including the close of trading

on May 21, 2012. Such nominees shall either: (a) within seven (7) calendar days of receipt of the First-Class Mailing Notice, request from the administrator sufficient copies of the First-Class Mailing Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those First-Class Mailing Notices from the administrator forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of the First-Class Mailing Notice, provide a list of the names and addresses of all such beneficial owners to the Administrator and the Administrator shall send the First-Class Mailing Notice promptly to such identified beneficial owners. Nominees who elect to send the First-Class Mailing Notice to their beneficial owners shall also send a statement to the Administrator confirming that the mailing was made and shall retain their mailing records for use in connection with any further notices that may be provided in the Action. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred by providing the Administrator with proper documentation supporting the expenses for which reimbursement is sought.

5. Contemporaneously with the mailing of the First-Class Mailing Notice, the Administrator shall cause a copy of the Internet Notice, substantially in the form as agreed by the parties and submitted as of June 6, 2016, to be posted on the website

designated for this lawsuit, from which Class Members may download copies of the Internet Notice. The Administrator will also mail copies of the Internet Notice to potential Class Members who request a copy of such notice by calling the Administrator's toll-free number as set forth in the First-Class Mailing Notice or by writing to the Administrator's mailing address.

6. The Administrator shall cause a copy of the Publication Notice, substantially in the form as agreed by the parties and submitted as of June 6, 2016, to be published in *Investor's Business Daily* and to be transmitted over *PR Newswire* within fourteen (14) calendar days of the mailing of the First-Class Mailing Notice.

7. Class Members shall be bound by all determinations and judgments in this Action, whether favorable or unfavorable, unless such persons and entities request exclusion from the Class in a timely and proper manner, as hereinafter provided. A Class Member wishing to make such a request shall mail the request in written form by first class mail, postmarked no later than sixty (60) calendar days after the Notice Date, to the address designated in the First-Class Mailing Notice and the Internet Notice. Such request for exclusion shall clearly state that the Class Member "requests exclusion from the Class in *In re Facebook, Inc., IPO Securities and Derivative Litigation*, MDL No. 12-2389 (S.D.N.Y)" and must (i) state the name, address and telephone

number of the person or entity requesting exclusion; (ii) state the number of shares of Facebook Class A common stock purchased or acquired by the person or entity requesting exclusion during the period beginning with Facebook's IPO, which occurred on or about May 17, 2012, through and including the close of trading on May 21, 2012; and (iii) be signed by the person or entity requesting exclusion or an authorized representative. The request for exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court.

8. Any Class Member who retains separate counsel in connection with this matter must enter an appearance pursuant to Rule 23(c)(2) of the Federal Rules of Civil Procedure, as set out in the First-Class Mailing Notice, no later than sixty (60) calendar days after the Notice Date. Within fifteen (15) business days following the expiration of the exclusion deadline, Class Counsel shall file with the Court proof of mailing of the First-Class Mailing Notice, proof of publication of the Internet Notice and Publication Notice, and an affidavit setting forth a list of all persons and entities who have validly and timely requested exclusion from the Class.

9. Within fifteen (15) business days following the expiration of the exclusion deadline, Class Counsel shall file with the Court proof of mailing of the First-Class Mailing

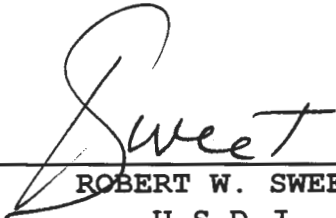
Notice, proof of publication of the Internet Notice and Publication Notice, and an affidavit setting forth a list of all persons and entities who have validly and timely requested exclusion from the Class.

10. The Court directs the Underwriter Defendants to provide or cause to be provided to the Administrator within ten (10) business days of entry of this Order a list of names and addresses in electronic form, such as Microsoft Excel, of all known retail investors that purchased Class A shares of Facebook in Facebook's IPO, which occurred on or about May 17, 2012 (the "List").

11. This Order may be modified by the Court upon motion by either or both parties, for good cause shown.

It is so ordered.

New York, NY
June 8, 2016



ROBERT W. SWEET
U.S.D.J.