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10 **UNITED STATES DISTRICT COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**

12 SECURITIES AND EXCHANGE COMMISSION,
13
14 Plaintiff,
15 vs.
16 FACEBOOK, INC.
17 Defendant.

Case No. 19-cv-04241

~~PROPOSED~~
**FINAL JUDGMENT AS TO
DEFENDANT FACEBOOK, INC.**

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19 The Securities and Exchange Commission having filed a Complaint and Defendant
20 Facebook, Inc. (“Defendant” or “Facebook”) having entered a general appearance; consented to
21 the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry
22 of this Final Judgment without admitting or denying the allegations of the Complaint (except as
23 to jurisdiction and except as otherwise provided herein); waived findings of fact and conclusions
24 of law; and waived any right to appeal from this Final Judgment:

25 **I.**

26 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
27 permanently restrained and enjoined from violating Section 17(a)(2) of the Securities Act
28 of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)(2)] in the offer or sale of any security by the

1 use of any means or instruments of transportation or communication in interstate commerce or
2 by use of the mails, directly or indirectly, to obtain money or property by means of any untrue
3 statement of a material fact or any omission of a material fact necessary in order to make the
4 statements made, in light of the circumstances under which they were made, not misleading.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
6 Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing paragraph also binds the
7 following who receive actual notice of this Final Judgment by personal service or otherwise: (a)
8 Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active
9 concert or participation with Defendant or with anyone described in (a).

10 **II.**

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
12 Defendant is permanently restrained and enjoined from violating Section 17(a)(3) of the
13 Securities Act [15 U.S.C. § 77q(a)(3)] in the offer or sale of any security by the use of any means
14 or instruments of transportation or communication in interstate commerce or by use of the mails,
15 directly or indirectly, to engage in any transaction, practice, or course of business which operates
16 or would operate as a fraud or deceit upon the purchaser.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
18 Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing paragraph also binds the
19 following who receive actual notice of this Final Judgment by personal service or otherwise: (a)
20 Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active
21 concert or participation with Defendant or with anyone described in (a).

22 **III.**

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
24 Defendant is permanently restrained and enjoined from violating Section 13(a) of the Securities
25 Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1,
26 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, and 240.13a-13] thereunder by failing to file,
27 or by filing or causing to be filed, with the Commission any report required to be filed with the
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1 Commission pursuant to Section 13(a) of the Exchange Act and the rules and regulations
2 promulgated thereunder, which filed report omits to disclose any information required to be
3 disclosed or such further information, if any, as may be necessary to make the statements, in light
4 of the circumstances under which they were made, not misleading.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
6 Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing paragraph also binds the
7 following who receive actual notice of this Final Judgment by personal service or otherwise: (a)
8 Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active
9 concert or participation with Defendant or with anyone described in (a).

10 **IV.**

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
12 Defendant is permanently restrained and enjoined from violating Exchange Act Rule 13a-15(a)
13 [17 C.F.R. § 240.13a-15(a)] by failing to maintain controls and procedures designed to ensure
14 that information required to be disclosed in the reports that it files or submits pursuant to the
15 Exchange Act are recorded, processed, summarized, and reported, within the time periods
16 specified in the Commission's rules and forms, or by failing to maintain controls and procedures
17 designed to ensure that information required to be disclosed in the reports that it files or submits
18 pursuant to the Exchange Act are accumulated and communicated to its management, including
19 its principal executive and principal financial officers, or persons performing similar functions,
20 as appropriate to allow timely decisions regarding required disclosure.

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in
22 Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing paragraph also binds the
23 following who receive actual notice of this Final Judgment by personal service or otherwise: (a)
24 Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active
25 concert or participation with Defendant or with anyone described in (a).

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$100,000,000.00 to the Securities and Exchange Commission pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall make this payment within 30 days after entry of this Final Judgment.

Defendant may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to

Enterprise Services Center
Accounts Receivable Branch
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Facebook, Inc. as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

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VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: August 22, 2019, _____

