

IN THE UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

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

MDL NO. 12-2389 (RWS)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. This Proof of Claim and Release form incorporates by reference the definitions in the Notice of Pendency of Class Action and Proposed Settlement with Nasdaq Defendants, Motion for Attorneys' Fees, Settlement Fairness Hearing, and Right to Share in Settlement Fund (the "Notice") and, unless defined herein, capitalized words and terms shall have the same meanings as they have in the Notice or in the Stipulation of Settlement between Lead Plaintiffs and the Nasdaq Defendants dated May 22, 2015.
2. To recover as a member of the Class based on your claims in the above-captioned class action (the "Class Action"), you must complete this Proof of Claim and Release form. If you fail to file a properly addressed (as set forth in Paragraph 4 below) Proof of Claim and Release, your claim may be rejected, and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Class Action.
3. Submission of this Proof of Claim and Release, however, does not ensure that you will share in the proceeds of the Settlement in the Class Action.
4. YOU MUST SUBMIT YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE BY OCTOBER 7, 2015, ADDRESSED AS FOLLOWS:

In re Facebook, Inc., IPO Securities Litigation

c/o A.B. Data, Ltd.

P.O. Box 170999

Milwaukee, WI 53217-8099

1-866-217-4457

www.nasdaqfbsettlement.com

5. A Proof of Claim and Release form shall be deemed to have been submitted when postmarked, if mailed by First-Class, or Registered or Certified Mail, postage prepaid. All other Proofs of Claim and Release forms shall be deemed to have been submitted at the time they are actually received by the Claims Administrator. If you are NOT a member of the Class, as defined in the Notice, DO NOT submit a Proof of Claim and Release form.
6. If you are a member of the Class, you are bound by the terms of any Order and Final Judgment entered in the Class Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.
7. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the settlement website at www.nasdaqfbsettlement.com or you may email the Claims Administrator's electronic filing department at efiling@abdata.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email.

II. CLAIMANT IDENTIFICATION

1. Use Part I of this form, titled “Claimant Identification” to identify each beneficial owner of the Facebook common stock that forms the basis of this claim. THIS CLAIM MUST BE MADE BY THE ACTUAL BENEFICIAL OWNER OR OWNERS, OR THE LEGAL REPRESENTATIVE(S) OF SUCH OWNER OR OWNERS, OF THE FACEBOOK COMMON STOCK UPON WHICH THIS CLAIM IS BASED.
2. If you entered retail pre-market and aftermarket orders to purchase and/or sell the common stock of Facebook, Inc., on May 18, 2012, and held (or hold) the stock certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, the stock certificate(s) were or are registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner, and the third party is the record owner.
3. All joint beneficial purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons and/or entities represented by them, and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. IDENTIFICATION OF TRANSACTION(S)

1. Use Part II of this form, titled “Schedule of Transactions in Facebook Common Stock” to supply all required details of your transaction(s) in Facebook common stock. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. Please provide all of the requested information with respect to *all* of your purchases, acquisitions, and sales of Facebook common stock that took place at any time on May 18, 2012 (the “Class Period”), whether such transactions resulted in a profit or a loss. List each transaction in the Class Period separately and in chronological order, including the time of execution, beginning with the earliest.
3. You must accurately provide the exact time of execution for each transaction you list. You must also indicate whether each purchase and sale was the result of an order placed in the pre-opening Cross between 7:00 am Eastern and 11:30 am Eastern. For purchases, please also indicate whether you received confirmation of the execution of your trade on or after 1:50:10 pm Eastern on May 18, 2012. If you do not know what time your transaction was executed, whether the transaction was the result of an order placed in the pre-opening Cross, or what time the confirmation of the execution of your trade was sent, please contact your broker or brokerage house to obtain this information and the corresponding supporting documentation.
4. Use Section C to list sales of Facebook common stock where a valid and timely sell order was placed in the pre-opening Cross at a price of \$42 or less and that sale was canceled by Nasdaq and did not result in an executed sale. Failure to report all such transactions may result in the rejection of your claim.
5. You must submit documentation that indicates the exact times on May 18, 2012 that your transactions in Facebook common stock were executed and confirmed. Acceptable documentation may include (a) monthly stock brokerage or other investment account statements; (b) trade confirmation slips; (c) a signed letter from your broker on firm letterhead verifying the information you are providing; or (d) other equivalent proof of your transactions. DO NOT SEND ORIGINALS. Broker confirmations or other documentation of your transactions in Facebook common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
6. The requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information.

For Official Use Only



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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

MDL No. 12-2389 (RWS)

PLEASE TYPE OR PRINT

PROOF OF CLAIM AND RELEASE

MUST BE POSTMARKED BY
OCTOBER 7, 2015

PART I. CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, M, Last) or Name of Entity (i.e., corporation, trustee, estate, etc.)

Joint Beneficial Owner's Name (First, M, Last)

Address Line 1

Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Postal Code

Foreign Country

Social Security Number

Taxpayer Identification Number

OR

Check Appropriate Box:

- Individual or Sole Proprietor
- Partnership
- Other _____ (please specify)
- Corporation
- Pension Plan
- IRA
- Trust

Telephone Number (Daytime)

Telephone Number (Night)

Email Address

PART II. SCHEDULE OF TRANSACTIONS IN FACEBOOK COMMON STOCK

A. LIST EACH INDIVIDUAL PURCHASE OR ACQUISITION OF FACEBOOK COMMON STOCK ON MAY 18, 2012, AS FOLLOWS:					
Was this a Pre-Opening Order?	Execution Time (Eastern)	Pre-Opening Order Confirmation Sent on or after 1:50:10 pm Eastern on May 18, 2012?	Number of Shares of Common Stock Purchased/Acquired	Purchase Price per Share of Common Stock	Aggregate Cost (excluding commissions, taxes, and fees)
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	<input type="radio"/> Y <input type="radio"/> N	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	<input type="radio"/> Y <input type="radio"/> N	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	<input type="radio"/> Y <input type="radio"/> N	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	<input type="radio"/> Y <input type="radio"/> N	_____	\$ _____	\$ _____

B. LIST EACH INDIVIDUAL SALE OF FACEBOOK COMMON STOCK ON MAY 18, 2012, AS FOLLOWS:				
Was this a Pre-Opening Order?	Execution Time (Eastern)	Number of Shares of Common Stock Sold	Sale Price per Share of Common Stock	Aggregate Cost (excluding commissions, taxes, and fees)
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	_____	\$ _____	\$ _____
<input type="radio"/> Y <input type="radio"/> N	____ : ____ ____	_____	\$ _____	\$ _____

C. LIST ALL ORDERS TO SELL FACEBOOK COMMON STOCK WHERE A VALID AND TIMELY SELL ORDER WAS PLACED IN THE PRE-OPENING CROSS AT A PRICE OF \$42 OR LESS AND THAT SALE WAS CANCELED BY NASDAQ AND DID NOT RESULT IN AN EXECUTED SALE:	
Number of Shares of Common Stock to be Sold	Sale Price per Share of Common Stock
_____	\$ _____
_____	\$ _____
_____	\$ _____

D. NUMBER OF SHARES OF FACEBOOK COMMON STOCK HELD AS OF THE CLOSE OF BUSINESS MAY 18, 2012. (IF NONE, WRITE “ZERO” OR “0”; IF OTHER THAN ZERO, MUST BE DOCUMENTED.)	<table border="1"> <tr> <td style="width: 100px; height: 20px;"></td> </tr> <tr> <td style="width: 100px; height: 20px;"></td> </tr> </table>		

E. AMOUNT OF ANY COMPENSATION OR REIMBURSEMENT RELATED TO TRANSACTIONS IN FACEBOOK COMMON STOCK ON MAY 18, 2012, PAID TO YOU BY YOUR BROKERAGE FIRM OR BY A NASDAQ MEMBER FIRM. (IF NONE, WRITE “ZERO” OR “0”; IF OTHER THAN ZERO, MUST BE DOCUMENTED.)	<table border="1"> <tr> <td style="width: 100px; height: 20px;">\$</td> </tr> <tr> <td style="width: 100px; height: 20px;"></td> </tr> </table>	\$	
\$			

PART III. RELEASE OF CLAIMS AND SIGNATURE

YOU MUST ALSO READ THE RELEASE AND CERTIFICATION BELOW AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM.

I (We) hereby acknowledge that, pursuant to the terms set forth in the Stipulation of Settlement, without further action by anyone, upon the Effective Date of the Settlement, I (we), on behalf of myself (ourselves) and my (our) respective parents, subsidiaries, affiliates, heirs, executors, administrators, predecessors, successors and assigns and any other Person who may claim by or through me (us) or any of them, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever waived, released, relinquished, and discharged the Settled Claims against the Released Parties; shall forever be barred and enjoined from prosecuting any of the Settled Claims against any of the Released Parties; and shall be deemed to have, and by operation of the Order and Final Judgment shall have, agreed and covenanted not to sue any of the Released Parties on the basis of any of the Settled Claims.

CERTIFICATION

By signing and submitting this Proof of Claim and Release, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify) as follows:

1. that I (we) have read and understand the contents of the Notice and this Proof of Claim and Release, including the releases provided for in the Settlement and the terms of the Plan of Allocation;
2. that the claimant(s) is (are) (a) Class Member(s), as defined in the Notice, and is (are) not excluded by definition from the Class as set forth in the Notice;
3. that the claimant(s) has (have) not submitted a request for exclusion from the Class;
4. that I (we) own(ed) the Facebook common stock identified in the Proof of Claim and Release and have not assigned the claim against the Released Parties to another, or that, in signing and submitting this Proof of Claim and Release, I (we) have the authority to act on behalf of the owner(s) thereof;
5. that the claimant(s) has (have) not submitted any other claim for recovery in the Settlement with the Nasdaq Defendants covering the same purchases/acquisitions of Facebook common stock and knows (know) of no other person having done so on the claimant’s (claimants’) behalf;
6. that the claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant’s (claimants’) claim and for purposes of enforcing the releases set forth herein;
7. that I (we) agree to furnish such additional information with respect to this Proof of Claim and Release as Plaintiffs’ Co-Lead Counsel, the Claims Administrator, or the Court may require;
8. that the claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court’s summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim and Release;
9. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the action; and
10. that the claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (a) the claimant(s) is (are) exempt from backup withholding or (b) the claimant(s) has (have) not been notified by the IRS that he/she/it/they is/are subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified the claimant(s) that he/she/it/they is/are no longer subject to backup withholding.

If the IRS has notified the claimant(s) that he/she/it/they is/are subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS CLAIM FORM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

Executed this _____ of _____ in _____,
(Day) (Month/Year) (City)

(State/Country)

(Type or print name of Claimant)

(Signature of Claimant)

(Date)

[Type or print name of Joint Claimant (if any)]

[Signature of Joint Claimant (if any)]

(Date)

IF CLAIMANT IS OTHER THAN AN INDIVIDUAL, OR IS NOT THE PERSON COMPLETING THIS FORM, THE FOLLOWING MUST ALSO BE PROVIDED:

(Type or print name of person completing form)

(Signature of person completing form)

(Date)

(Capacity of person signing above, e.g., Beneficial Purchaser(s), Administrator, Executor, Trustee, Custodian, Power of Attorney, etc.)

REMINDER CHECKLIST

1. Please sign the above release and certification.
2. If this claim is being made on behalf of joint beneficial claimants, both must sign.
3. Remember to attach only copies of acceptable supporting documentation, as these documents will not be returned to you.
4. Keep a copy of your Proof of Claim and Release form and all documents submitted for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim and Release form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.

THESE FORMS AND YOUR SUPPORTING DOCUMENTATION MUST BE SUBMITTED BY NO LATER THAN OCTOBER 7, 2015. ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.