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RICHARD W. BIERING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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[Signature]

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO/OAKLAND DIVISION**

BY FAX

CV 12 3212 Civil Action No.

THOMAS J. AHRENDTSEN,
and AARON M. LEVINE, :
Individually, and on behalf of all others
similarly situated,

CLASS ACTION

Plaintiffs,

Vs.

**COMPLAINT
FOR VIOLATION OF THE
FEDERAL SECURITIES LAW**

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID A. EBERSMAN, DAVID M. SPILLANE,
MARC L. ANDREESSEN, ERSKINE B.
BOWLES, JAMES W. BREYER, DONALD E.
GRAHAM, REED HASTINGS, PETER A.
THIEL, MORGAN STANLEY & CO, LLC,
J.P. MORGAN SECURITIES LLC, GOLDMAN
SACHS & CO., MERRILL LYNCH, PIERCE
FENNER & SMITH INCORPORATED and
BARCLAYS CAPITAL, INC.,

Defendants.

DEMAND FOR JURY TRIAL

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of all those who purchased the common stock of Facebook, Inc. ("Facebook") pursuant and/or traceable to the Company's May

CLASS ACTION COMPLAINT

1 18, 2012 initial public offering (the “IPO” or the “Offering”) seeing to pursue remedies upon the
2 Securities Act of 1933 (the “Securities Act”).

3 **JURISDICTION AND VENUE**

4 2. The claims asserted herein arise under and pursuant to §§11, 12(a)(2) and 15 of
5 the Securities Act.

6 3. This Court has jurisdiction of this action pursuant to §22 of the Securities Act [15
7 U.S.C. §77v] and 28 U.S.C. §1331.

8 4. Venue is properly laid in this District pursuant to §22 of the Securities Act and 28
9 U.S.C. §1391(b) and (c). The acts and conduct complained of herein occurred in substantial part
10 in the District and the Facebook Defendants (defined below) maintain their principal places of
11 business in the District.

12 5. In connection with the acts and conduct alleged in this Complaint, defendants,
13 directly or indirectly, used the means and instrumentalities of interstate commerce, including the
14 mails and telephonic communications and the facilities of NASDAQ National Securities Market
15 (“NASDAQ”).

16 **INTRADISTRICT ASSIGNMENT**

17 6. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391. Pursuant to
18 Civil L.R. 3-2, this case should be assigned to the San Francisco/Oakland Division. Facebook is
19 headquartered in Menlo Park, California. Additionally, Defendants conduct business in this
20 Division, and a substantial part of the events giving rise to the claims asserted herein occurred
21 within or emanated from this Division.

1
2 **PARTIES**

3 7. Plaintiff Thomas J. Ahrendsten purchased Facebook common stock, as set
4 forth in the certification attached hereto and incorporated herein by reference, directly in
5 the IPO, and was damaged thereby.

6 8. Plaintiff Aaron M. Levine purchased Facebook common stock, as set forth in the
7 certification attached hereto and incorporated herein by reference, directly in the IPO, and was
8 damaged thereby.

9 9. Defendant Facebook maintains its principal executive offices at 1601 Willow
10 Road, Menlo Park, California 94025. The Company operates as a social networking company
11 worldwide.

12 10. Defendant Mark Zuckerberg (“Zuckerberg”) is the founder of the Company and
13 was, at all relevant times, Chairman of the Board of Directors (the “Board”) and Chief Executive
14 Officer of Facebook. Zuckerberg signed the Registration Statement.

15 11. Defendant David A. Ebersman (“Ebersman”) is, and was at all relevant times,
16 Chief Financial Officer (“CFO”) of Facebook. Defendant Ebersman signed the Registration
17 Statement.

18 12. Defendant David M. Spillane (“Spillane”) is, and was at all relevant times Chief
19 Accounting Officer of Facebook. Defendant Spillane signed the Registration Statement.

20 13. Defendant Erskine B. Bowles (“Bowles”) is, and was at all relevant times, a
21 member of the Board of Facebook. Defendant Bowles signed the Registration Statement.

22 14. Defendant Donald E. Graham (“Graham”) is, and was at all relevant times, a
23 member of the Board of Facebook. Defendant Andreessen signed the Registration Statement.

1 15. Defendant James W. Breyer (“Breyer”) is, and was at all relevant times, a
2 member of the Board of Facebook. Defendant Bowles signed the Registration Statement.

3 16. Defendant Marc L. Andreessen (“Andreessen”) is, and was at all relevant times, a
4 member of the Board of Facebook. Defendant Andreessen the Registration Statement.

5 17. Defendant Reed Hastings (“Hastings”) is, and was at all relevant times, a member
6 of the Board of Facebook. Defendant Hastings signed the Registration Statement.

7 18. Defendant Peter A. Thiel (“Thiel”) is, and was at all relevant times, a member of
8 the Board of Facebook. Defendant Thiel signed the Registration Statement.

9 19. The Defendants listed above (¶¶10-18) are collectively referred to herein as the
10 “Individual Defendants.”

11 20. By reason of their management positions and their ability to make public
12 statements in the name of Facebook, the Individual Defendants were and are controlling persons,
13 and had the power and influence to cause (and did cause) Facebook to engage in the conduct
14 complained of herein.

15 21. Defendants Morgan Stanley & Co. LLC (“Morgan Stanley”), J.P. Morgan
16 Securities LLC (“J.P. Morgan”), Goldman, Sachs & Co. (“Goldman Sachs”), Merrill Lynch,
17 Pierce, Fenner & Smtih Incorporated (“Merrill Lynch”) and Barclays Capital, Inc. (“Barclays”) served as lead underwriters of the IPO. Morgan Stanley, J.P. Morgan, Goldman Sachs, Merrill
18 Lynch and Barclays are collectively referred to herein as the “Underwriter Defendants.”

19 **CLASS ACTION ALLEGATIONS**

20 22. Plaintiffs bring this action as a class action pursuant to Federal Rules of Civil
21 Procedure 23(a) and 23(b)(3) on behalf of all those who purchased the common stock of
22 Facebook pursuant and/or traceable to the Company’s IPO. Excluded from the Class are
23

1 defendants herein, members of the immediate family of each of the defendants, any person, firm,
2 trust, corporation, officer, director or other individual or entity in which any defendant has a
3 controlling interest or which is related to or affiliated with any of the defendants, and the legal
4 representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded
5 party.

6 23. The members of the Class are so numerous that joinder of all members is
7 impracticable. According to the Offering Documents, over 450 million shares of common stock
8 were sold to the public pursuant to the IPO. The precise number of Class members is unknown
9 to plaintiffs at this time but is believed to be in the thousands. All members of the Class may
10 readily be identified from records maintained by Facebook and/or its transfer agent and may be
11 notified of the pendency of this action by mail, using forms of notice similar to those customarily
12 used in securities class actions.

13 24. Plaintiffs will fairly and adequately represent and protect the interests of the
14 members of the Class. Plaintiffs have retained competent counsel experienced in class action
15 litigation under the federal securities laws to further ensure such protection and intend to
16 prosecute this action vigorously.

17 25. Plaintiffs' claims are typical of the claims of the other members of the Class
18 because plaintiffs and all the Class members' damages arise from and were caused by the same
19 false and misleading representations and omissions made by or chargeable to defendants.
20 Plaintiffs do not have any interests antagonistic to, or in conflict with, the Class

21 26. A class action is superior to other available methods for the fair and efficient
22 adjudication of this controversy. Since the damages suffered by individual Class members may
23 be relatively small, the expense and burden of individual litigation make it virtually impossible

1 for the Class members to seek redress for the wrongful conduct alleged. Plaintiffs know of no
2 difficulty that will be encountered in the management of this litigation that would preclude its
3 maintenance as a class action.

4 27. Common questions of law and fact exist as to all members of the Class and
5 predominate over any questions affecting solely individual members of the Class. Among the
6 questions of law and fact common to the Class are:

7 a. whether the federal securities laws were violated by defendants'
8 acts as alleged herein;

9 b. whether the Prospectus and Registration Statement issued by
10 defendants to the investing public in connection with the IPO negligently omitted and/or
11 misrepresented material facts about Facebook and its business; and

12 c. the extent of the injuries sustained by members of the Class and the
13 appropriate measure of damages.

14 **SUBSTANTIVE ALLEGATIONS**

15 28. Defendant Facebook operates as a social networking company worldwide. As of
16 February 2, 2012, it had 845 million monthly users and 443 million daily users.

17 29. On or about May 16, 2012, Facebook filed with the Securities and Exchange
18 Commission ("SEC") a Form 8-1/A Registration Statement (the "Registration Statement"), for
19 the IPO.

20 30. On or about May 18, 2012, the Prospectus (the "Prospectus") with respect to the
21 IPO, which forms part of the Registration Statement, became effective and 421 million shares of
22 Facebook common stock were sold to the public at \$38 per share, thereby valuing the total size
23

1 of the IPO at more than \$16 billion. Several Defendants, including Defendant Zuckerberg,
2 reaped millions of dollars in connection with the sale in the IPO.

3 31. The IPO was marketed through the issuance of the Offering Documents and the
4 presentation of numerous "road shows" to various investment banks and potential investors that
5 senior Facebook executives attended along with underwriters.

6 32. The Registration Statement and Prospectus contained untrue statements of
7 material facts, omitted to state other facts necessary to make the statements made not misleading
8 and were not prepared in accordance with the rules and regulations governing their preparation.

9 33. With regard to the Company's expectations for the second quarter of 2012, the
10 Registration Statement and Prospectus stated, in pertinent part, as follows:

11 Based upon our experience in the second quarter of 2012 to date, the
12 trend we saw in the first quarter of [daily active users] increasing
13 more rapidly than the increase in number of ads delivered has
14 continued. We believe this trend is driven in part by increased
usage of facebook on mobile devices where we have only recently
begun showing an immaterial number of sponsors stories in News
Feed, and in part due to certain pages having fewer ads per page as
a result of product decisions.

15 34. In describing the risks related to Facebook's business and industry, the
16 Registration Statement purported to warn that the Company's revenues could be negatively
17 affected by the rate of growth in mobile users of its site or app. The Registration Statement and
18 Prospectus stated in pertinent part as follows:

19 ***Growth in use of Facebook through our mobile products,***
20 ***where our ability to monetize is unproven, as a substitute for use***
21 ***on personal computers may negatively affect our revenue and***
financial results.

22 We had 488 million [monthly active users] who used
23 facebook mobile products in March 2012. While most of our
mobile users also access Facebook through personal computers, we

1 anticipate that the rate of growth in mobile usage will exceed the
2 growth in usage through personal computers for the foreseeable
3 future, in part due to our focus on developing mobile products to
4 encourage mobile usage of Facebook. We have historically not
5 shown ads to users accessing Facebook through mobile apps or our
6 mobile website. In March 2012, we began to include sponsored
7 stories in users' mobile News Feeds. However, we do not
8 currently directly generate any meaningful revenue from the use of
9 Facebook mobile products, and our ability to do so successfully is
unproven. We believe this increased usage of Facebook on mobile
devices has contributed to the recent trend of our daily active users
(DAUs) increasing more rapidly than the increase in the number of
ads delivered. If users increasingly access Facebook mobile
products as a substitute for access through personal computers, and
if we are unable to successfully implement monetization strategies
for our mobile users, or if we incur excessive expenses in this
effort, our financial performance and ability to grow revenue
would be negatively affected.

10 35. The Registration Statement and Prospectus also purported to warn investors that
11 the Company's revenues from advertising could be adversely affected by, among other things,
12 the "increased user access to and engagement with facebook" through mobile deliveries. In that
13 regard, the Registration Statement and Prospectus stated, in pertinent part, as follows:

14 ***We generate a substantial majority of our revenue from***
15 ***advertising. The loss of advertisers, or reduction in spending by***
advertisers with Facebook, could seriously harm our business.

16 The substantial majority of our revenue is currently
17 generated from third parties advertising on facebook. In 2009,
18 2010 and 2011, and the first quarter of 2011 and 2012, advertising
19 accounted for 98%, 95%, 85%, 87% and 82%, respectively, of our
20 revenue. As is common in the industry, our advertisers typically
21 do not have long-term advertising commitments with us. Many of
22 our advertisers spend only a relatively small portion on their
23 overall advertising budget with us. In addition, advertisers may
view some of our products, such as sponsored stories and ads with
social context, as experimental and unproven. Advertisers will not
continue to do business with us, or they will reduce the prices they
are willing to pay to advertise with us, if we do not deliver ads and
other commercial content in an effective manner, or if they do not
believe that their investment in advertising with us will generate a
competitive return relative to other alternatives. Our advertising

1 revenue could be adversely affected by a number of other factors,
2 including:

- 3 • Decreases in user engagement, including time spent on
4 facebook;
- 5 • Increased user access to and engagement with facebook
6 through our mobile products, where we do not currently
7 directly generate meaningful revenue, particularly to the
8 extent that mobile engagement is substituted for
9 engagement with Facebook on personal computers where
10 we monetize usage by displaying ads and other commercial
11 content;
- 12 • Product changes or inventory management decisions we
13 may make that reduce the size, frequency, or relative
14 prominence of ads and other commercial content displayed
15 on facebook;
- 16 • Our inability to improve our analytics and measurement
17 solutions that demonstrate the value of our ads and other
18 commercial content;
- 19 • Decisions by advertisers to use our free products, such as
20 facebook Pages, instead of advertising on Facebook;
- 21 • Loss of advertising market share to our competitors;
- 22 • Adverse legal developments relating to advertising,
23 including legislative and regulatory developments and
24 developments in litigation;
- Adverse media reports or other negative publicity involving
us, our Platform developers, or other companies in our
industry;
- Our inability to create new products that sustain or increase
the value of our ads and other commercial content;
- Changes in the way online advertising is priced;
- The impact of new technologies that could block or obscure
the display of our ads and other commercial content; and
- The impact of macroeconomic conditions and conditions in
the advertising industry in general.

19 The occurrence of any of these or other factors could result
20 in a reduction in demand for our ads and other commercial content,
21 which may reduce the prices we receive for our ads and other
22 commercial content; or cause advertisers to stop advertising with
23 us altogether, either of which would negatively affect our revenue
24 and financial results.

22 36. The statements referenced above in ¶¶32-35 were untrue statements of material
23 fact. The true facts at the time of the IPO were that Facebook was then experiencing a severe

CLASS ACTION COMPLAINT

1 and pronounced reduction in revenue growth due to an increase of users on its Facebook app or
2 website through mobile devices rather than a traditional PC such that the Company told the
3 Underwriter Defendants to materially lower their revenue forecasts for 2012. And, defendants
4 failed to disclose that during the roadshow conducted in connection with the IPO, certain of the
5 Underwriter Defendants reduced their second quarter and full year 2012 performance estimates
6 for Facebook, which revisions were material information which was not shared with all
7 Facebook investors, but rather, was selectively disclosed by defendants to certain preferred
8 investors and omitted from the Registration Statement and Prospectus.

9 37. On May 19, 2012, in an article entitled “Morgan Stanley Was A Control-Freak
10 On Facebook IPO – And It May Have Royally Screwed Itself,” *Reuters* reported that “**Facebook**
11 **... altered its guidance for research earnings last week, during the road show, a rare and**
12 **disruptive move.**”

13 38. On May 22, 2012, in an article entitled “Insight: Morgan Stanley cut Facebook
14 estimates just before IPO,” *Reuters* reported that the Facebook’s lead underwriters, Morgan
15 Stanley, JP Morgan and Goldman Sachs, all cut their earnings forecasts for the Company in the
16 middle of the IPO roadshow and that only a handful of preferred investor clients were told the
17 news of the reduction. In that regard, the article stated, in pertinent part, as follows:

18 In the run-up to Facebook’s \$16 billion IPO, Morgan Stanley, the
19 lead underwriter on the deal, unexpectedly delivered some
20 negative news to major clients: The bank’s consumer Internet
21 analyst, Scott Devitt, was reducing his revenue forecasts for the
22 company.

23 The sudden caution was very close to the huge initial public
24 offering, and which an investor roadshow was underway, was a big
shock to some, said two investors who were advised of the revised
forecast.

1 They say it may have contributed to the weak performance
2 of Facebook shares, which sank on Monday – their second day of
trading – to end 10 percent below the IPO price. The \$38 per share
IPO price valued Facebook at \$104 billion.

3 The change in Morgan Stanley’s estimates came on the
4 heels of Facebook’s filing of an amended prospectus with the U.S.
5 Securities and Exchange Commission (SEC), in which the
6 company expressed caution about revenue growth due to a rapid
7 shift by users to mobile devices. Mobile advertising to date is less
8 lucrative than advertising on a desktop.

9 “This was done during the roadshow – I’ve never seen that
10 before in 10 years,” said a source at a mutual fund firm who was
11 among those called by Morgan Stanley.

12 JP Morgan Chase and Goldman Sachs, which were also
13 major underwriters on the IPO but had lesser roles than Morgan
14 Stanley, also revised their estimates in response to Facebook’s
15 May 9 SEC filing, according to sources familiar with the situation.

16 Morgan Stanley declined to comment and Devitt did not
17 return a phone message seeking comment. JP Morgan and
18 Goldman both declined to comment.

19 Typically, the underwriter of an IPO wants to paint as
20 positive a picture as possible for prospective investors. Investment
21 bank analysts, on the other hand, are required to operate
22 independently of the bankers and salesmen who are marketing
23 stocks – that was stipulated in a settlement by major banks with
24 regulators following a scandal over tainted stock research during
the dotcom boom.

The people familiar with the revised Morgan Stanley
projections said Devitt cut his revenue estimate for the current
second quarter significantly, and also cut his full-year 2012
revenue forecast. Devitt’s precise estimates could not be
immediately verified.

“That declaration freaked a lot of people out,” said one of
the investors.

Scott Sweet, senior managing partner at the research firm
IPO Boutique, said he was also aware of the reduced estimates.

1 “They definitely lowered their numbers and there was some
2 concern about that,” he said. “My biggest hedge fund client told
3 me they lowered their numbers right around mid-roadshow.”

4 That client, he said, still bought the issue but “flipped his
5 IPO allocation and went short on the first day.”

6 “VERY UNUSUAL”

7 Sweet said analysts at firms that are not underwriting IPOs
8 often change forecasts at such times. However, he said it is
9 unusual for analysts at lead underwriters to make such changes so
10 close to the IPO.

11 “That would be very, very unusual for a book runner to do
12 that,” he said.

13 The lower revenue projection came shortly before the IPO
14 was priced at \$38 a share, the high end of an already upwardly
15 revised projected range of \$34-\$38, and before Facebook increased
16 the number of shares being sold by 25 percent.

17 The much-anticipated IPO has performed far below
18 expectations, with the shares barely staying above the \$38 offer
19 price on their Friday debut and then plunging on Monday.

20 Companies do not make their own financial forecasts prior
21 to an IPO, and underwriters are generally barred from issuing
22 recommendations on the stock until 40 days after it begins trading.
23 Analysts often rely on guidance from the company in building their
24 forecasts, but companies doing IPOs are not permitted to give out
material information that is not available to all investors.

Institutions and major clients generally enjoy quick access
to investment bank research, while retail clients in many cases only
get it later. It is unclear whether Morgan Stanley only told its top
clients about the revised view or spread the word more broadly.
The firm declined to comment when asked who was told about the
research.

“It is very rare to cut forecasts in the middle of the IPO
process,” said an official with a hedge fund firm who received a
call from Morgan Stanley about the revision.

1 39. As of the date of the filing of this complaint, the 421 million shares of Facebook
2 common stock sold in the IPO are trading at approximately \$31 per share, or \$7 per share below
3 the price where plaintiffs and the Class purchased \$16 billion worth of Facebook stock while
4 defendants pocketed billions of dollars. Plaintiffs and the Class have suffered losses of more
5 than \$2.5 billion since the IPO.

6 **COUNT I**

7 **Violations of Section 11 of the Securities Act**
8 **Against All Defendants**

9 40. Plaintiffs repeat and reallege each and every allegation contained above.

10 41. This Count is brought pursuant to §§11 of the Securities Act, 15 U.S.C. §77k, on
11 behalf of the Class, against all defendants.

12 42. The Registration Statement for the IPO was inaccurate and misleading, contained
13 untrue statements of material facts, omitted to state other facts necessary to make the statements
14 made not misleading, and omitted to state material facts required to be stated therein.

15 43. Facebook is the registrant for the IPO. The defendants named herein were
16 responsible for the contents and dissemination of the Registration Statement and the Prospectus.

17 44. As issuer of the common stock, Facebook is strictly liable to plaintiffs and the
18 Class for the misstatements and omissions.

19 45. None of the defendants made a reasonable investigation or possessed reasonable
20 grounds for the belief that the statements contained in the Registration Statement and the
21 Prospectus were true and without omissions of any material facts and were not misleading.

22 46. Plaintiffs acquired common stock of Facebook pursuant and/or traceable to the
23 Registration Statement.

1 47. The value of Facebook common stock has declined substantially and plaintiffs
2 and the Class have sustained damages as a result of defendants' violations.

3 48. Less than one week has elapsed from the time that plaintiffs discovered or
4 reasonably could have discovered the facts upon which this complaint is based to the time that
5 plaintiffs filed this Complaint. Likewise, less than one week has elapsed between the time that
6 the securities upon which this Count is brought were offered to the public and the time plaintiffs
7 filed this Complaint.

8 **COUNT II**

9 **Violations of Section 12(a)(2) of the Securities Act 10 Against All Defendants**

11 49. Plaintiffs repeat and reallege each and every allegation set forth above.

12 50. This Count is brought pursuant to §12(a)(2) of the Securities Act, 15 U.S.C.
13 §771(a)(2), on behalf the Class.

14 51. Defendants were sellers and offerors and/or solicitors of purchasers of the
15 common stock offered pursuant to the Prospectus and Registration Statement.

16 52. As set forth above, the Prospectus and Registration Statement contained untrue
17 statements of material fact, omitted to state other facts necessary to make the statements made
18 therein not misleading, and omitted to state material facts required to be stated therein.

19 Defendants' actions of solicitation included preparing the inaccurate and misleading Prospectus
20 and participating in efforts to market the IPO to investors.

21 53. Defendants owed the purchasers of Facebook common stock, including plaintiffs
22 and the other Class members, the duty to make a reasonable and diligent investigation of the
23 statements contained in the Prospectus and Registration Statement to ensure that such statements

1 were accurate and that they did not contain and misstatement or omission of material fact.

2 Defendants, in the exercise of reasonable care, should have known that the Prospectus and
3 Registration Statement contained misstatements and omissions of material fact.

4 54. Plaintiffs and the other members of the Class purchased or otherwise acquired
5 Facebook common stock pursuant to the Prospectus and Registration Statement, and neither
6 plaintiffs nor the other Class members knew, or in the exercise of reasonable diligence could
7 have known, of the untruths, inaccuracies and omissions contained in the Prospectus and
8 Registration Statement.

9 55. Plaintiffs, individually and on behalf of the Class, hereby offer to tender to
10 defendants those shares of common stock that plaintiffs and the other Class members continue to
11 own, in return for the consideration paid for those shares together with interest thereon. Class
12 members who have sold their shares are entitled to rescissory damages.

13 **COUNT III**

14 **Violations of Section 15 of the Securities Act 15 Against the Individual Defendants**

16 56. Plaintiffs repeat and reallege each and every allegation contained above.

17 57. This Count is brought pursuant to §15 of the Securities Act against the Individual
18 Defendants.

19 58. Each of the Individual Defendants was a control person of Facebook by virtue of
20 his position as a director and/or senior officer of Facebook. The Individual Defendant each had a
21 series of direct and/or indirect business and/or personal relationships with other directors and/or
22 officers and/or major shareholders of Facebook.

23 59. Each of the Individual Defendants was a culpable participant in the violation of
24 §11 of the Securities Act alleged in Count I above, based on their having signed the Registration

1 Statement and having otherwise participated in the process which allowed the IPO to be
2 successfully completed.

3 **PRAYER FOR RELIEF**

4 WHEREFORE, plaintiffs pray for judgment, as follows:

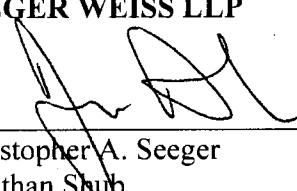
- 5 A. declaring this action to be a plaintiff class action properly maintained
6 pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure;
- 7 B. awarding plaintiffs and other members of the Class damages together with
8 interest thereon;
- 9 C. awarding plaintiffs and other members of the Class their costs and
10 expenses of this litigation, including reasonable attorneys' fees, accountants' fees and
11 experts' fees and other costs and disbursements;
- 12 D. awarding plaintiffs and other members of the Class rescission on their
13 §12(a)(2) claims; and
- 14 E. awarding plaintiffs and other members of the Class such other and further
15 relief as may be just and proper under the circumstances.

16 **JURY DEMAND**

17 Plaintiffs hereby demand a trial by jury.

18 DATED: June 20, 2012

19 **SEEGER WEISS LLP**

20 

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24 CLASS ACTION COMPLAINT

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Attorneys for the Plaintiffs

CERTIFICATION

I, _____, ("Plaintiff") declare, as to the claims asserted under the federal securities law that:

1. Plaintiff has reviewed the Complaint and authorizes its filing;
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, including providing testimony at deposition or trial, if necessary. I understand that _____ is not a claim form, and that my ability to share in any recovery as a member of the class is not dependent upon execution of this Plaintiff Certification.
4. Plaintiff's purchase and sale transaction(s) in the Facebook, Inc. (NASDAQ: FB) security that is the subject of this action during the Class Period is/are as follows:

Type of Security (common stock, preferred option, or bond)	Number of Shares	Bought	Sold	Date	Price per share

(Please list additional purchase and sale information on a separate sheet of paper, if necessary)

5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-workers, any corporations or other entities, and/or any beneficial owners).
6. During the three years prior to the date of this Certification, Plaintiff has not sought to serve or served as a representative party for a class in an action filed under the federal securities law, except as described below: _____
7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this _____ day of _____, 2012.

Plaintiff

CERTIFICATION

I, THOMAS J. AHRENDSEN ("Plaintiff") declare, as to the claims asserted under the federal securities law that:

1. Plaintiff has reviewed the Complaint and authorizes its filing;
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, including providing testimony at deposition or trial, if necessary. I understand that this Certification is not a claim form, and that my ability to share in any recovery as a member of the class is not dependent upon execution of this Plaintiff Certification.
4. Plaintiff's purchase and sale transaction(s) in the Facebook, Inc. (NASDAQ: FB) security that is the subject of this action during the Class Period is/are as follows:

Number of Shares	Bought	Sold	Date	Price per share
200	X		8/18/12	\$38.00

5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-workers, any corporations or other entities, and/or any beneficial owners).
6. During the three years prior to the date of this Certification, Plaintiff has not sought to serve or served as a representative party for a class in an action filed under the federal securities law.
7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 7th day of June, 2012.



CERTIFICATION

I, Aaron Levine, ("Plaintiff") declare, as to the claims asserted under the federal securities law that:

1. Plaintiff has reviewed the Complaint and authorizes its filing;
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
3. Plaintiff is willing to serve as a representative party on behalf of the class, either individually or as part of a group, including providing testimony at deposition or trial, if necessary. I understand that this Certification is not a claim form, and that my ability to share in any recovery as a member of the class is not dependent upon execution of this Plaintiff Certification.
4. Plaintiff's purchase and sale transaction(s) in the Facebook, Inc. (NASDAQ: FB) security that is the subject of this action during the Class Period is/are as follows:

Number of Shares	Bought	Sold	Date	Price per share
55	\$2,090.00		5/17/12	\$38.00
55		\$1,747.39	5/23/12	\$31.77

5. Plaintiff has complete authority to bring a suit to recover for investment losses on behalf of purchasers of the subject securities described herein (including Plaintiff, any co-workers, any corporations or other entities, and/or any beneficial owners).
6. During the three years prior to the date of this Certification, Plaintiff has not sought to serve or served as a representative party for a class in an action filed under the federal securities law.
7. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of June, 2012.

