



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 7, 2025

Michael Kaplan
Davis Polk & Wardell LLP

Re: Meta Platforms, Inc. (the "Company")
Incoming letter dated January 21, 2025

Dear Michael Kaplan:

This letter is in response to your correspondence concerning a shareholder proposal (the "Proposal") from John Chevedden (the "Proponent").

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because you represent that the Company has not received the Proposal, the Proponent has not provided proof of delivery, and the deadline for submitting proposals has passed. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

To avoid questions regarding proper and timely delivery of proposals and related correspondence, we continue to encourage the use of delivery methods that allow for verification of delivery to the intended recipient.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

January 21, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Meta Platforms, Inc., a Delaware corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials that the Company intends to distribute in connection with its 2025 Annual Meeting of Shareholders (the “**2025 Proxy Materials**”).

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2025 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2025 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

BACKGROUND

The Company first received notice of the Proposal from the receipt of two duplicative emails that the Proponent sent to Ms. Feng, Associate General Counsel of the Company, on January 8, 2025 (the “**January 8th Emails**”), 19 days after the deadline disclosed in the proxy statement. See Exhibit A. The January 8th Emails asked whether the Company intended to waive the proof of ownership for a proposal that the Proponent indicated he had previously sent.

Since Ms. Feng had not received any prior correspondence from the Proponent, and to her knowledge, neither had anyone else at the Company, Ms. Feng responded to the Proponent within five hours asking the Proponent for information regarding delivery of the Proposal. See Exhibit B.

In response on January 9, 2025, the Proponent forwarded Ms. Feng a copy of an email dated December 19, 2024 (the “**December 19th Email**”) purporting to attach the Proposal which appeared to have been sent to the email address of Ms. Feng. See Exhibit C. However, the December 19th Email, as forwarded by the

Davis Polk

Proponent to Ms. Feng on January 9, 2025, did not in fact contain any attachments and did not otherwise contain the Proposal.

Ms. Feng searched all of her inbox folders, including spam accounts, and stated that she has no record of ever receiving the December 19th Email. The Company's Enterprise Engineering Department then thoroughly searched the Company's entire email system for any record that the Company received the December 19th Email. The search of the Company's email servers included confirming that the December 19th Email was not otherwise received at the Company, but then blocked by a spam filter or a Company firewall. A specialist ran a substantial review using industry standard email search tools (i.e., Proofpoint Protection Server SmartSearch and Microsoft 365 Exchange Online message tracking) and multiple search parameters, such as the Proponent's email address, December 19, 2024 as the date of email and subject keywords. None of these searches produced any record that the December 19th Email was ever received by the Company's email servers.

Although the December 19th Email asked for confirmation of receipt, which the Proponent did not receive, the Proponent made no other attempt to contact the Company until the January 8th Emails, which was 20 days after his first correspondence attempt. The only other communications subsequently received by Ms. Feng from the Proponent were the email received on January 9, 2025, which forwarded the December 19th Email, and an email received on January 15, 2025, in which the Proponent asked Ms. Feng what steps the Company's IT department took to locate the December 19th Email. See Exhibit D.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal from the Proponent at its principal executive offices before the December 20, 2024 deadline for submitting shareholder proposals to the Company (the "**Proposal Deadline**"). Rule 14a-8(e)(2) provides, in part, that for a regularly scheduled annual meeting, "[t]he proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." The Proposal Deadline was calculated by the Company in accordance with Staff guidance set forth in Section C.3.b of Staff Legal Bulletin No. 14 (July 13, 2001) ("**SLB 14**") and disclosed in the Company's proxy statement for the 2024 annual meeting.¹

SLB 14 emphasizes that "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline...." Staff Legal Bulletin No. 14C (June 28, 2005) states that "[a] shareholder proponent is encouraged to submit a proposal...by means that allows him or her to determine when the proposal or response was received by the company." The Staff further noted in Staff Legal Bulletin No. 14L (November 3, 2021) that "email delivery confirmations and company server logs may not be sufficient to prove receipt of emails as they only serve to prove that emails were sent. In addition, spam filters...can prevent an email from being delivered to the appropriate recipient."

Rule 14a-8(f) states that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline." Because the failure to timely submit a shareholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the proposal under Rule 14a-8(e).

¹ See page 89 of the proxy statement for the 2024 annual meeting:
<https://www.sec.gov/Archives/edgar/data/62709/000119312524081524/d365210ddef14a.htm>.

DavisPolk

The Staff has concurred in other instances where the submission of a shareholder proposal by email was received past the deadline. See, e.g., *Charles River Laboratories International, Inc.* (Mar. 17, 2021) (the company did not receive a proposal submitted by email on a timely basis where the email was blocked by the email security vendor as a potentially malicious email); and *Teledoc Health, Inc.* (Mar. 20, 2020) (same).

Consistent with the Staff's approach in the above letters, the Company believes that the Proposal may be excluded from the 2025 Proxy Materials in reliance on Rule 14a-8(e)(2).

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2025 Proxy Materials pursuant to Rule 14a-8(e)(2). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2025 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the Commission if it so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Please do not hesitate to call me at (212) 450-4111 if we may be of any further assistance in this matter.

Respectfully yours,



Michael Kaplan

Attachment: Exhibit A; Exhibit B; Exhibit C; Exhibit D

cc w/ att: John Chevedden
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary,
Meta Platforms, Inc.

The January 8th Emails

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 11:41 PM
To: Geneieve Feng; [REDACTED]
Subject: META

Dear Ms. Feng,

Does META waive the broker letter for the timely submitted rule 14a-8 proposal.

John Chevedden

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 11:42 PM
To: Geneieve Feng; [REDACTED]
Subject: META

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,
Does META waive the broker letter for the timely submitted ruel 14a-8 proposal.
John Chevedden

Correspondence

From: Genevieve Feng [REDACTED]
Sent: Thursday, January 9, 2025 12:59 AM
To: John Chevedden; corporatesecretary
Subject: Re: META

Hello Mr. Chevedden,

Thank you for your email. Meta does not plan to waive receipt of proof of ownership/ broker letter for any proposal submitted under Rule 14a-8. As we do not have any record of prior correspondence from you, can you please specify and provide all relevant details regarding the proposal you are referring to?

Thank you,
Gen

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 8:41 PM
To: Genevieve Feng [REDACTED]; corporatesecretary [REDACTED]
Subject: META

This Message Is From an Untrusted Sender

You have not previously corresponded with this sender.

Dear Ms. Feng,
Does META waive the broker letter for the timely submitted ruel 14a-8 proposal.
John Chevedden

The December 19th Email

From: John Chevedden [REDACTED]
Sent: Thursday, January 9, 2025 8:54 AM
To: Geneieve Feng
Subject: Fwd: Rule 14a-8 Proposal (META)

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,
This message forwarded the 2025 rule 14a-8 proposal.
John Chevedden

Begin forwarded message:

From: John Chevedden [REDACTED]
Subject: Rule 14a-8 Proposal (META)
Date: December 19, 2024 at 10:57:11 AM PST
To: Geneieve Feng [REDACTED]



Rule 14a-8 Proposal (META)

Dear Ms. Feng,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

The January 15th Email

From: John Chevedden [REDACTED]
Sent: Wednesday, January 15, 2025 8:18 PM
To: Genevieve Feng
Subject: META

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,

Please advise the steps the Meta IT Department took to locate the below email message.

John Chevedden

From: John Chevedden [REDACTED]
Subject: Rule 14a-8 Proposal (META)
Date: December 19, 2024 at 10:57:11 AM PST
To: Genevieve Feng [REDACTED]



Rule 14a-8 Proposal (META)

Dear Ms. Feng,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

January 21, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Meta Platforms, Inc. (META)
Clawback Policy
Regarding January 21, 2025 No Action Request
632351

Ladies and Gentlemen:

Attached is the page from the 2024 META annual meeting proxy giving this email address for submittal of rule 14a-8 proposals:

<corporatesecretary@meta.com>

Then there are copies of 2 email messages forwarding the 2025 rule 14a-8 proposal to META at the above email address and the proposal itself.

The 2024 META proxy “strongly” encouraged shareholders to use this email address for rule 14a-8 proposals.

Sincerely,


John Chevedden

cc: Genevieve Feng

You may present proposals for action at a future meeting or submit nominations for election of directors only if you comply with the requirements of the rules established by the SEC and our amended and restated bylaws, as applicable.

In order for a shareholder proposal to be considered for inclusion in our proxy statement and form of proxy relating to our annual meeting of shareholders to be held in 2025 pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (Exchange Act), the proposal must be received by us via email at CorporateSecretary@meta.com or via physical mail sent to our principal executive offices no later than December 20, 2024. Submissions should be made to Meta Platforms, Inc., 1 Meta Way, Menlo Park, California 94025, Attention: Secretary.

We strongly encourage you to use the email address above to submit a proposal rather than submitting a proposal via physical mail. If a proposal is sent via physical mail, please ensure that it can be forwarded and we recommend that you follow up with an email to us as well. If these steps are not followed, we may not receive your proposal by the deadline.

Shareholders wishing to bring a proposal or nominate a director at the annual meeting to be held in 2025 under our amended and restated bylaws must provide written notice of such proposal to our Secretary at our principal executive offices between close of business January 29, 2025 and close of business February 28, 2025 and comply with the other provisions of our amended and restated bylaws. In addition to complying with the advance notice provisions of our amended and restated bylaws, to nominate a director, shareholders must give timely notice that complies with the additional requirements of Rule 14a-19 under the Exchange Act, which must be received no later than March 31, 2025.

20. How do I contact the board of directors?

Shareholders may contact our board of directors by sending an email to our Secretary via email at CorporateSecretary@meta.com. Each communication should specify the applicable addressee or addressees to be contacted, the general topic of the communication, and the class and number of shares of our stock that are owned of record (if a record holder) or beneficially. If a shareholder wishes to contact the independent members of the board of directors, the shareholder should address such communication to the attention of the Lead Independent Director at the email address above. Our Secretary or her designee reviews all correspondence and forwards to the addressee all correspondence determined to be appropriate for delivery. Materials that may not be forwarded include junk mail and items that do not pertain to board matters.

21. Who is paying for the solicitation of my proxy, and how are proxies solicited?

The expenses of soliciting proxies to be voted at the Annual Meeting will be paid by us. In addition to the mailing of the Proxy Materials and other soliciting materials, we or our directors, executive officers, employees, or agents may also solicit proxies in person, by telephone, or by electronic communication. We have also engaged Morrow Sodali LLC (Morrow Sodali) as our proxy solicitor to assist in the solicitation of proxies for the Annual Meeting and have agreed to pay a fee of \$25,000 for these services. We will also reimburse Morrow Sodali for reasonable out-of-pocket expenses and indemnify Morrow Sodali and its affiliates against certain claims, liabilities, losses, damages, and expenses.

Following the original mailing of the Proxy Materials and other soliciting materials, we will request that banks, brokers, custodians, nominees, and other record holders of our Class A common stock and Class B common stock forward copies of the Proxy Materials and other soliciting materials to persons for whom they hold shares of Class A common stock and Class B common stock and request authority for the exercise of proxies. We will reimburse banks, brokers, custodians, nominees, and other record holders for reasonable charges and expenses incurred in forwarding soliciting materials to their clients. Shareholders voting via the telephone or internet should understand that there may be costs associated with telephonic or electronic access, such as usage charges from telephone companies and internet service providers, which must be borne by the shareholder.

If you have questions about how to vote or direct a vote in respect of your shares or about the proposals, or if you need additional copies of the proxy statement or proxy card, you may contact Morrow Sodali at:

Morrow Sodali LLC
333 Ludlow Street — 5th Floor
South Tower
Stamford, Connecticut 06902
Tel: (800) 662-5200
Banks and brokers call: (203) 658-9400
Email: META.info@investor.morrowsodali.com

Dec. 17

John Chevedden
Rule 14a-8 Proposal (META)
To: CorporateSecretary@meta.com



Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8.
Per SEC SLB 141, Section F, the Securities and Exchange Commission encourages both shareholder proponents to acknowledge receipt of emails when requested.
I so request.

Hard copies of any request related to this proposal are not needed.
email cover message.

The proponent is available for a telephone meeting on the first Monday
substantial date at noon PT.
Please arrange in advance in a separate email message regarding a
John Chevedden

SEP2024A.12-17
060509256

cc Sent - Earthlink, December 17, 2024 at 6:52 AM

To: [REDACTED]
Cc: [REDACTED]
Bcc: [REDACTED]
Subject: Rule 14a-8 Proposal (META)
From: John Chevedden - [REDACTED] PII
Message Size: 2.9 KB

begin forwarded message:

From: John Chevedden
Subject: Rule 14a-8 Proposal (META)
Date: December 17, 2024 at 6:52:52 AM PST
To: CorporateSecretary@meta.com



Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 141, Section F, the Securities and Exchange Commission Staff encourages both receipt of emails when requested.
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I c
The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-4
Please arrange in advance in a separate email message regarding a meeting if needed.
John Chevedden

PII

JOHN CHEVEDDEN

PII

Ms. Katherine R. Kelly
Corporate Secretary
Meta Platforms, Inc. (META)
1 Meta Way
Menlo Park, CA 94025
PH: 650 543 4800

Dear Ms. Kelly,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

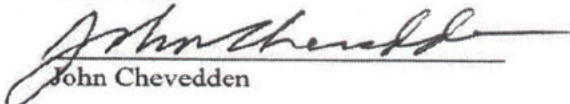
Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to PII it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden

December 17, 2024
Date

cc: CorporateSecretary@meta.com

[META: Rule 14a-8 Proposal, December 17, 2024]
[This line and any line above it is not for publication.]

Proposal 4 – Support Improved Clawback Policy regarding Unearned Executive Pay

Shareholders ask the Board of Directors to amend the Company Policy on recoupment of incentive pay to apply to the each Named Executive Officer and to state that conduct or negligence – not merely misconduct – shall trigger mandatory application of that policy. Also the Board shall report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to NEOs under this policy.

This improved clawback policy shall at least be included in the Governance Guidelines of the Company or similar document and be easily accessible on the Company website.

The current Clawback Policy is incomplete and can be difficult for shareholders to access.

Wells Fargo offers a prime example of why Meta needs a stronger policy. After 2016 Congressional hearings, Wells Fargo agreed to pay \$185 million to resolve claims of fraudulent sales practices. The Wells Fargo Board then moved to claw back \$136 million from 2 top executives. Wells Fargo unfortunately concluded that the CEO had only turned a blind eye to the practice of opening fraudulent accounts and thus failed to attempt any clawback and left \$136 million on the table.

At minimum this proposal alerts Meta shareholders that Meta executives can now be richly rewarded even when they are negligent. This is the wrong incentive for Meta executives at a time when the best incentives for Meta executives should be adopted.

Please vote yes:

**Support Improved Clawback Policy regarding Unearned Executive Pay –
Proposal 4**

[The line above – Is for publication.]

[Please assign the correct proposal number in the 2 places.]

Notes:

"Proposal 4" stands in for the final proposal number that management will assign.

The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email

PII

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



From: John Chevedden
To: ShareholderProposals
Cc: Genevieve Feng; corporatesecretary@meta.com; Chiu, Ning
Subject: #1 No Action Request Counterpoint (META) Supplement Meta Platforms, Inc. (META) 632351
Date: Wednesday, January 22, 2025 10:10:19 AM
Attachments: Screen Shot 2025-01-22 at 6:54:15 AM.png

#1 No Action Request Counterpoint (META) Supplement Meta Platforms, Inc. (META) 632351

Ladies and Gentlemen,

Please see the below evidence.

I have not yet figured out a way to forward evidence of this quality using the no action form.

I do not know a way to redact parts of this critical evidence.

Sincerely,

John Chevedden

John Chevedden
META
To: Genevieve Feng

Dear Ms. Feng,
Please advise the steps the Meta IT Department took to locate the below email message.
John Chevedden

From: John Chevedden
Subject: Rule 14a-8 Proposal (META)
Date: December 19, 2024 at 10:57:11 AM PST
To: Genevieve Feng <genfeng@meta.com>

FOR Shareholder Rights

Rule 14a-8 Proposal (META)

Dear Ms. Feng,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission encourages receipt of emails when requested.
I so request.

Hard copies of any request related to this proposal are not needed.

The preponent is available for a telephone meeting on the first Monday.
Please arrange in advance in a separate email message regarding a
John Chevedden

FOR Shareholder Rights

Rule 14a-8 Proposal (META)

Dear Ms. Feng,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission encourages receipt of emails when requested.

January 22, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
Meta Platforms, Inc. (META)
Clawback Policy
Regarding January 21, 2025 No Action Request
632351

Ladies and Gentlemen:

The narrative of the META Enterprise Engineering Department purported search is defective because the proponent provided evidence of at least 3 email messages to properly forward the rule 14a-8 proposal to META and the META Enterprise Engineering Department only addressed one message.

Perhaps META can explain how the META Enterprise Engineering Department overlooked incoming email messages from the proponent to the META email address specified in the 2024 META annual meeting proxy.

Sincerely,


John Chevedden

cc: Genevieve Feng

February 10, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Meta Platforms, Inc., a Delaware corporation (the “**Company**”), we are writing to respond to the three communications from John Chevedden (the “**Proponent**”) submitted on January 21, 2025 and January 22, 2025 (collectively, the “**Proponent Response Communications**”) with respect to the Company’s no-action letter request dated January 21, 2025 (the “**No-Action Letter**”) regarding the shareholder proposal (the “**Proposal**”) submitted by the Proponent for inclusion in the proxy materials the Company intends to distribute in connection with its 2025 Annual Meeting of Shareholders (the “**2025 Proxy Materials**”). Capitalized terms not defined herein are used as defined in the No-Action Letter. Copies of the No-Action Letter and the Proponent Response Communications (each without attachments) are attached hereto as Exhibit A and Exhibit B, respectively. We have been advised by the Company as to the factual matters set forth herein.

The Proposal May Be Properly Omitted Because the Company Did Not Receive the Proposal at Its Executive Offices by the Deadline for Submitting Shareholder Proposals to the Company in Violation of Rule 14a-8(e)(2).

As noted in the No-Action Letter, the Company did not receive notification of the Proposal until after the deadline for submission of shareholder proposals under Rule 14a-8, which was December 20, 2024.

The Company first received notice that the Proponent had attempted to send the Proposal by means of the two January 8th Emails. In response to the Company’s reply to the January 8th Emails requesting information regarding delivery of the Proposal, the Proponent forwarded a copy of the December 19th Email, which appeared to have been sent to the email address of Ms. Feng.

In addition to sending the January 8th Emails, the Proponent also sent an email on January 15, 2025 (the “**January 15th Email**”), in which the Proponent asked Ms. Feng what steps the Company’s IT department took to locate the December 19th Email. The Proponent did not advise the Company in any of these emails that he had sent any other correspondence, via email or mail, containing the Proposal prior to the deadline for submission of shareholder proposals under Rule 14a-8.

The Proponent Response Communications is the first time the Company became aware that the Proponent had attempted to send other emails to the Company in December, including the emails from December 17, 2024 and December 18, 2024 (the “**Additional December Emails**”).

Davis Polk

As we explained in the No-Action Letter, the Company's Enterprise Engineering Department ran searches of the Company's email server system to determine if anyone at the Company had received any email from the Proponent on December 19, 2024. In performing such search, the Company used the industry standard email search tools noted in the No-Action Letter and searched the Company's entire email server. The Company reiterates that there is no record that any email from the Proponent was ever received by the Company's email servers on December 19, 2024.

The Company confirms that as part of the Enterprise Engineering Department's search for the December 19th Email, it searched all of its email servers for messages from the Proponent during the period from December 11, 2024 to January 10, 2025 and did not find any record that any of the Additional December Emails were ever received by the Company's email servers.

Therefore, the Proponent failed to submit the Proposal by the Company's deadline for submission of shareholder proposals under Rule 14a-8.

CONCLUSION

For the reasons noted above, the Company continues to believe that it may exclude the Proposal from its 2025 Proxy Materials pursuant to Rule 14a-8(e)(2).

Respectfully yours,

Michael Kaplan

Attachment: Exhibit A; Exhibit B

cc w/ att: John Chevedden
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary, Meta Platforms, Inc.

Exhibit A

No-Action Letter

January 21, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Meta Platforms, Inc., a Delaware corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials that the Company intends to distribute in connection with its 2025 Annual Meeting of Shareholders (the “**2025 Proxy Materials**”).

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2025 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2025 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

BACKGROUND

The Company first received notice of the Proposal from the receipt of two duplicative emails that the Proponent sent to Ms. Feng, Associate General Counsel of the Company, on January 8, 2025 (the “**January 8th Emails**”), 19 days after the deadline disclosed in the proxy statement. See Exhibit A. The January 8th Emails asked whether the Company intended to waive the proof of ownership for a proposal that the Proponent indicated he had previously sent.

Since Ms. Feng had not received any prior correspondence from the Proponent, and to her knowledge, neither had anyone else at the Company, Ms. Feng responded to the Proponent within five hours asking the Proponent for information regarding delivery of the Proposal. See Exhibit B.

In response on January 9, 2025, the Proponent forwarded Ms. Feng a copy of an email dated December 19, 2024 (the “**December 19th Email**”) purporting to attach the Proposal which appeared to have been sent to the email address of Ms. Feng. See Exhibit C. However, the December 19th Email, as forwarded by the

Davis Polk

Proponent to Ms. Feng on January 9, 2025, did not in fact contain any attachments and did not otherwise contain the Proposal.

Ms. Feng searched all of her inbox folders, including spam accounts, and stated that she has no record of ever receiving the December 19th Email. The Company's Enterprise Engineering Department then thoroughly searched the Company's entire email system for any record that the Company received the December 19th Email. The search of the Company's email servers included confirming that the December 19th Email was not otherwise received at the Company, but then blocked by a spam filter or a Company firewall. A specialist ran a substantial review using industry standard email search tools (i.e., Proofpoint Protection Server SmartSearch and Microsoft 365 Exchange Online message tracking) and multiple search parameters, such as the Proponent's email address, December 19, 2024 as the date of email and subject keywords. None of these searches produced any record that the December 19th Email was ever received by the Company's email servers.

Although the December 19th Email asked for confirmation of receipt, which the Proponent did not receive, the Proponent made no other attempt to contact the Company until the January 8th Emails, which was 20 days after his first correspondence attempt. The only other communications subsequently received by Ms. Feng from the Proponent were the email received on January 9, 2025, which forwarded the December 19th Email, and an email received on January 15, 2025, in which the Proponent asked Ms. Feng what steps the Company's IT department took to locate the December 19th Email. See Exhibit D.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal from the Proponent at its principal executive offices before the December 20, 2024 deadline for submitting shareholder proposals to the Company (the "**Proposal Deadline**"). Rule 14a-8(e)(2) provides, in part, that for a regularly scheduled annual meeting, "[t]he proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." The Proposal Deadline was calculated by the Company in accordance with Staff guidance set forth in Section C.3.b of Staff Legal Bulletin No. 14 (July 13, 2001) ("**SLB 14**") and disclosed in the Company's proxy statement for the 2024 annual meeting.¹

SLB 14 emphasizes that "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline...." Staff Legal Bulletin No. 14C (June 28, 2005) states that "[a] shareholder proponent is encouraged to submit a proposal...by means that allows him or her to determine when the proposal or response was received by the company." The Staff further noted in Staff Legal Bulletin No. 14L (November 3, 2021) that "email delivery confirmations and company server logs may not be sufficient to prove receipt of emails as they only serve to prove that emails were sent. In addition, spam filters...can prevent an email from being delivered to the appropriate recipient."

Rule 14a-8(f) states that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline." Because the failure to timely submit a shareholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the proposal under Rule 14a-8(e).

¹ See page 89 of the proxy statement for the 2024 annual meeting:
<https://www.sec.gov/Archives/edgar/data/62709/000119312524081524/d365210ddef14a.htm>.

DavisPolk

The Staff has concurred in other instances where the submission of a shareholder proposal by email was received past the deadline. See, e.g., *Charles River Laboratories International, Inc.* (Mar. 17, 2021) (the company did not receive a proposal submitted by email on a timely basis where the email was blocked by the email security vendor as a potentially malicious email); and *Teledoc Health, Inc.* (Mar. 20, 2020) (same).

Consistent with the Staff's approach in the above letters, the Company believes that the Proposal may be excluded from the 2025 Proxy Materials in reliance on Rule 14a-8(e)(2).

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2025 Proxy Materials pursuant to Rule 14a-8(e)(2). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2025 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the Commission if it so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Please do not hesitate to call me at (212) 450-4111 if we may be of any further assistance in this matter.

Respectfully yours,



Michael Kaplan

Attachment: Exhibit A; Exhibit B; Exhibit C; Exhibit D

cc w/ att: John Chevedden
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary,
Meta Platforms, Inc.

The January 8th Emails

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 11:41 PM
To: Geneieve Feng; [REDACTED]
Subject: META

Dear Ms. Feng,

Does META waive the broker letter for the timely submitted rule 14a-8 proposal.

John Chevedden

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 11:42 PM
To: Geneieve Feng; [REDACTED]
Subject: META

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,
Does META waive the broker letter for the timely submitted ruel 14a-8 proposal.
John Chevedden

Correspondence

From: Genevieve Feng [REDACTED]
Sent: Thursday, January 9, 2025 12:59 AM
To: John Chevedden; corporatesecretary
Subject: Re: META

Hello Mr. Chevedden,

Thank you for your email. Meta does not plan to waive receipt of proof of ownership/ broker letter for any proposal submitted under Rule 14a-8. As we do not have any record of prior correspondence from you, can you please specify and provide all relevant details regarding the proposal you are referring to?

Thank you,
Gen

From: John Chevedden [REDACTED]
Sent: Wednesday, January 8, 2025 8:41 PM
To: Genevieve Feng [REDACTED]; corporatesecretary [REDACTED]
Subject: META

This Message Is From an Untrusted Sender

You have not previously corresponded with this sender.

Dear Ms. Feng,
Does META waive the broker letter for the timely submitted ruel 14a-8 proposal.
John Chevedden

The December 19th Email

From: John Chevedden [REDACTED]
Sent: Thursday, January 9, 2025 8:54 AM
To: Geneieve Feng
Subject: Fwd: Rule 14a-8 Proposal (META)

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,
This message forwarded the 2025 rule 14a-8 proposal.
John Chevedden

Begin forwarded message:

From: John Chevedden [REDACTED]
Subject: Rule 14a-8 Proposal (META)
Date: December 19, 2024 at 10:57:11 AM PST
To: Geneieve Feng [REDACTED]



Rule 14a-8 Proposal (META)

Dear Ms. Feng,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

The January 15th Email

From: John Chevedden [REDACTED]
Sent: Wednesday, January 15, 2025 8:18 PM
To: Genevieve Feng
Subject: META

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Dear Ms. Feng,

Please advise the steps the Meta IT Department took to locate the below email message.

John Chevedden

From: John Chevedden [REDACTED]
Subject: Rule 14a-8 Proposal (META)
Date: December 19, 2024 at 10:57:11 AM PST
To: Genevieve Feng [REDACTED]



Rule 14a-8 Proposal (META)

Dear Ms. Feng,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

Proponent Response Communications

January 21, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**# 1 Rule 14a-8 Proposal
Meta Platforms, Inc. (META)
Clawback Policy
Regarding January 21, 2025 No Action Request
632351**

Ladies and Gentlemen:

Attached is the page from the 2024 META annual meeting proxy giving this email address for submittal of rule 14a-8 proposals:

<corporatesecretary@meta.com>

Then there are copies of 2 email messages forwarding the 2025 rule 14a-8 proposal to META at the above email address and the proposal itself.

The 2024 META proxy “strongly” encouraged shareholders to use this email address for rule 14a-8 proposals.

Sincerely,


John Chevedden

cc: Genevieve Feng

You may present proposals for action at a future meeting or submit nominations for election of directors only if you comply with the requirements of the rules established by the SEC and our amended and restated bylaws, as applicable.

In order for a shareholder proposal to be considered for inclusion in our proxy statement and form of proxy relating to our annual meeting of shareholders to be held in 2025 pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (Exchange Act), the proposal must be received by us via email at CorporateSecretary@meta.com or via physical mail sent to our principal executive offices no later than December 20, 2024. Submissions should be made to Meta Platforms, Inc., 1 Meta Way, Menlo Park, California 94025, Attention: Secretary.

We strongly encourage you to use the email address above to submit a proposal rather than submitting a proposal via physical mail. If a proposal is sent via physical mail, please ensure that it can be forwarded and we recommend that you follow up with an email to us as well. If these steps are not followed, we may not receive your proposal by the deadline.

Shareholders wishing to bring a proposal or nominate a director at the annual meeting to be held in 2025 under our amended and restated bylaws must provide written notice of such proposal to our Secretary at our principal executive offices between close of business January 29, 2025 and close of business February 28, 2025 and comply with the other provisions of our amended and restated bylaws. In addition to complying with the advance notice provisions of our amended and restated bylaws, to nominate a director, shareholders must give timely notice that complies with the additional requirements of Rule 14a-19 under the Exchange Act, which must be received no later than March 31, 2025.

20. How do I contact the board of directors?

Shareholders may contact our board of directors by sending an email to our Secretary via email at CorporateSecretary@meta.com. Each communication should specify the applicable addressee or addressees to be contacted, the general topic of the communication, and the class and number of shares of our stock that are owned of record (if a record holder) or beneficially. If a shareholder wishes to contact the independent members of the board of directors, the shareholder should address such communication to the attention of the Lead Independent Director at the email address above. Our Secretary or her designee reviews all correspondence and forwards to the addressee all correspondence determined to be appropriate for delivery. Materials that may not be forwarded include junk mail and items that do not pertain to board matters.

21. Who is paying for the solicitation of my proxy, and how are proxies solicited?

The expenses of soliciting proxies to be voted at the Annual Meeting will be paid by us. In addition to the mailing of the Proxy Materials and other soliciting materials, we or our directors, executive officers, employees, or agents may also solicit proxies in person, by telephone, or by electronic communication. We have also engaged Morrow Sodali LLC (Morrow Sodali) as our proxy solicitor to assist in the solicitation of proxies for the Annual Meeting and have agreed to pay a fee of \$25,000 for these services. We will also reimburse Morrow Sodali for reasonable out-of-pocket expenses and indemnify Morrow Sodali and its affiliates against certain claims, liabilities, losses, damages, and expenses.

Following the original mailing of the Proxy Materials and other soliciting materials, we will request that banks, brokers, custodians, nominees, and other record holders of our Class A common stock and Class B common stock forward copies of the Proxy Materials and other soliciting materials to persons for whom they hold shares of Class A common stock and Class B common stock and request authority for the exercise of proxies. We will reimburse banks, brokers, custodians, nominees, and other record holders for reasonable charges and expenses incurred in forwarding soliciting materials to their clients. Shareholders voting via the telephone or internet should understand that there may be costs associated with telephonic or electronic access, such as usage charges from telephone companies and internet service providers, which must be borne by the shareholder.

If you have questions about how to vote or direct a vote in respect of your shares or about the proposals, or if you need additional copies of the proxy statement or proxy card, you may contact Morrow Sodali at:

Morrow Sodali LLC
333 Ludlow Street — 5th Floor
South Tower
Stamford, Connecticut 06902
Tel: (800) 662-5200
Banks and brokers call: (203) 658-9400
Email: META.info@investor.morrowsodali.com

Dec. 17

John Chevedden
Rule 14a-8 Proposal (META)
To: CorporateSecretary@meta.com



Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8.
Per SEC SLB 141, Section F, the Securities and Exchange Commission
shareholder proponents to acknowledge receipt of emails when request
I so request.

Hard copies of any request related to this proposal are not needed.
email cover message.

The proponent is available for a telephone meeting on the first Monday
substantial date at noon PT.
Please arrange in advance in a separate email message regarding a
John Chevedden

SEP2024.12.17
06000206

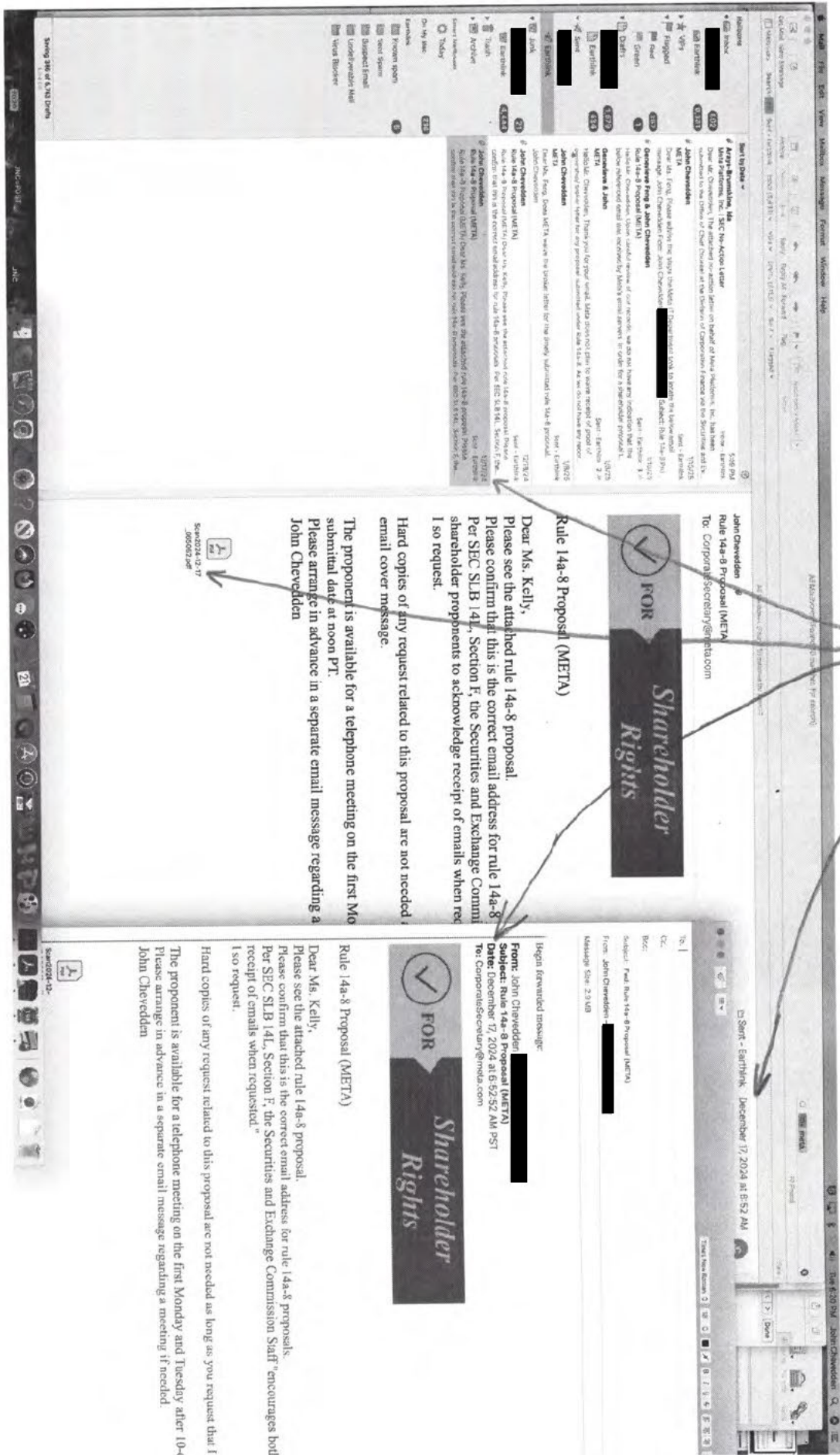
From: John Chevedden
Subject: Rule 14a-8 Proposal (META)
Date: December 17, 2024 at 6:52:52 AM PST
To: CorporateSecretary@meta.com



Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 141, Section F, the Securities and Exchange Commission Staff encourages both
receipt of emails when requested.
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I c
The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-01
Please arrange in advance in a separate email message regarding a meeting if needed.
John Chevedden



Dec. 18

At this company (linked to another by email)

John Chevedden
Rule 14a-8 Proposal (META)
To: CorporateSecretary@meta.com

Sent - Earthlink December 18, 2024 at 8:06 PM

From: John Chevedden
Subject: Rule 14a-8 Proposal (META)

Message Size: 21 KB



Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule
Per SEC SLB 14L, Section F, the Securities and Exchange
shareholder proponents to acknowledge receipt of emails w
I so request.

Hard copies of any request related to this proposal are not n
email cover message.

The proponent is available for a telephone meeting on the fi
substantial date at noon PT.
Please arrange in advance in a separate email message rega
John Chevedden



Begin forwarded message:
From: John Chevedden
Subject: Rule 14a-8 Proposal (META)
Date: December 18, 2024 at 8:06:28 PM PST
To: CorporateSecretary@meta.com

Rule 14a-8 Proposal (META)

Dear Ms. Kelly,
Please see the attached rule 14a-8 proposal.
Please confirm that this is the correct email address for rule 14a-8 proposals.
Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both compa
of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm
The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of ti
Please arrange in advance in a separate email message regarding a meeting if needed.
John Chevedden

Microsoft Word Ribbon: File, Home, Insert, Layout, References, Mailings, Review, Send, Help

File: 14a-8 Proposal (META) - Save, Save As, Open, Recent, Print, Share, Help

Home: Font, Paragraph, Styles, Editing, Links, Comments, Language, Proofing, Window, Help

Insert: Tables, Illustrations, References, Mailings, Quick Parts, Hyperlinks, Comments, Language, Proofing, Window, Help

Layout: Margins, Orientation, Columns, Paragraphs, Text, Spacing, Indentation, Borders, Background, Colors, Themes, Styles, Window, Help

References: Table of Contents, Footnotes, Endnotes, Citations, Bibliography, Index, Table of Authorities, Cross-references, Document Assembly, Mailings, Quick Parts, Hyperlinks, Comments, Language, Proofing, Window, Help

Mailings: To, From, Subject, Body, Fields, Links, Comments, Language, Proofing, Window, Help

Review: Changes, Comments, Language, Proofing, Window, Help

Send: Send, Help

Ms. Katherine R. Kelly
Corporate Secretary
Meta Platforms, Inc. (META)
1 Meta Way
Menlo Park, CA 94025
PH: 650 543 4800

Dear Ms. Kelly,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

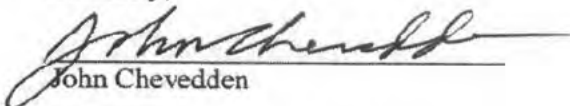
Please assign the proper sequential proposal number in each appropriate place.

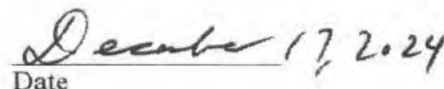
Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: CorporateSecretary@meta.com

[META: Rule 14a-8 Proposal, December 17, 2024]
[This line and any line above it is not for publication.]

Proposal 4 – Support Improved Clawback Policy regarding Unearned Executive Pay

Shareholders ask the Board of Directors to amend the Company Policy on recoupment of incentive pay to apply to the each Named Executive Officer and to state that conduct or negligence – not merely misconduct – shall trigger mandatory application of that policy. Also the Board shall report to shareholders in each annual meeting proxy the results of any deliberations regarding the policy, including the Board's reasons for not applying the policy after specific deliberations conclude, about whether or not to cancel or seek recoupment of unearned compensation paid, granted or awarded to NEOs under this policy.

This improved clawback policy shall at least be included in the Governance Guidelines of the Company or similar document and be easily accessible on the Company website.

The current Clawback Policy is incomplete and can be difficult for shareholders to access.

Wells Fargo offers a prime example of why Meta needs a stronger policy. After 2016 Congressional hearings, Wells Fargo agreed to pay \$185 million to resolve claims of fraudulent sales practices. The Wells Fargo Board then moved to claw back \$136 million from 2 top executives. Wells Fargo unfortunately concluded that the CEO had only turned a blind eye to the practice of opening fraudulent accounts and thus failed to attempt any clawback and left \$136 million on the table.

At minimum this proposal alerts Meta shareholders that Meta executives can now be richly rewarded even when they are negligent. This is the wrong incentive for Meta executives at a time when the best incentives for Meta executives should be adopted.

Please vote yes:

**Support Improved Clawback Policy regarding Unearned Executive Pay –
Proposal 4**

[The line above – Is for publication.]

[Please assign the correct proposal number in the 2 places.]

Notes:

"Proposal 4" stands in for the final proposal number that management will assign.

The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

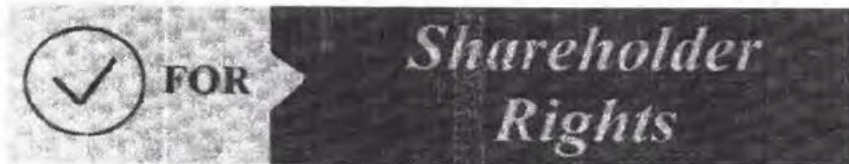
The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



January 22, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
Meta Platforms, Inc. (META)
Clawback Policy
Regarding January 21, 2025 No Action Request
632351

Ladies and Gentlemen:

The narrative of the META Enterprise Engineering Department purported search is defective because the proponent provided evidence of at least 3 email messages to properly forward the rule 14a-8 proposal to META and the META Enterprise Engineering Department only addressed one message.

Perhaps META can explain how the META Enterprise Engineering Department overlooked incoming email messages from the proponent to the META email address specified in the 2024 META annual meeting proxy.

Sincerely,



John Chevedden

cc: Genevieve Feng

From: John Chevedden [REDACTED]
Sent: Wednesday, January 22, 2025 10:10 AM
To: Office of Chief Counsel <shareholderproposals@sec.gov>
Cc: Genevieve Feng [REDACTED] <corporatesecretary@meta.com>; Chiu, Ning <[REDACTED]>
Subject: #1 No Action Request Counterpoint `(META) Supplement Meta Platforms, Inc. (META) 632351

#1 No Action Request Counterpoint `(META) Supplement Meta Platforms, Inc. (META) 632351

Ladies and Gentlemen,

Please see the below evidence.

I have not yet figured out a way to forward evidence of this quality using the no action form.

I do not know a way to redact parts of this critical evidence.

Sincerely,

John Chevedden

