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

DIVISION OF
CORPORATION FINANCE

March 7, 2024

Michael Kaplan
Davis Polk & Wardwell LLP

Re: Meta Platforms, Inc. (the "Company")
Incoming letter dated March 6, 2024

Dear Michael Kaplan:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by United Church Funds (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its January 23, 2024 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: Matthew J. Illian
United Church Funds

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

January 23, 2024

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**" or "**Meta**"), 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 submitted by United Church Funds (the "**Proponent**"), on December 8, 2023 (the "**Proposal**") for inclusion in the proxy materials that the Company intends to distribute in connection with its 2024 Annual Meeting of Shareholders (the "**2024 Proxy Materials**"). The Proposal is attached hereto as Exhibit A.

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 2024 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 2024 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.

THE PROPOSAL

The Proposal states:

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.

2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Meta's website.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12) because the Proposal deals with substantially the same subject matter as prior proposals that have been included in the Company's proxy materials and voted on twice within the preceding five calendar years and the most recent vote on such prior proposal, at the Company's 2023 Annual Meeting of Shareholders, was less than 15% of the votes cast (the "**2023 Annual Meeting**").

The Proposal May Be Excluded under Rule 14a-8(i)(12) Because it Deals with Substantially the Same Subject Matter as At Least Two Proposals Previously Submitted within the Last Five Years.

Rule 14a-8(i)(12) states in relevant part:

> "If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was… (ii) Less than 15 percent of the votes cast if previously voted on twice;"

The Commission has stated that judgments under Rule 14a-8(i)(12) are to be "based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns." Exchange Act Release No. 34-20091 (August 16, 1983). In past decisions, the Staff has consistently concluded that companies may properly exclude resubmissions that are based on similar substantive concerns, notwithstanding differences in specific language or implementing activities. (*See, e.g., The PNC Financial Services Group, Inc.* (Feb. 28, 2023); *Microsoft Corporation* (Sept. 28, 2021); *Alphabet, Inc.* (Apr. 16, 2019); *Apple Inc.* (Nov. 20, 2018); *JPMorgan Chase & Co.* (Jan. 27, 2017); *The Coca-Cola Co.* (Jan. 18, 2017)).

The Proposal's subject matter is a request that the Board prepare a report on the Company's policies and procedures related to direct and indirect lobbying, including with respect to payments made by the Company for direct and indirect lobbying and grassroots lobbying communications, and the Company's decision-making processes and oversight for making such payments. These are the same substantive concerns as prior shareholder proposals that were submitted and voted on at the Company's annual meetings held in 2023 and 2022 (respectively, the "**2023 Proposal**" and the "**2022 Proposal**," and collectively, the "**Prior Proposals**"). The text of the 2023 Proposal and 2022 Proposal are attached hereto as Exhibit B and Exhibit C, respectively.

As shown in the table below, the "resolved" clause of the Proposal is nearly identical, except for two immaterial differences, to each of the Prior Proposals, as is the action requested of the Company. The only other differences between the Proposal and the Prior Proposals are (i) the Proposal does not include

the "whereas" recital from the Prior Proposals (as the substance of such recital now appears in the Proposal under the supporting statement) and (ii) minor updates in the supporting statement to update contextual references based on the year in which each proposal was submitted. In each case, the supporting statement of each proposal fundamentally focuses on a request that the Company expand its disclosures on its lobbying payments. Below is a summary chart comparing the language of the Proposal to that of the Prior Proposals and demonstrating that the Proposal and the Prior Proposals all address substantially the same subject matter.

Proposal	2023 Proposal	2022 Proposal
"Resolved, shareholders request the preparation of a report, updated annually, disclosing: 1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications. 2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient. 3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above."	**"Resolved,** shareholders request the preparation of a report, updated annually, disclosing: 1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications. 2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient. 3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above."	**"Resolved,** stockholders request the preparation of a report, updated annually, disclosing: 1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications. 2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient. 3. Description of management's and the Board's decision-making process and oversight for making payments described in section 2 above."
"For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member."	"For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member."	"For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member."
"Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. The report shall be presented to the Audit Committee and posted on Meta's website."	"Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. The report shall be presented to the Audit Committee and posted on Meta's website."	"Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. The report shall be presented to the Audit Committee and posted on Meta's website."

		Proposal	2023 Proposal	2022 Proposal
Subject Matter	**The Company's lobbying expenditures**	"In aggregate, Meta spent $127,622,000 from 2014 - 2022 on domestic federal lobbying. Meta also lobbies abroad, spending between €8,000,000 - 8,999,999 on lobbying in Europe for 2022."	"In 2021, Meta spent $20.07 million on federal lobbying, its largest amount ever and more than any other company. Meta also lobbies abroad, being accused of shady lobbying and spending between €6,000,000 lobbying in Europe for 2021."	"In 2020, Meta spent $19.6 million on U.S. federal lobbying, the most of any tech company. In the same year, Meta spent €5,500,000 lobbying in Europe, the second largest lobbying spender across the continent."
	The trade associations, social welfare groups and nonprofits to which the Company has made payments	"Yet, Meta does not itemize how its lobbying payments are distributed to the 178 trade associations, social welfare groups (SWGs) and nonprofits listed on its website." "This includes SWGs that lobby like the American Edge	"We believe investors have a right to know the amounts of Meta's payments, including amounts used for lobbying, to 197 trade associations, social welfare groups (SWGs) and nonprofits for 2021." "This includes the Chamber of Commerce, SWGs that lobby like the American Edge Project	"We believe investors have a right to know how much of Meta's payments to the 197 trade associations, social welfare groups (SWGs) and nonprofits that it disclosed in 2020 were used for lobbying and public policy advocacy."

		Project and National Taxpayers Union, … ."	and National Taxpayers Union, … ."	"This includes payments to the Chamber of Commerce, "dark money" social welfare groups that lobby like the National Taxpayers Union… ."
	The potential reputational risk of such lobbying expenditures	"Meta's lack of disclosure presents reputational risk when it hides payments to dark money SWGs or contradicts company public positions."	"Meta's lack of disclosure presents reputational risk when it hides payments to dark money SWGs or contradicts company public positions."	"Meta's lack of disclosure presents reputational risks when its lobbying contradicts the company's public positions."

That the Proposal and Prior Proposals share the same substantive concern is evident from the fact that all three proposals include nearly the same "resolved" clause and request that the Company take the same exact action. In addition, the supporting statements of both the Proposal and the Prior Proposals are substantially consistent with each other and use essentially the same wording to emphasize such substantive concern. For example, each proposal states that the Company's "lack of disclosure presents reputation risk", including with respect to "climate" (which all three proposals address) and "privacy" (which the Proposal and the 2023 Proposal address).

We acknowledge that there are also certain differences of an immaterial nature. For example, only the 2023 Proposal and 2022 Proposal make reference to alleged payments to the Chamber of Commerce, while the Proposal references other institutions that are cited to have received payments from the Company, such as the State Policy Network. Additionally, only the Proposal and the 2023 Proposal refer to the Company's public statements on privacy. These distinctions appear to merely contextualize each proposal in the year that it was submitted as to the issues that the Proponent believed to be relevant in that year, but do not change the substantive concern or focus of the Proposal and the Prior Proposals. The Proposal and the Prior Proposals address the same subject matter and request the same action, in that they all seek an annual report on the Company's policies, procedures and payments, and its oversight of such payments, related to lobbying activities.

The most recent of these Prior Proposals was submitted and voted on at the 2023 Annual Meeting. As reported on the Company's Form 8-K filed on June 2, 2023, there were 731,006,998 votes cast "for" the 2023 Proposal and 4,289,286,570 votes cast "against" the 2023 Proposal. There were also 14,936,185 "abstentions" and 223,805,267 "broker non-votes." The Form 8-K is attached hereto as Exhibit D and is also available on the Electronic Data Gathering, Analysis, and Retrieval system[1]. As described in Section F.4 of the Division of Corporation Finance: Staff Legal Bulletin No. 14 (Jul. 13, 2001), only votes cast "for" and "against" a proposal are included in the calculation of the shareholder vote on a proposal for purposes of Rule 14a-8. The percentage of shares voting "for" the Proposal at the 2023 Annual Meeting thus constituted 14.56% of the total votes cast on the Proposal, which is below the 15% threshold established in Rule 4a-8(i)(12)(ii) for a proposal that has been voted on twice within the preceding five calendar years.

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2024 Proxy Materials pursuant to Rule 14a-8(i)(12). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2024 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the Commission if it so excludes the Proposal.

[1] Link to the Company's Form 8-K filed on June 2, 2023: https://www.sec.gov/Archives/edgar/data/1326801/000132680123000083/meta-20230531.htm

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. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response.

Respectfully yours,

Michael Kaplan

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

cc: Matthew J. Illian, Director of Responsible investing, United Church Funds
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary, Meta Platforms, Inc.

EXHIBIT A

Proposal

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Meta's website.

Supporting Statement

Full disclosure of Meta's lobbying activities and expenditures is needed to assess whether its lobbying is consistent with Meta's expressed goals and shareholders' best interests. In aggregate, Meta spent $127,622,000 from 2014 – 2022 on domestic federal lobbying. Meta also lobbies abroad, spending between €8,000,000 – 8,999,999 on lobbying in Europe for 2022.

Yet, Meta does not itemize how its lobbying payments are distributed to the 178 trade associations, social welfare groups (SWGs) and nonprofits listed on its website. This includes SWGs that lobby like the American Edge Project[1] and National Taxpayers Union,[2] and controversial nonprofits like the Competitive Enterprise Institute (CEI),[3] Federalist Society,[4] and State Policy Network. Industry peers such as Microsoft, Cisco and PayPal all disclose payment amounts used for lobbying.

Meta's lack of disclosure presents reputational risk when it hides payments to dark money SWGs or contradicts company public positions. Meta has drawn attention for funding "dark money groups" to oppose antitrust regulation.[5] Some EU lawmakers have called for a ban on Meta engaging with EU institutions due to "shady lobbying."[6] Meta supports privacy in public statements but lobbied to weaken privacy rules in the states.[7] Meta's lobbying has attracted heightened scrutiny and criticism in the wake of leaked internal documents indicating that the company has misled Congress, the public and securities regulators about risks to users, particularly youth.[8] Meta has a Net Zero goal to address climate change, but continues to support CEI which is described as a "climate denialist think tank."[9]

We urge Meta to expand its disclosure of its lobbying and public policy advocacy.

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[1] https://www.cnbc.com/2023/05/01/facebook-primary-donor-group-antitrust-fight.html.
[2] https://www.foxbusiness.com/politics/scott-brown-competitiveness-coalition-congressional-overreach-tech-industry; https://www.bloomberg.com/news/articles/2022-07-14/amazon-secretly-funds-new-coalition-opposing-tech-regulation.
[3] https://www.nytimes.com/2019/07/10/climate/nyt-climate-newsletter-cei.html.
[4] https://www.cnbc.com/2021/01/15/federalist-society-under-fire-after-leader-spoke-at-pro-trump-rally-before-riot.html.
[5] https://www.opensecrets.org/news/2021/06/dark-money-groups-battle-efforts-to-limit-big-tech/.
[6] https://www.politico.eu/article/big-tech-companies-face-potential-eu-lobbying-ban/
[7] https://www.theregister.com/2022/05/27/big_tech_privacy/.
[8] https://www.bloomberg.com/news/articles/2021-10-21/facebook-spends-5-1-million-on-lobbying-as-leaks-shine-light.
[9] https://prospect.org/power/2023-07-17-climate-denialist-think-tank-ftc/.

EXHIBIT B

2023 Proposal

Whereas, we believe in full disclosure of Meta's lobbying activities and expenditures to assess whether its lobbying is consistent with Meta's expressed goals and shareholders' best interests.

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Meta's website.

Supporting Statement

Meta's lobbying continues to attract scrutiny amidst antitrust concerns.[1] In 2021, Meta spent $20.07 million on federal lobbying, its largest amount ever and more than any other company.[2] Meta also lobbies abroad, being accused of shady lobbying[3] and spending between €6,000,000 lobbying in Europe for 2021.[4]

We believe investors have a right to know the amounts of Meta's payments, including amounts used for lobbying, to 197 trade associations, social welfare groups (SWGs) and nonprofits for 2021. This includes the Chamber of Commerce, SWGs that lobby like the American Edge Project[5] and National Taxpayers Union,[6] and controversial nonprofits like the Competitive Enterprise Institute (CEI)[7] and Federalist Society.[8]

Meta's lack of disclosure presents reputational risk when it hides payments to dark money SWGs or contradicts company public positions. One of Meta's core principles is to promote economic opportunity by leveling the playing field yet has drawn attention for funding "dark money groups" to oppose antitrust regulation.[9] Meta supports data privacy in public statements[10], but has also been found to support lobbyists who seek to defeat privacy bills in the states.[11] Meta has set ambitious goals to reduce its carbon footprint but continues to contribute to the Competitive Enterprise Institute (CEI), a strong critic of climate science and climate legislation. And Meta says that is cares about the "environmental and social issues of the day" with

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[1] https://www.washingtonpost.com/technology/2022/01/21/tech-lobbying-in-washington/.
[2] https://www.politico.com/news/2022/01/21/facebook-lobbying-spending-2021-527577; https://www.opensecrets.org/federal-lobbying/top-spenders?cycle=2021.
[3] https://www.politico.eu/article/big-tech-companies-face-potential-eu-lobbying-ban/.
[4] https://techcrunch.com/2022/04/22/google-facebook-apple-eu-lobbying-report/.
[5] https://www.washingtonpost.com/technology/2022/05/17/american-edge-facebook-regulation/.
[6] https://www.foxbusiness.com/politics/scott-brown-competitiveness-coalition-congressional-overreach-tech-industry; https://www.bloomberg.com/news/articles/2022-07-14/amazon-secretly-funds-new-coalition-opposing-tech-regulation.
[7] https://www.nytimes.com/2019/07/10/climate/nyt-climate-newsletter-cei.html.
[8] https://www.cnbc.com/2021/01/15/federalist-society-under-fire-after-leader-spoke-at-pro-trump-rally-before-riot.html.
[9] https://www.opensecrets.org/news/2021/06/dark-money-groups-battle-efforts-to-limit-big-tech/.
[10] https://www.facebook.com/business/news/facebooks-commitment-to-data-protection-and-privacy-in-compliance-with-the-gdpr
[11] https://www.theregister.com/2022/05/27/big_tech_privacy/.

attention to diversity and inclusion[12] but also supports the Chamber, NetChoice and National Taxpayers Union, which all sit on ALEC's Private Enterprise Advisory Council and ALEC is attacking so called "woke capitalism."[13]

It is a risk for shareholders that Meta does not disclose its third-party payments, and we urge Meta to expand its lobbying disclosure. Last year, this proposal received majority support from outside shareholders.

[12] https://investor.fb.com/esg-resources/default.aspx

[13] https://www.exposedbycmd.org/2022/07/27/abandoning-free-market-and-liberty-principles-alec-takes-on-woke-capitalism-bodily-autonomy-and-more-at-its-annual-meeting/.

EXHIBIT C

2022 Proposal

Whereas, we believe in full disclosure of Meta Platforms, Inc.'s lobbying activities and expenditures to assess whether its lobbying is consistent with Meta's expressed goals and in stockholder interests.

Resolved, stockholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Meta used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision-making process and oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Meta is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Meta's website.

Supporting Statement

Meta's lobbying has attracted heightened scrutiny and criticism in the wake of leaked internal documents indicating that the company has misled Congress, the public and securities regulators about risks to users, particularly youth.[1] In 2020, Meta spent $19.6 million on U.S. federal lobbying, the most of any tech company.[2] In the same year, Meta spent €5,500,000 lobbying in Europe, the second largest lobbying spender across the continent.[3] Yet, Meta fails to itemize how these amounts are spent and does not provide sufficient detail on their lobbying activities and oversight by management and the board.

We believe investors have a right to know how much of Meta's payments to the 197 trade associations, social welfare groups (SWGs) and nonprofits that it disclosed in 2020 were used for lobbying and public policy advocacy. This includes payments to the Chamber of Commerce, "dark money" social welfare groups that lobby like the National Taxpayers Union and Taxpayers Protection Alliance,[4] and partisan nonprofits.

Meta's lack of disclosure presents reputational risks when its lobbying contradicts the company's public positions. For example, Meta has taken some strong leadership positions on climate change with pledges to use renewable energy to power its operations and reduce its carbon footprint yet is a member of and contributes to the Competitive Enterprise Institute (CEI), a strong critic of climate science and opponent of legislation addressing climate change.[5]

Meta's lobbying should be transparent and in alignment with the mission and highest principles of the company. Yet, Meta staff are on record complaining about lobbyists' power to shape decisions and strategy within the company.[6]

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[1] https://www.bloomberg.com/news/articles/2021-10-21/facebook-spends-5-1-million-on-lobbying-as-leaks-shine-light.
[2] https://www.opensecrets.org/news/2021/10/facebook-maintained-big-lobbying-expenses-senate-hearing-teen-social-media-use/.
[3] https://www.reuters.com/technology/google-facebook-microsoft-top-eu-lobbying-spending-study-2021-08-30/.
[4] https://www.opensecrets.org/news/2021/06/dark-money-groups-battle-efforts-to-limit-big-tech/.
[5] https://cei.org/studies/a-citizens-guide-to-climate-change/
[6] https://www.politico.com/news/2021/10/25/facebook-fatal-flaw-technologists-lobbyists-516927

We urge Meta to expand its disclosure of its lobbying and public policy advocacy.

EXHIBIT D

FORM 8-K

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 31, 2023

Meta

Meta Platforms, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-35551	20-1665019
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1 Meta Way, Menlo Park, California 94025
(Address of principal executive offices and Zip Code)

(650) 543-4800
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.000006 par value	META	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2023, Meta Platforms, Inc. (the "Company") held its annual meeting of shareholders via live audio webcast (the "Annual Meeting"). At the Annual Meeting, the Company's shareholders voted on thirteen proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2023 (the "Proxy Statement"). At the beginning of the Annual Meeting, there were 1,754,606,529 shares of Class A common stock and 3,502,603,040 shares of Class B common stock present or represented by proxy at the Annual Meeting, which represented 91.90% of the combined voting power of the shares of Class A common stock and Class B common stock entitled to vote at the Annual Meeting (voting together as a single class), and which constituted a quorum for the transaction of business. Holders of the Company's Class A common stock were entitled to one vote for each share held as of the close of business on April 6, 2023 (the "Record Date"), and holders of the Company's Class B common stock were entitled to ten votes for each share held as of the Record Date.

The shareholders of the Company voted on the following proposals at the Annual Meeting:

1. To elect nine directors, each to serve until the next annual meeting of shareholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

3. A shareholder proposal regarding government takedown requests.

4. A shareholder proposal regarding dual class capital structure.

5. A shareholder proposal regarding human rights impact assessment of targeted advertising.

6. A shareholder proposal regarding report on lobbying disclosures.

7. A shareholder proposal regarding report on allegations of political entanglement and content management biases in India.

8. A shareholder proposal regarding report on framework to assess company lobbying alignment with climate goals.

9. A shareholder proposal regarding report on reproductive rights and date privacy.

10. A shareholder proposal regarding report on enforcement of Community Standards and user content.

11. A shareholder proposal regarding report on child safety impacts and actual harm reduction to children.

12. A shareholder proposal regarding report on pay calibration to externalized costs.

13. A shareholder proposal regarding performance review of the audit & risk oversight committee.

1. *Election of Directors*

Nominee	For	Withheld	Broker Non-Votes
Peggy Alford	4,397,201,474	638,028,279	223,805,267
Marc L. Andreessen	4,562,109,965	473,119,788	223,805,267
Andrew W. Houston	4,575,049,246	460,180,507	223,805,267
Nancy Killefer	4,988,759,917	46,469,836	223,805,267
Robert M. Kimmitt	4,905,696,922	129,532,831	223,805,267
Sheryl K. Sandberg	4,995,842,498	39,387,255	223,805,267
Tracey T. Travis	4,886,849,193	148,380,560	223,805,267
Tony Xu	4,588,903,919	446,325,834	223,805,267
Mark Zuckerberg	4,628,709,257	406,520,496	223,805,267

Each of the nine nominees for director was elected to serve until the next annual meeting of shareholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

2. *Ratification of Appointment of Independent Registered Public Accounting Firm*

For	Against	Abstentions
5,176,904,631	78,164,976	3,965,413

There were no broker non-votes on this proposal.

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

3. *Shareholder Proposal Regarding Government Takedown Requests*

For	Against	Abstentions	Broker Non-Votes
21,161,618	4,997,674,459	16,393,676	223,805,267

The shareholders did not approve the shareholder proposal regarding government takedown requests.

4. *Shareholder Proposal Regarding Dual Class Capital Structure*

For	Against	Abstentions	Broker Non-Votes
1,406,841,369	3,621,542,306	6,846,078	223,805,267

The shareholders did not approve the shareholder proposal regarding dual class capital structure.

5. *Shareholder Proposal Regarding Human Rights Impact Assessment of Targeted Advertising*

For	Against	Abstentions	Broker Non-Votes
845,051,262	4,119,907,712	70,270,779	223,805,267

The shareholders did not approve the shareholder proposal regarding human rights impact assessment of targeted advertising.

6. ***Shareholder Proposal Regarding Report on Lobbying Disclosures***

For	Against	Abstentions	Broker Non-Votes
731,006,998	4,289,286,570	14,936,185	223,805,267

The shareholders did not approve the shareholder proposal regarding report on lobbying disclosures.

7. ***Shareholder Proposal Regarding Report on Allegations of Political Entanglement and Content Management Biases in India***

For	Against	Abstentions	Broker Non-Votes
228,827,965	4,738,909,941	67,491,847	223,805,267

The shareholders did not approve the shareholder proposal regarding report on allegations of political entanglement and content management biases in India.

8. ***Shareholder Proposal Regarding Report on Framework to Assess Company Lobbying Alignment with Climate Goals***

For	Against	Abstentions	Broker Non-Votes
492,189,469	4,527,617,352	15,422,932	223,805,267

The shareholders did not approve the shareholder proposal regarding report on framework to assess company lobbying alignment with climate goals.

9. ***Shareholder Proposal Regarding Report on Reproductive Rights and Data Privacy***

For	Against	Abstentions	Broker Non-Votes
481,236,650	4,527,112,583	26,880,520	223,805,267

The shareholders did not approve the shareholder proposal regarding report on reproductive rights and data privacy.

10. ***Shareholder Proposal Regarding Report on Enforcement of Community Standards and User Content***

For	Against	Abstentions	Broker Non-Votes
359,502,758	4,658,516,757	17,210,238	223,805,267

The shareholders did not approve the shareholder proposal regarding report on enforcement of Community Standards and user content.

11. ***Shareholder Proposal Regarding Report on Child Safety Impacts and Actual Harm Reduction to Children***

For	Against	Abstentions	Broker Non-Votes
817,020,915	4,202,589,505	15,619,333	223,805,267

The shareholders did not approve the shareholder proposal regarding report on child safety impacts and actual harm reduction to children.

12. ***Shareholder Proposal Regarding Report on Pay Calibration to Externalized Costs***

For	Against	Abstentions	Broker Non-Votes
359,570,618	4,662,026,384	13,632,751	223,805,267

The shareholders did not approve the shareholder proposal regarding report on pay calibration to externalized costs.

13. ***Shareholder Proposal Regarding Performance Review of the Audit & Risk Oversight Committee***

For	Against	Abstentions	Broker Non-Votes
333,995,525	4,687,312,553	13,921,675	223,805,267

The shareholders did not approve the shareholder proposal regarding performance review of the audit & risk oversight committee.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Title or Description
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

META PLATFORMS, INC.

Date: June 1, 2023

By: /s/ Katherine R. Kelly
Name: Katherine R. Kelly
Title: Vice President, Deputy General Counsel and Secretary

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

March 6, 2024

Re: Withdrawal of No-Action Request Dated January 23, 2024 Regarding Shareholder Proposal of United Church Funds

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F. Street, N.E.
Washington, D.C. 20549

Dear Sir or Madam:

On behalf of Meta Platforms, Inc., a Delaware corporation (the "**Company**"), and in reference to our letter, dated January 23, 2024 (the "**No-Action Request**"), pursuant to which we requested that the staff of the Office of Chief Counsel of the Securities and Exchange Commission concur with our view that the Company may exclude the shareholder proposal (the "**Proposal**") submitted by United Church Funds (the "**Proponent**") from the proxy materials it intends to distribute in connection with its 2024 Annual Meeting of Shareholders.

Attached as Exhibit A is a letter, dated March 6, 2024 (the "**Withdrawal Communication**"), signed by the Company and the Proponent, in which the Proponent voluntarily agrees to withdraw the Proposal. In reliance on the Withdrawal Communication, we hereby withdraw the No-Action Request.

Please contact the undersigned at (212) 450-4111 or michael.kaplan@davispolk.com if you should have any questions or need additional information. Thank you for your attention to this matter.

Respectfully yours,

Michael Kaplan

Attachment: Exhibit A

cc: Matthew J. Illian, Director of Responsible Investing, United Church Funds
Katherine R. Kelly, Vice President, Deputy General Counsel and Secretary, Meta Platforms, Inc.

EXHIBIT A

Withdrawal Communication

VIA EMAIL

Matthew J. Illian
Director of Responsible Investing
United Church Funds
475 Riverside Drive, Suite 1020
New York, NY 10115

Re: Withdrawal of Shareholder Proposal Requesting a Lobbying Report (the "Proposal") for the 2024 Annual Meeting of Meta Platforms, Inc. (the "Company")

Dear Mr. Illian:

We would like to thank you and your colleagues for the discussions related to the Proposal.

By signing below, you, as Director of Responsible Investing on behalf of United Church Funds (the "Proponent"), consent to withdraw the Proposal, and understand that the Proposal will not be included in the Company's proxy statement for the 2024 annual meeting of shareholders.

We appreciate your investment in the Company and your support of our ongoing commitment to creating long-term value for our shareholders.

Sincerely,

Katherine R. Kelly
Vice President and Corporate Secretary
Date: February 15, 2024

Agreed to and accepted by:

United Church Funds

Matthew J. Illian
Director of Responsible Investing
Date: February , 2024