

Facebook Inc  
Form 4/A  
April 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FISCHER DAVID B.**

(Last) (First) (Middle)

**C/O FACEBOOK, INC., 1601  
WILLOW ROAD**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Facebook Inc [FB]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/17/2016**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP Marketing & Bus. Part.**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/15/2016		M		15,034	A	\$ 0 270,022
Class A Common Stock	02/15/2016		M		6,515	A	\$ 0 276,537
Class A Common Stock	02/15/2016		C		18,789 (1)	A	\$ 0 295,326
Class A Common	02/16/2016		S		10,682 (2)	D	\$ 284,644 100.8532

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Stock					(3)		
Class A Common Stock	02/16/2016	S	1,400 (2)	D	\$ 101.8007 (4)	283,244	D
Class A Common Stock	02/16/2016	S	6,468 (2)	D	\$ 103.0082 (5)	276,776	D
Class A Common Stock	02/16/2016	S	2,500 (2)	D	\$ 103.5252 (6)	274,276	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M		(8)	05/05/2023	Class A Common Stock	15,034
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M		(9)	03/16/2024	Class A Common Stock	6,515
Restricted Stock Unit (RSU) (Class B)	(10)	02/15/2016		M		(11)	05/02/2022	Class B Common Stock (12)	18,789
Class B Common Stock (12)	(12)	02/15/2016		M		(12)	(12)	Class A Common Stock	18,789



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- (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2015, subject to continued service through each vesting date.
- (12) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares, and has no expiration date.
- (13) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

### **Remarks:**

The report on this Form 4/A amends and restates the original Form 4 filed by the Reporting Person on February 17, 2016 (the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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