Facebook Inc Form 4 May 17, 2016

FORM 4

OMB APPROVAL

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

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Check this box if no longer subject to Section 16. Form 4 or

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Stretch Colin			2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2016	Director 10% OwnerX_ Officer (give title Other (specify below)		
				VP and General Counsel		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MENLO PARK, CA 94025			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	${\bf (Zip)} \qquad \qquad {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orDisposed (Instr. 3,	of (D) 4 and (A) or	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)	
Class A Common Stock	05/15/2016		Code V	7,681	(D)	Price \$ 0	81,434	D		
Class A Common Stock	05/15/2016		M	6,444	A	\$ 0	87,878	D		
Class A Common Stock	05/15/2016		M	8,018	A	\$ 0	95,896	D		
Class A Common	05/15/2016		M	4,953	A	\$ 0	100,849	D		

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Stock

Class A Common Stock	05/16/2016	S	10,840 (2)	D	\$ 117.9908 (3)	90,009	D
Class A Common Stock	05/16/2016	S	3,100 (2)	D	\$118.639 (4)	86,909	D
Class A Common Stock	05/16/2016	S	200 (2)	D	\$ 119.5025 (5)	86,709	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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Securitie	es ed (A) or ed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU) (Class B)	<u>(6)</u>	05/15/2016		M		7,681	<u>(7)</u>	05/02/2022	Class B Common Stock (8)	7,681
Class B Common Stock (8)	<u>(8)</u>	05/15/2016		M	7,681		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	7,681
Class B Common Stock (8)	<u>(8)</u>	05/15/2016		С		7,681 (9)	(8)	(8)	Class A Common Stock	7,681
Restricted Stock Units (RSU) (Class A)	(10)	05/15/2016		M		6,444	<u>(7)</u>	05/05/2023	Class A Common Stock	6,444
	<u>(10)</u>	05/15/2016		M		8,018	(11)	03/16/2024		8,018

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Restricted							Class A	
Stock							Common	
Units							Stock	
(RSU)								
(Class A)								
Restricted								
Stock							Class A	
Units	<u>(10)</u>	05/15/2016	M	4,953	(12)	03/15/2025	Common	4,953
(RSU)							Stock	
(Class A)								

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025

VP and General Counsel

Signatures

/s/ Michael Johnson as attorney-in-fact for Colin Stretch

05/17/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.41 to \$118.40 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.41 to \$119.37 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.465 to \$119.54 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(7)

Reporting Owners 3

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The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.

- (8) 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.
- (9) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (11) The RSUs vest as to 1/5th of the total shares on February 15, 2015, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.
- (12) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2016, subject to continued service through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.