Facebook Inc Form 4 January 18, 2017

# FORM 4

Form 5

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

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

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

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Cox Christopher K

(First)

(Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Facebook Inc [FB]

3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify below)

Chief Product Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### MENLO PARK, CA 94025

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (							ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	` ,	
Class A Common Stock	12/22/2016		G(1) V	210,000	D	\$ 0	182,338	D	
Class A Common Stock	01/15/2017		C	59,952 (2)	A	\$ 0	210,690	D	
Class A Common Stock	01/15/2017		F	31,283 (3)	D	\$ 128.34	179,407	D	
Class A Common	01/15/2017		C	11,370 (2)	A	\$ 0	190,777	D	

### Edgar Filing: Facebook Inc - Form 4

Stock

Class A Common Stock	01/15/2017	F	4,839 (3)	D	\$ 128.34	185,938	D	
Class A Common Stock						76,945	I	By Christopher K. Cox Revocable Trust (4)
Class A Common Stock						28,816	Ι	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009 (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
	j			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit (RSU) (Class B)	<u>(6)</u>	01/15/2017		M		59,952	<u>(7)</u>	03/24/2021	Class B Common Stock (8)	59,9
Class B Common Stock (8)	(8)	01/15/2017		M	59,952		(8)	(8)	Class A Common Stock	59,9

#### Edgar Filing: Facebook Inc - Form 4

Class B Common Stock (8)	(8)	01/15/2017	C	59,952 (9)	(8)	(8)	Class A Common Stock	59,9
Restricted Stock Unit (RSU) (Class B)	<u>(6)</u>	01/15/2017	M	11,370	(10)	08/25/2019	Class B Common Stock (8)	11,3
Class B Common Stock (8)	<u>(8)</u>	01/15/2017	M 1	1,370	(8)	<u>(8)</u>	Class A Common Stock	11,3
Class B Common Stock <sup>(8)</sup>	(8)	01/15/2017	C	11,370 (9)	(8)	(8)	Class A Common Stock	11,3

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025

Chief Product Officer

# **Signatures**

/s/ Michael Johnson as attorney-in-fact for Christopher
K. Cox

01/18/2017

\*\*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 shares of Class A Common Stock that were donated as a gift. The reporting person does not exercise voting or investment control, directly or indirectly, over the donated shares following this transfer.
- (2) 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.
- (3) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (4) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra

  Vichit-Vadakan, Trustee, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (7) The RSUs vest as to 1/16th of the total shares quarterly, beginning on July 15, 2014, subject to continued service through each vesting date.

**(8)** 

Reporting Owners 3

## Edgar Filing: Facebook Inc - Form 4

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) The RSUs vest as to 1/48 of the total number of shares monthly, beginning on September 1, 2013, 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.