

Facebook Inc
Form 5
February 12, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Zuckerberg Mark

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
COB and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount	Price		
Class A Common Stock	05/11/2015		G	282,883 D	\$ 0	1,050,117 I	

By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 1 Dated 5/8/2014 (1)

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Class A Common Stock	05/11/2015	Â	G	282,883	A	\$ 0	283,124	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(2)</u>
Class A Common Stock	05/11/2015	Â	G	108,413	D	\$ 0	1,224,587	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <u>(3)</u>
Class A Common Stock	05/11/2015	Â	G	108,413	A	\$ 0	391,537	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(2)</u>
Class A Common Stock	05/11/2015	Â	G	54,409	D	\$ 0	1,278,591	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(4)</u>
Class A Common Stock	05/11/2015	Â	G	54,409	A	\$ 0	445,946	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(2)</u>
Class A Common Stock	12/22/2015	Â	<u>J⁽⁵⁾</u>	160	D	\$ 0	445,786	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(2)</u>

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Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	160	A	\$ 0	160	I	By Chan Zuckerberg Initiative, LLC ⁽⁶⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	282,883	D	\$ 0	162,903	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽²⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	282,883	A	\$ 0	283,043	I	By Chan Zuckerberg Initiative, LLC ⁽⁶⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	54,409	D	\$ 0	108,494	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽²⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	54,409	A	\$ 0	337,452	I	By Chan Zuckerberg Initiative, LLC ⁽⁶⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	108,413	D	\$ 0	81	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽²⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	108,413	A	\$ 0	445,865	I	By Chan Zuckerberg Initiative, LLC ⁽⁶⁾
Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	81	D	\$ 0	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006

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Class A Common Stock	12/22/2015	Â	J ⁽⁵⁾	81	A	\$ 0	445,946	I	(2) By Chan Zuckerberg Initiative, LLC ⁽⁶⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Under (Instr.
					(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock ⁽⁷⁾	Â	05/11/2015	Â	G	Â	25,986	Â ⁽⁷⁾	Â ⁽⁷⁾	Class Comm Stock
Class B Common Stock ⁽⁷⁾	Â	05/11/2015	Â	G	25,986	Â	Â ⁽⁷⁾	Â ⁽⁷⁾	Class Comm Stock
Class B Common Stock ⁽⁷⁾	Â	05/11/2015	Â	G ⁽⁹⁾	Â	3,271,779	Â ⁽⁷⁾	Â ⁽⁷⁾	Class Comm Stock

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Class B Common Stock <u>(7)</u>	Â	12/01/2015	Â	G	Â	45,083,762	Â <u>(7)</u>	Â <u>(7)</u>	Class Com Stock
Class B Common Stock <u>(7)</u>	Â	12/01/2015	Â	G		45,083,762	Â <u>(7)</u>	Â <u>(7)</u>	Class Com Stock
Class B Common Stock <u>(7)</u>	Â	12/22/2015	Â	J ⁽⁵⁾	Â	414,123,745	Â <u>(7)</u>	Â <u>(7)</u>	Class Com Stock
Class B Common Stock <u>(7)</u>	Â	12/22/2015	Â	J ⁽⁵⁾		414,123,745	Â <u>(7)</u>	Â <u>(7)</u>	Class Com Stock
Class B Common Stock <u>(7)</u>	Â	Â	Â	Â	Â	Â	Â <u>(7)</u>	Â <u>(7)</u>	Class Com Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Â X	Â X	Â COB and CEO	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg 02/12/2016

**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) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- (2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2006 Trust).
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (5) Shares contributed from the 2006 Trust to Chan Zuckerberg Initiative, LLC (CZI). The 2006 Trust is the sole member of CZI.
- (6) The 2006 Trust is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.
- (7) 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.
- (8) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (9) This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of securities.
- (10) Shares held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012.

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