Facebook Inc Form 4 April 20, 2016

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

response...

0.5

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Koum Jan	2. Issuer Name <b>and</b> 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) 04/18/2016	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)  MENLO PARK, CA 94025	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	ities Acquire	d, Disposed of, o	r Beneficially	<b>Owned</b>
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4) Amount	f (D)	uired (A) or Price	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	04/18/2016		S <u>(1)</u>	964,761	D	\$ 109.8934 (2)	37,543,434	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	04/18/2016		S <u>(1)</u>	469,769	D	\$ 110.4237 (4)	37,073,665	I	By Jan Koum, Trustee of The Butterfly

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Class A Common Stock	3,500,000	I	Trust U/A/D 1/20/2004 (3)  By Jan Koum and BNY Mellon Trust of Delaware Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 (5)
Class A Common Stock	2,242,343	Ι	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 (6)
Class A Common Stock	3,500,000	Ι	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 (7)
Class A Common Stock	3,500,000	Ι	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 (8)
Class A Common	3,500,000	I	By Jan Koum and

Stock			BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015
Class A Common Stock	141,489	I	By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 (10)
Class A Common Stock	141,489	I	By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (11)
Class A Common Stock	2,528,672	I	By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Reno

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable Date

Expiration Title Amount

Number

or

of Shares

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Koum Jan C/O FACEBOOK, INC. X 1601 WILLOW ROAD

**Signatures** 

MENLO PARK, CA 94025

/s/ Michael Johnson as attorney-in-fact for Jan Koum

04/20/2016

\*\*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)** The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted 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 \$109.22 to \$110.2150 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or **(2)** 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.
- Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. **(3)**
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.22 to \$110.81 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the **(4)** 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.
- Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 01/29/2016. **(5)**
- **(6)** Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.
- **(7)** Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.
- **(8)** Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015.
- **(9)** Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
- (10) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014.
- (11) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.
- (12) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.

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.

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