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if no lo subject Section Form 4 Form 5 obligat may co	this box onger to 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	MENT OF CI Irsuant to Secti I(a) of the Publ	Washingto HANGES I SECU ion 16(a) of lic Utility H	on, D.C. 2 N BENE JRITIES the Secur olding Co	20549 FICI	AL OWN Exchange ny Act of	Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	irs per	
<i>See</i> Instruction 1(b). 30(h) of the Investment Company Act of 1940										
(Print or Typ	e Responses)									
1. Name and Sandberg	l Address of Reporting Sheryl	Syn	Issuer Name a nbol cebook Inc [or Tra	ding	5. Relationship of I Issuer			
(Last)	(First)		Date of Earliest		n		(Check	all applicable	e)	
C/O FACI WILLOW	onth/Day/Year /15/2016	-				X Director 10% Owner X Officer (give title Other (specify below) below) Chief Operating Officer				
	f Amendment,	-	nal		6. Individual or Joi	nt/Group Filii	ng(Check			
MENLO I	PARK, CA 94025	File	d(Month/Day/Y	ear)			Applicable Line) _X_ Form filed by O Form filed by Mo Person			
(City)	(State)	(Zip)	Table I - Nor	1-Derivativ	ve Sec	urities Acqu	iired, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		A 3. 4. Securities Acquired (A) bate, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5) /Year) (Instr. 8) (A)				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	07/15/2016		С	74,940 (1)	А	\$ 0	4,719,188	D		
Class A Common Stock	07/15/2016		S	30,401 (2)	D	\$ 116.972 (<u>3)</u>	3 4,688,787	D		
Class A Common Stock	07/15/2016		S	8,703 (2)	D	\$ 117.903 (4)	3 4,680,084	D		
Class A Common	07/18/2016		С	52,404 (5)	А	\$ 10.388	4,732,488	D		

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Stoc	k
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Stock											
Class A Common Stock	07/18/2016		S <u>(6)</u> 1	3,906	D	\$ 117.2537 (7)	4,71	18,582 D)		
Class A Common Stock	07/18/2016		S <u>(6)</u> 2	24,510	D	\$ 118.3755 (8)	4,69	94,072 D)		
Class A Common Stock	07/18/2016		S <u>(6)</u> 1	3,988	D	\$ 119.2849 (9)	4,68	80,084 D)		
Class A Common Stock	07/18/2016		S <u>(6)</u> 1	5,011	D	\$ 117.2568 (10)	4,60	65,073 D)		
Class A Common Stock	07/18/2016		S <u>(6)</u> 2	26,000	D	\$ 118.3673 (11)	4,63	39,073 D)		
Class A Common Stock	07/18/2016		S <u>(6)</u> 1	5,585	D	\$ 119.2755 (12)	4,62	23,488 D)		
Class A Common Stock							23,8	824 I	Sa of Sa Fa	y Sheryl K. indberg, Tru the indberg-Gold imily Trust I optember 3, 2	dberg Dated
Reminder: Re	port on a separ	ate line for each class	s of securities benef	Perso infor requi	ons v matio ired f ays a	who respon on containe to respond	nd to th ed in th unless	ne collection		1474 9-02)	
			ive Securities Acqu its, calls, warrants,					y Owned			
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)	Code	-		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securit	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł
Restricted	<u>(14)</u>	07/15/2016		М		7	4,940	(15)	03/24/202	1 Class B	74,9

Stock Unit (RSU) (Class B)							Common Stock (16)	
Class B Common Stock (16)	<u>(16)</u>	07/15/2016	М	74,940	(16)	(16)	Class A Common Stock	74,9
Class B Common Stock (16)	<u>(16)</u>	07/15/2016	С	74,940 (17)	(16)	(16)	Class A Common Stock	74,9
Stock Option (Right to Buy Class B Common Stock)	\$ 10.388	07/18/2016	М	52,404	(18)	07/22/2020	Class B Common Stock (16)	52,4
Class B Common Stock (16)	<u>(16)</u>	07/18/2016	М	52,404	(16)	(16)	Class A Common Stock	52,4
Class B Common Stock (16)	<u>(16)</u>	07/18/2016	С	52,404 (<u>17)</u>	(16)	(16)	Class A Common Stock	52,4

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Х		Chief Operating Officer					
Signatures								
/s/ Michael Johnson as attorney	-in-fact f	or Shervl K						

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

(2) vesting of the KSO's fisted in Fabre II. This safe is mandated by the fister's electron 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.

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.60 to \$117.59 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

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.61 to \$118.27 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) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock option listed in Table II.
- (6) 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 \$116.91 to \$117.90 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.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.93 to \$118.92 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.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.93 to \$119.60 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.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.91 to \$117.89 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.91 to \$118.90 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

(11) 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.92 to \$119.60 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

- (12) \$113.92 to \$119.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, of 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.
- (13) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- (14) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (15) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.
- (16) 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.
- (17) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (18) The option vests as to 1/48th of the total shares monthly, beginning on May 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.

(3)

(7)

price within the range set forth in this footnote.