

Zuckerberg Mark  
Form 4  
March 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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. Date of Earliest Transaction  
(Month/Day/Year)

03/15/2018

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 Filing(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 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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2018		S <sup>(1)</sup>		50,354	D	\$ 182.8076 (2)	8,247,396	I	By Chan Zuckerberg Foundation (3)
Class A Common Stock	03/15/2018		S <sup>(1)</sup>		42,146	D	\$ 183.5057 (4)	8,205,250	I	By Chan Zuckerberg Foundation (3)
Class A Common Stock	03/15/2018		C		127,500	A	\$ 0	127,500	I	By CZI Holdings, LLC (5)

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Class A Common Stock	03/15/2018	<u>S<sup>(1)</sup></u>	70,380	D	\$ <u>182.81</u> <sup>(6)</sup>	57,120	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(1)</sup></u>	57,120	D	\$ <u>183.514</u> <sup>(7)</sup>	0	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(8)</sup></u>	4,700	D	\$ <u>182.833</u> <sup>(9)</sup>	459,668	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <sup>(10)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(8)</sup></u>	3,300	D	\$ <u>183.5383</u> <sup>(11)</sup>	456,368	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <sup>(10)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(8)</sup></u>	6,400	D	\$ <u>182.9366</u> <sup>(12)</sup>	549,365	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <sup>(13)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(8)</sup></u>	2,600	D	\$ <u>183.6135</u> <sup>(14)</sup>	546,765	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <sup>(13)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(15)</sup></u>	5,790	D	\$ <u>182.9273</u> <sup>(16)</sup>	18,710	I	By Chan Zuckerberg Advocacy <sup>(17)</sup>
Class A Common Stock	03/15/2018	<u>S<sup>(15)</sup></u>	2,610	D	\$ <u>183.5884</u> <sup>(18)</sup>	16,100	I	By Chan Zuckerberg Advocacy <sup>(17)</sup>
	03/16/2018	<u>S<sup>(1)</sup></u>	51,740	D		8,153,510	I	

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Class A Common Stock					\$ 184.3179 (19)				By Chan Zuckerberg Foundation (3)
Class A Common Stock	03/16/2018		S(1)	40,760	D	\$ 184.7805 (20)	8,112,750	I	By Chan Zuckerberg Foundation (3)
Class A Common Stock	03/16/2018		C	127,500	A	\$ 0	127,500	I	By CZI Holdings, LLC (5)
Class A Common Stock	03/16/2018		S(1)	69,305	D	\$ 184.3106 (21)	58,195	I	By CZI Holdings, LLC (5)
Class A Common Stock	03/16/2018		S(1)	58,195	D	\$ 184.7696 (22)	0	I	By CZI Holdings, LLC (5)

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)	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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (23)	(23)	03/15/2018		C	127,500	(23)	(23)	Class A Common Stock	127,500
Class B Common Stock (23)	(23)	03/16/2018		C	127,500	(23)	(23)	Class A Common Stock	127,500
Class B Common Stock (23)	(23)					(23)	(23)	Class A Common Stock	1,908,602



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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 \$183.23 to \$183.99 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (8) The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$182.26 to \$183.24 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.26 to \$183.98 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$182.42 to \$183.41 to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written 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 Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.44 to \$183.98 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (15) The sales reported were effected by Chan Zuckerberg Advocacy pursuant to its Rule 10b5-1 trading plan. These sales are part of the plan Mr. Zuckerberg announced in September 2017 to sell 35 million to 75 million Facebook shares over approximately 18 months from the date of that announcement in order to fund the philanthropic initiatives of Mr. Zuckerberg and his wife, Priscilla Chan, in education, science and advocacy.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$182.38 to \$183.37 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (17) Shares held of record by Chan Zuckerberg Advocacy. The reporting person is deemed to have voting and investment power over the shares held by Chan Zuckerberg Advocacy, but has no pecuniary interest in these shares.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.38 to \$183.98 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.54 to \$184.53 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written 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 \$184.54 to \$185.28 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.52 to \$184.51 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.52 to \$185.29 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate

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price within the range set forth in this footnote.

- (23) 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.
- (24) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

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