

Facebook Inc
Form 4
October 05, 2016

FORM 4

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

OMB APPROVAL

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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)
10/03/2016

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)	(A) or (D)	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	10/03/2016		C	253,317	A	\$ 0	253,317	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/03/2016		S(2)	244,144	D	\$ 128.2746 (3)	9,173	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/03/2016		S(2)	9,173	D	\$ 128.9104 (4)	0	I	By Chan Zuckerberg Foundation (1)

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Class A Common Stock	10/03/2016	C	116,916	A	\$ 0	116,916	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock	10/03/2016	S ⁽²⁾	112,615	D	\$ 128.2729 ⁽⁶⁾	4,301	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock	10/03/2016	S ⁽²⁾	4,301	D	\$ 128.9115 ⁽⁷⁾	0	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock	10/04/2016	C	253,505	A	\$ 0	253,505	I	By Chan Zuckerberg Foundation ⁽¹⁾
Class A Common Stock	10/04/2016	S ⁽²⁾	211,089	D	\$ 128.0614 ⁽⁸⁾	42,416	I	By Chan Zuckerberg Foundation ⁽¹⁾
Class A Common Stock	10/04/2016	S ⁽²⁾	42,416	D	\$ 128.9051 ⁽⁹⁾	0	I	By Chan Zuckerberg Foundation ⁽¹⁾
Class A Common Stock	10/04/2016	C	117,001	A	\$ 0	117,001	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock	10/04/2016	S ⁽²⁾	97,601	D	\$ 128.0629 ⁽¹⁰⁾	19,400	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock	10/04/2016	S ⁽²⁾	19,400	D	\$ 128.9115 ⁽¹¹⁾	0	I	By CZI Holdings, LLC ⁽⁵⁾
Class A Common Stock						827,870	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated 5/8/2014 ⁽¹²⁾
Class A Common Stock						1,139,412	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 ⁽¹³⁾

Class A Common Stock	1,235,844	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 ⁽¹⁴⁾
Class A Common Stock	350,169	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(15)</u>

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) (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 ⁽¹⁶⁾	<u>(16)</u>	10/03/2016		C	253,317	<u>(16)</u> <u>(16)</u>	Class A Common Stock 253,317
Class B Common Stock ⁽¹⁶⁾	<u>(16)</u>	10/03/2016		C	116,916	<u>(16)</u> <u>(16)</u>	Class A Common Stock 116,916
Class B Common Stock ⁽¹⁶⁾	<u>(16)</u>	10/04/2016		C	253,505	<u>(16)</u> <u>(16)</u>	Class A Common Stock 253,505
Class B Common Stock	<u>(16)</u>	10/04/2016		C	117,001	<u>(16)</u> <u>(16)</u>	Class A Common Stock 117,001

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- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.805 to \$129.06 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 \$127.56 to \$128.55 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 \$128.56 to \$129.22 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 \$127.56 to \$128.55 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.56 to \$129.25 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.
- (12) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- (13) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (14) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (15) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (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.

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