

Facebook Inc
Form 4
August 03, 2016

FORM 4

**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).

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 *
Schroepfer Michael Todd

(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)
08/01/2016

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)

Chief Technology Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	08/01/2016		C		78,130 (1)	A	\$ 1.854 666,661 D
Class A Common Stock	08/01/2016		C		11,870 (1)	A	\$ 1.854 678,531 D
Class A Common Stock	08/01/2016		S(2)		90,000	D	\$ 123.85 588,531 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	08/01/2016		M	78,130	<u>(3)</u>	01/11/2019	Class B Common Stock <u>(4)</u>	78,130
Class B Common Stock <u>(4)</u>	<u>(4)</u>	08/01/2016		M	78,130	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	78,130
Class B Common Stock <u>(4)</u>	<u>(4)</u>	08/01/2016		C	78,130 <u>(5)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	78,130
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	08/01/2016		M	11,870	<u>(6)</u>	01/11/2019	Class B Common Stock <u>(4)</u>	11,870
Class B Common Stock <u>(4)</u>	<u>(4)</u>	08/01/2016		M	11,870	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	11,870
Class B Common Stock <u>(4)</u>	<u>(4)</u>	08/01/2016		C	11,870 <u>(5)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	11,870
Stock Option (Right to Buy)	\$ 1.854					<u>(7)</u>	01/11/2019	Class B Common Stock <u>(4)</u>	26,900

Class B
Common
Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T.
Schroepfer

08/03/2016

__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) 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 options listed in Table II.
- (2) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) The option was 100% vested on August 13, 2013. In connection with certain estate planning transfers, options to purchase a portion of the vested shares are held by Michael Schroepfer and Erin Hoffmann, Co-Trustees of the HS Trust u/a/d 9/28/11.
- (4) 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.
- (5) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (6) The option vested as to 1/5th of the total shares on October 29, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.
- (7) The option was 100% vested on August 13, 2013.
- (8) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11.

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.