Facebook Inc Form 4 December 17, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

EBERSMAN DAVID A

1. Name and Address of Reporting Person \*

			Facebook Inc [FB]			(Check all applicable)				
(Last) (First) (Middle)  C/O FACEBOOK, INC., 1601  WILLOW ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2013					Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer		
MENLO	(Street) PARK, CA 9402	25		endment, D nth/Day/Yea	ate Origina	ıl		6. Individual or Applicable Line) _X_ Form filed b Form filed b Person		Person
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	Code (Instr. 8)  Code V	4. Securion(A) or Di (D) (Instr. 3,  Amount 53,797	sposed	l of 5) 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)
Common Stock	12/15/2013			С	(1)	A	\$0	200,056	D	
Class A Common Stock								318,924	I	By The Ebersman Family Trust UA DTD 5/29/02 (2)
Class A Common Stock								108,090	I	By The Ebersman Family 2012

Irrevocable

Trust (3)

(9-02)

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 on 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 Am Underlying Sec (Instr. 3 and 4)	
	, and the second			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Restricted Stock Units (RSU)	<u>(4)</u>	12/15/2013		M		112,500	<u>(5)</u>	10/25/2019	Class B Common Stock (6)	1
Class B Common Stock (6)	<u>(6)</u>	12/15/2013		M	112,500		<u>(6)</u>	(6)	Class A Common Stock	1
Class B Common Stock (6)	<u>(6)</u>	12/15/2013		F		58,703 (7)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	
Class B Common Stock (6)	<u>(6)</u>	12/15/2013		C		53,797 (8)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>F-</b>	Director	10% Owner	Officer	Other				
EBERSMAN DAVID A C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Financial Officer					
Signatures								

## oignatures

/s/ David Kling as attorney-in-fact for David A. 12/17/2013 Ebersman

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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## **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).
- Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection (1) with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$53.32 per share, which represented the closing price of the issuer's Class A Common Stock on December 13, 2013.
- (2) Shares held of record by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.
- (3) Shares held of record by The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.
- (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012. The service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 15, 2010 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
- (6) 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.
- (7) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (8) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

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.