

Cox Christopher K
Form 4
February 20, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox Christopher K

(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)
02/15/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Product Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 02/15/2019 | | M | 26,847 A | \$ 0 85,331 | D | |
| Class A Common Stock | 02/15/2019 | | F | 13,311 (1) D | \$ 163.95 72,020 | D | |
| Class A Common Stock | 02/15/2019 | | M | 10,023 A | \$ 0 82,043 | D | |
| Class A Common | 02/15/2019 | | F | 4,970 (1) D | \$ 163.95 77,073 | D | |

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Stock

| | | | | | | | |
|----------------------------|------------|--------------|----------------------|---|--------------|---------|---|
| Class A Common Stock | 02/15/2019 | M | 8,255 | A | \$ 0 | 85,328 | D |
| Class A Common Stock | 02/15/2019 | F | 4,093 <u>(1)</u> | D | \$ 163.95 | 81,235 | D |
| Class A Common Stock | 02/15/2019 | C | 34,122 <u>(2)</u> | A | \$ 0 | 115,357 | D |
| Class A Common Stock | 02/15/2019 | F | 16,016 <u>(1)</u> | D | \$ 163.95 | 99,341 | D |
| Class A Common Stock | 02/19/2019 | S <u>(3)</u> | 5,300 | D | \$ 160.35 | 94,041 | D |

| | | | | | | | |
|----------------------------|--|--|--|--|--|--------|---|
| Class A Common Stock | | | | | | 74,107 | I |
|----------------------------|--|--|--|--|--|--------|---|

Christopher
K. Cox 2017
Annuity
Trust u/a/d
10/24/2017
(4)

| | | | | | | | |
|----------------------------|--|--|--|--|--|---------|---|
| Class A Common Stock | | | | | | 125,893 | I |
|----------------------------|--|--|--|--|--|---------|---|

Christopher
K. Cox 2018
Annuity
Trust II U/A
DTD
12/19/2018
(5)

| | | | | | | | |
|----------------------------|--|--|--|--|--|--------|---|
| Class A Common Stock | | | | | | 74,107 | I |
|----------------------------|--|--|--|--|--|--------|---|

Christopher
K. Cox 2018
Annuity
Trust III
U/A DTD
12/19/2018
(6)

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)

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| 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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|---|---|---|---|--|--|--|-------------------------------------|
| Restricted Stock Units (RSU) (Class A) | <u>(7)</u> | 02/15/2019 | | M | 26,847 | <u>(8)</u> 05/05/2023 | Class A Common Stock | 26,847 |
| Restricted Stock Units (RSU) (Class A) | <u>(7)</u> | 02/15/2019 | | M | 10,023 | <u>(9)</u> 03/16/2024 | Class A Common Stock | 10,023 |
| Restricted Stock Units (RSU) (Class A) | <u>(7)</u> | 02/15/2019 | | M | 8,255 | <u>(10)</u> 03/15/2025 | Class A Common Stock | 8,255 |
| Restricted Stock Unit (RSU) (Class B) | <u>(11)</u> | 02/15/2019 | | M | 34,122 | <u>(10)</u> 05/02/2022 | Class B Common Stock <u>(12)</u> | 34,122 |
| Class B Common Stock <u>(12)</u> | <u>(12)</u> | 02/15/2019 | | M | 34,122 | <u>(12)</u> <u>(12)</u> | Class A Common Stock | 34,122 |
| Class B Common Stock <u>(12)</u> | <u>(12)</u> | 02/15/2019 | | C | 34,122 <u>(13)</u> | <u>(12)</u> <u>(12)</u> | Class A Common Stock | 34,122 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | Chief Product Officer |

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher
K. Cox

02/20/2019

__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 of Class A 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.
- (2) 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.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (4) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.
- (5) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust II U/A DTD 12/19/2018.
- (6) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust III U/A DTD 12/19/2018.
- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
- (11) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (12) 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.
- (13) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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