

Facebook Inc
Form 4
May 12, 2014

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 *
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)
05/05/2014

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)
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Class A Common Stock	05/08/2014		C	3,999,000 (1)	A \$ 0 3,999,241	I	
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Class A Common Stock	05/08/2014		G V	3,999,000 D \$ 0 241	I		
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By Mark
Zuckerberg,
Trustee of
The Mark
Zuckerberg
Trust dated
July 7, 2006
(2)

By Mark
Zuckerberg,
Trustee of
The Mark

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									Zuckerberg Trust dated July 7, 2006 ⁽²⁾	
Class A Common Stock	05/08/2014		G	V	1,333,000	A	\$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated 5/8/2014 ⁽³⁾
Class A Common Stock	05/08/2014		G	V	1,333,000	A	\$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated 5/8/2014 ⁽⁴⁾
Class A Common Stock	05/08/2014		G	V	1,333,000	A	\$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated 5/8/2014 ⁽⁵⁾

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)		
						Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock ⁽⁶⁾	<u>(6)</u>	05/05/2014		Code G V	(A) 28,200	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	

Class B Common Stock <u>(6)</u>	<u>(6)</u>	05/05/2014	G	V	28,200	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	05/08/2014	G	V	3,999,000	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	05/08/2014	G	V	3,999,000	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	05/08/2014	C		3,999,000 <u>(8)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Zuckerberg Mark
C/O FACEBOOK, INC.
1601 WILLOW ROAD
MENLO PARK, CA 94025

X X COB and CEO

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark
Zuckerberg

05/12/2014

__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 conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
- (2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (5) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (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) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (9) Shares held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012.

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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