

Facebook Inc
Form 4
May 17, 2017

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 *
Koum Jan

(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)
05/15/2017

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)

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/15/2017		M		1,242,673	A	\$ 0	10,934,550	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽¹⁾
Class A Common Stock	05/15/2017		F		648,427 ⁽²⁾	D	\$ 150.33	10,286,123	I	By Jan Koum, Trustee of The Butterfly

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Class A Common Stock	05/16/2017	<u>S</u> ⁽³⁾	564,333	D	\$ 149.7052 <u>(4)</u>	9,721,790	I	Trust U/A/D 1/20/2004 <u>(1)</u> By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(1)</u>
Class A Common Stock	05/16/2017	<u>S</u> ⁽³⁾	29,913	D	\$ 150.105 <u>(5)</u>	9,691,877	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(1)</u>
Class A Common Stock						997,450	I	By BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015 <u>(6)</u>
Class A Common Stock						2,370,448	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 <u>(7)</u>
Class A Common Stock						2,236,923	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 <u>(8)</u>

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Class A Common Stock	2,060,265	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 <u>(9)</u>
Class A Common Stock	2,103,543	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 <u>(10)</u>
Class A Common Stock	1,314,746	I	By Jan Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014 <u>(11)</u>
Class A Common Stock	3,500,000	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016 <u>(12)</u>

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

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.055 to \$150.21 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.

- (6) Shares held of record by BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
- (7) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.
- (8) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015.
- (9) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
- (10) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.
- (11) Shares held of record by Jan Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
- (12) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016.
- (13) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

The RSUs vest as to (a) 13/60th of the total shares on November 15, 2015, (b) 1/20th of the total shares each quarter thereafter through November 15, 2017, (c) 2/20th of the total shares on each of February 15, 2018, May 15, 2018 and August 15, 2018 and (d) the final

- (14) 5/60th of the total shares on November 15, 2018; provided, however, that in the event of the reporting person's termination of employment with the issuer under certain circumstances, all of the reporting person's then unvested RSUs shall vest as of the date of such termination of employment.

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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