Zuckerberg Mark Form 4 May 07, 2018

# 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

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(b).

(Last)

1. Name and Address of Reporting Person \* Zuckerberg Mark

> (First) (Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

(Ctata)

2. Issuer Name and Ticker or Trading Symbol

Facebook Inc [FB]

3. Date of Earliest Transaction

(Month/Day/Year) 05/03/2018

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ 10% Owner \_X\_\_ Director \_\_ Other (specify X\_ Officer (give title \_ below)

COB and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### MENLO PARK, CA 94025

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Month/Day/Year) (Instr. 8)  Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) Or Code V Amount (D) Price  Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	
Class A	By Chan Zuckerberg Foundation
Class A	By Chan Zuckerberg Foundation
Class A \$ Common 05/03/2018 \$\frac{S(1)}{52,876} D \frac{174.8842}{(5)} 6,728,072 I \$ Stock	By Chan Zuckerberg Foundation

Class A Common Stock	05/03/2018	S <u>(1)</u>	10,727	D	\$ 175.3659 (6)	6,717,345	Ι	By Chan Zuckerberg Foundation
Class A Common Stock	05/03/2018	C	122,250	A	\$ 0	122,250	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/03/2018	S <u>(1)</u>	19,900	D	\$ 172.8773 (8)	102,350	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/03/2018	S(1)	26,920	D	\$ 173.8226 (9)	75,430	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/03/2018	S <u>(1)</u>	66,453	D	\$ 174.7839 (10)	8,977	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/03/2018	S <u>(1)</u>	8,977	D	\$ 175.5053 (11)	0	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/04/2018	S <u>(1)</u>	1,895	D	\$ 173.3625 (12)	6,715,450	I	By Chan Zuckerberg Foundation
Class A Common Stock	05/04/2018	S <u>(1)</u>	5,500	D	\$ 174.6551 (13)	6,709,950	I	By Chan Zuckerberg Foundation
Class A Common Stock	05/04/2018	S <u>(1)</u>	32,883	D	\$ 175.7857 (14)	6,677,067	I	By Chan Zuckerberg Foundation
Class A Common Stock	05/04/2018	S <u>(1)</u>	52,222	D	\$ 176.4041 (15)	6,624,845	I	By Chan Zuckerberg Foundation
Class A Common Stock	05/04/2018	C	127,500	A	\$ 0	127,500	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/04/2018	S <u>(1)</u>	5,600	D	\$ 173.4306 (16)	121,900	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/04/2018	S <u>(1)</u>	12,172	D	\$ 174.5609 (17)	109,728	I	By CZI Holdings, LLC (7)

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Class A Common Stock	05/04/2018	S(1)	50,635	D	\$ 175.8478 (18)	59,093	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/04/2018	S <u>(1)</u>	59,093	D	\$ 176.4414 (19)	0	I	By CZI Holdings, LLC (7)
Class A Common Stock	05/04/2018	S(20)	400	D	\$ 173.1313 (21)	413,666	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (22)
Class A Common Stock	05/04/2018	S(20)	900	D	\$ 174.5244 (23)	412,766	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (22)
Class A Common Stock	05/04/2018	S(20)	3,090	D	\$ 175.8479 (24)	409,676	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (22)
Class A Common Stock	05/04/2018	S(20)	3,610	D	\$ 176.4415 (25)	406,066	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (22)
Class A Common Stock	05/04/2018	S(20)	600	D	\$ 173.4158 (26)	499,031	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (27)
	05/04/2018	S(20)	1,100	D		497,931	I	

Class A Common Stock					\$ 174.7364 (28)			By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (27)
Class A Common Stock	05/04/2018	S(20)	3,667	D	\$ 175.9059 (29)	494,264	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (27)
Class A Common Stock	05/04/2018	S(20)	3,633	D	\$ 176.4726 (30)	490,631	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (27)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		ansactionDerivative de Securities astr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		TransactionDerivative Code Securities (Instr. 8) Acquired (A) Disposed of ( (Instr. 3, 4, and		6. Date Exer Expiration D (Month/Day,	ate	7. Title and 2. Underlying \$ (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Class B Common Stock (31)	(31)	05/03/2018		C		122,250	(31)	(31)	Class A Common Stock	122,250						
Class B Common	(31)	05/04/2018		C		127,500	(31)	(31)	Class A Common	127,500						

Stock (31)				Stock	
Class B Common Stock (31)	(31)	<u>(31)</u> <u>(</u>	31)	Class A Common Stock	1,908,602
Class B Common Stock (31)	(31)	<u>(31)</u> <u>(</u>	31)	Class A Common Stock	5,676,058

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	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

05/07/2018

Date

\*\*Signature of Reporting Person

# **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).

The sales reported were effected by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation") and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of the plan Mr. Zuckerberg

- (1) announced in September 2017 to sell 35 million to 75 million Facebook shares over approximately 18 months from the date of that announcement in order to fund the philanthropic initiatives of Mr. Zuckerberg and his wife, Priscilla Chan, in education, science and advocacy.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.16 to \$173.11 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Shares held of record by CZ Foundation. The reporting person is deemed to have voting and investment power over the shares held by CZ Foundation, but has no pecuniary interest in these shares.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.16 to \$174.12 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.17 to \$175.16 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of

Reporting Owners 5

the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.17 to \$176.09 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.28 to \$173.27 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.28 to \$174.27 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.28 to \$175.27 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.28 to \$176.09 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.08 to \$173.98 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.09 to \$175.02 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.10 to \$176.09 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.10 to \$176.86 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.08 to \$174.06 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.19 to \$175.18 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.19 to \$176.18 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.19 to \$176.92 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark (20) Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.08 to \$173.19 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (22) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.12 to \$175.11 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.21 to \$176.16 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.21 to \$176.81 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.08 to \$174.05 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (27) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.26 to \$175.24 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.26 to \$176.24 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (30) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.26 to \$176.87 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (31) 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.
- (32) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

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.