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Facebook Inc Form 4 August 18, 2015 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washingtor F CHANGES IN SECU Section 16(a) of t	h, D.C. 205 N BENEFI RITIES he Securiti Iding Com	549 CIAL OW ies Exchang ipany Act o	NERSHIP OF te Act of 1934, f 1935 or Section	OMB Number: Expires: Estimated a burden hour response	~	
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> Stretch Colin	2. Issuer Name an Symbol Facebook Inc [F		Frading	5. Relationship of I Issuer			
(Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD	3. Date of Earliest 7 (Month/Day/Year) 08/15/2015	Fransaction		(Check all applicable) Director 10% Owner X_Officer (give title Other (specify below) VP, Gen. Counsel & Secretary			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) MENLO PARK, CA 94025						rson	
(City) (State) (Zip)	Table I - Non-	Derivative S	Securities Acc	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D	Date, if Transactic Code ay/Year) (Instr. 8)	oror Disposed (Instr. 3, 4 a		 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 08/15/2015 Stock	Code V C	7 681	(D) Price	82,193	D		
Class A Common 08/15/2015 Stock	М	6,444	A \$0	88,637	D		
Class A Common 08/15/2015 Stock	М	8,018	A \$0	96,655	D		
Class A 08/17/2015 Common	S	11,555	D \$ 93.741	85,100 .8	D		

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Stock					(3)		
Class A Common Stock	08/18/2015	S <u>(4)</u>	1,000	D	\$ 94.1	84,100	D

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.

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. Transactio Code (Instr. 8)	orDerivati Securitio Acquire Dispose	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount o Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU) (Class B)	<u>(5)</u>	08/15/2015		М		7,681	<u>(6)</u>	05/02/2022	Class B Common Stock (7)	7,681
Class B Common Stock (7)	(7)	08/15/2015		М	7,681		(7)	(7)	Class A Common Stock	7,681
Class B Common Stock (7)	<u>(7)</u>	08/15/2015		С		7,681 (8)	(7)	(7)	Class A Common Stock	7,681
Restricted Stock Units (RSU) (Class A)	<u>(9)</u>	08/15/2015		М		6,444	<u>(6)</u>	05/05/2023	Class A Common Stock	6,444
Restricted Stock Units (RSU) (Class A)	<u>(9)</u>	08/15/2015		М		8,018	(10)	03/16/2024	Class A Common Stock	8,018

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP, Gen. Counsel & Secretary				
Signatures							
/s/ Michael Johnson as attorney Stretch	v-in-fact f	or Colin	08/18/2015				
**Signature of Reporting	g 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 in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.

Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by

the reporting person. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (3) \$93.52 to \$94.09 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 (3).
- (4) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (7) 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.
- (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) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (10) The RSUs vest as to 1/5th of the total shares on February 15, 2015, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.

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.

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