### Edgar Filing: Facebook Inc - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	MENT OF CHA rsuant to Sectior (a) of the Public	Vashington, I ANGES IN B SECURI 1 16(a) of the	D.C. 2054 BENEFIC ITIES Securities ing Compa	AL OWN Exchange ny Act of 1	E <b>RSHIP OF</b> Act of 1934, 935 or Section	OMB Number: Expires: Estimated a burden hou response	•		
(Print or Type Responses)									
1. Name and Address of Reporting Cox Christopher K	uer Name <b>and</b> T bl book Inc [FB]			5. Relationship of Reporting Person(s) to Issuer					
(Last) (First)	Middle) 3. Date of Earliest Transaction				(Check all applicable)				
(Month/Day/Year)						er (specify			
(Street) MENLO PARK, CA 94025	mendment, Date Aonth/Day/Year)	-		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip) Ta	able I - Non-De	erivative Sec		red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		TransactionDis Code (In		) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code V A	amount (D)	Price	(Instr. 3 and 4)				
Class A Common 04/15/2016 Stock		C $\frac{59}{(1)}$	9,952 A	\$ 0	428,362	D			
Class A Common 04/15/2016 Stock		S 29	9,433 D	\$ 109.7584 <u>(3)</u>	398,929	D			
Class A Common 04/15/2016 Stock		S 1,8 (2)	,850 D	\$ 110.6841 (4)	397,079	D			
Class A 04/18/2016 Common		C $11$ $(1)$	1,371 A	\$0	408,450	D			

Stock											
Class A Common Stock	04/18/2016			5,934 2)	D	\$ 110.23	402,	,516 D	)		
Class A Common Stock							76,9	945 I	K R	By Christopher C. Cox Revocable Crust <u>(5)</u>	
Class A Common Stock							28,8	816 I	In Tr C U C K 20 A Tr	Lemainder Interest Trust Created Under The Christopher C. Cox 009 Annuity Trust Dated /29/2009	
Reminder: Re	port on a separ	rate line for each class	of securities benefi	Perso inform requir	ons v matio ired t ays a	who respon ion containe to respond	nd to th ed in th unless	ne collection	not (	2 1474 (9-02)	
			tive Securities Acqu 1ts, calls, warrants,		-		•	Owned			
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)	Code	action 8)	5. Number of Derivative Securities Act (A) or Dispos (D) (Instr. 3, 4, ar	cquired sed of	6. Date Exer Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and	Securit
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo
				Coue							or Num of Sł
Restricted Stock Unit (RSU) (Class B)	(7)	04/15/2016		M		5	59,952	(8)	03/24/202	Class B Common Stock (9)	or Num of Sł

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Class B Common Stock (9)	<u>(9)</u>	04/15/2016	C	59,952 (10)	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	59,9
Restricted Stock Unit (RSU) (Class B)	<u>(7)</u>	04/18/2016	М	11,371	(11)	08/25/2019	Class B Common Stock (9)	11,:
Class B Common Stock (9)	<u>(9)</u>	04/18/2016	М	11,371	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	11,1
Class B Common Stock (9)	<u>(9)</u>	04/18/2016	С	11,371 (10)	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	11,1

# **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 Produc	ct Officer				
Signatures								
/s/ Michael Johnson as attorney K. Cox	y-in-fact f	or Christoph	er	04/19/2016				

\*\*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).
- (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

(2) vesting of the RSOS instea in Fabre it. This safe 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 \$109.23 to \$110.14 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

(3) 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.24 to \$110.94 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

- (4) \$110.24 to \$110.34 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, of 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.
- (5) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- (6)

Date

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Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra Vichit-Vadakan, Trustee, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on July 15, 2014, subject to continued service through each vesting date.
- (9) 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.
- (10) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (11) The RSUs vest as to 1/48 of the total number of shares monthly, beginning on September 1, 2013, 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.