

Facebook Inc
Form 4
December 17, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stretch Colin

(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)
12/15/2013

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)
VP, Gen. Counsel & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/15/2013		C		3,983 (1) \$ 0	49,826	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit (RSU)	(2)	12/15/2013		M	8,330	(3)	05/19/2020	Class B Common Stock (4)	8,330
Class B Common Stock (4)	(4)	12/15/2013		M	8,330	(4)	(4)	Class A Common Stock	8,330
Class B Common Stock (4)	(4)	12/15/2013		F	4,347 (5)	(4)	(4)	Class A Common Stock	4,347
Class B Common Stock (4)	(4)	12/15/2013		C	3,983 (6)	(4)	(4)	Class A Common Stock	3,983

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP, Gen. Counsel & Secretary	

Signatures

/s/ David Kling as attorney-in-fact for Colin Stretch
12/17/2013

**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).
- Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection
- (1) with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$53.32 per share, which represented the closing price of the issuer's Class A Common Stock on December 13, 2013.
 - (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
 - (3) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The

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service-based condition was satisfied as to 1/4th of the total number of shares on February 15, 2011 and then an additional 1/48th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

- (4) 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.
- (5) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs and does not represent a sale by the reporting person.
- (6) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of RSUs.

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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