

Facebook Inc  
Form 4  
December 16, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Cox Christopher K

(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)  
12/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |   |         |   |   |
| Class A Common Stock            | 12/15/2015                           |  | C                              |   | 11,371<br>(1)   | A  | \$ 0  | 395,669 | D |   |
| Class A Common Stock            | 12/15/2015                           |  | S                              |   | 5,934<br>(2)  | D  | \$ 105.2342   | 389,735 | D |   |
| Class A Common Stock            |                                      |  |                                |   |   |  |   | 76,945  | I | By Christopher K. Cox Revocable Trust (3) |

|                            |        |   |  |
|----------------------------|--------|---|--|
| Class A<br>Common<br>Stock | 28,816 | I | By<br>Remainder<br>Interest<br>Trust<br>Created<br>Under The<br>Christopher<br>K. Cox<br>2009<br>Annuity<br>Trust Dated<br>5/29/2009<br><u>(4)</u> |
|----------------------------|--------|---|--|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |                    |                            |        |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------------------|----------------------------|--------|
|   |  |   |   | Code                                 | V  | (A)  | (D)  | Date<br>Exercisable                 | Expiration<br>Date | Title                      |        |
| Restricted<br>Stock Unit<br>(RSU)<br>(Class B)      | <u>(5)</u>   | 12/15/2015                              |   | M                                    |  |  | 11,371   | <u>(6)</u>                          | 08/25/2019         | Class B<br>Common<br>Stock | 11,371 |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>   | 12/15/2015                              |   | M                                    |  |  | 11,371   | <u>(7)</u>                          | <u>(7)</u>         | Class A<br>Common<br>Stock | 11,371 |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>   | 12/15/2015                              |   | C                                    |  |  | 11,371<br><u>(8)</u>   | <u>(7)</u>                          | <u>(7)</u>         | Class A<br>Common<br>Stock | 11,371 |

## 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 Product Officer

## Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher  
K. Cox

12/16/2015

\_\_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).
- (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.
- (2) 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.
- (3) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- (4) 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.
- (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 1/48 of the total number of shares monthly, beginning on September 1, 2013, 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.

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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