

Facebook Inc
Form 4
February 17, 2016

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FISCHER DAVID B.

(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)
02/15/2016

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 ____ Other (specify
below) below)

VP Marketing & Bus. Part.

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	(A) or (D)	Price
Class A Common Stock	02/15/2016		M		15,034	A	\$ 0 270,022
Class A Common Stock	02/15/2016		M		6,515	A	\$ 0 276,537
Class A Common Stock	02/15/2016		C		18,789 (1)	A	\$ 0 295,326
Class A Common	02/16/2016		S		6,699 (2)	D	\$ 288,627 101.2784

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Stock					(3)			
Class A					\$			
Common	02/16/2016	S	7,151	D	102.1199	281,476	D	
Stock			(2)		(4)			
Class A					\$			
Common	02/16/2016	S	3,400	D	103.0454	278,076	D	
Stock			(2)		(5)			
Class A					\$			
Common	02/16/2016	S	400	D	103.8425	277,676	D	
Stock			(2)		(6)			

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 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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M	15,034	(8)	05/05/2023	Class A Common Stock	15,034
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M	6,515	(9)	03/16/2024	Class A Common Stock	6,515
Restricted Stock Unit (RSU) (Class B)	(10)	02/15/2016		M	18,789	(11)	05/02/2022	Class B Common Stock (12)	18,789
Class B Common Stock (12)	(12)	02/15/2016		M	18,789	(12)	(12)	Class A Common Stock	18,789

Class B Common Stock ⁽¹²⁾	⁽¹²⁾	02/15/2016	C	18,789 ⁽¹³⁾	⁽¹²⁾	⁽¹²⁾	Class A Common Stock	18,789
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FISCHER DAVID B. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	VP Marketing & Bus. Part.

Signatures

/s/ Michael Johnson as attorney-in-fact for David
Fischer

02/17/2016

____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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.63 to \$101.62 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.65 to \$102.64 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.65 to \$103.61 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.75 to \$104.02 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.
- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2016, subject to continued service through each vesting date.

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- (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2015, subject to continued service through each vesting date.
- (12) 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.
- (13) 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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