

Facebook Inc
Form 4
July 05, 2016

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 *
Andreessen Marc L

(Last) (First) (Middle)

C/O ANDREESSEN
HOROWITZ, 2865 SAND HILL
RD., STE. 101

(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)
06/30/2016

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)

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	06/30/2016		C	81,978 ⁽¹⁾	A	\$ 0	81,978	I	By Andreessen Horowitz Fund III, L.P., As Nominee ⁽²⁾
Class A Common Stock	06/30/2016		C	56,735 ⁽¹⁾	A	\$ 0	56,735	I	By AH Parallel Fund III, L.P., As Nominee ⁽³⁾

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Class A Common Stock					171,646	I		By The Andressen 1996 Living Trust ⁽⁴⁾
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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.

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	06/30/2016		A	81,978 ⁽⁶⁾	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock	81,978
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	06/30/2016		C	81,978 ⁽¹⁾	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock	81,978
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	06/30/2016		A	56,735 ⁽⁶⁾	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock	56,735
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	06/30/2016		C	56,735 ⁽¹⁾	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock	56,735

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreesen Marc L C/O ANDREESSEN HOROWITZ 2865 SAND HILL RD., STE. 101 MENLO PARK, CA 94025	X			

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L.
Andreesen

07/05/2016

__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) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis pursuant to an irrevocable commitment to convert such shares (the "Conversion Notice"). The Conversion Notice was delivered to the issuer in connection with a proposal to reclassify the issuer's capital stock, as further described in the issuer's definitive proxy statement filed with the Securities and Exchange Commission on June 2, 2016.

(2) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C., which is the General Partner of Andreesen Horowitz Fund III, L.P., as nominee ("AH Fund III"), and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C., which is the General Partner of AH Parallel Fund III, L.P., as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreesen 1996 Living Trust.

(5) 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.

(6) The holder became entitled to receive these shares on June 30, 2016 for no additional consideration pursuant to an earn-out provision in the agreement and plan of merger (the "Merger Agreement") executed in connection with the acquisition of Oculus by the issuer (the "Merger"). Subject to achievement of the associated earnout milestones, the holder's right to receive these additional shares became irrevocable on July 21, 2014, the effective date of the Merger.

(7) The value of these shares was established in the Merger Agreement.

(8) Represents shares to be received by the holder in connection with the Merger, which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

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.