

Facebook Inc
Form 4
February 17, 2017

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 *
Athwal Jas

(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)
02/15/2017

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 Accounting 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 (A) or (D) Price		
Class A Common Stock	02/15/2017		M		4,452 A \$ 0	119,905	D
Class A Common Stock	02/15/2017		F		1,705 (1) D \$ 133.85	118,200	D
Class A Common Stock	02/15/2017		M		2,505 A \$ 0	120,705	D
Class A Common	02/15/2017		F		942 (1) D \$ 133.85	119,763	D

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Stock								
Class A Common Stock	02/15/2017		M	2,477	A	\$ 0	122,240	D
Class A Common Stock	02/15/2017		F	<u>1,218</u> (1)	D	\$ 133.85	121,022	D
Class A Common Stock	02/15/2017		M	1,756	A	\$ 0	122,778	D
Class A Common Stock	02/15/2017		F	917 <u>(1)</u>	D	\$ 133.85	121,861	D

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

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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)	8. Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	<u>(2)</u>	02/15/2017		M	4,452	<u>(3)</u> 05/05/2023	Class A Common Stock	4,452
Restricted Stock Units (RSU) (Class A)	<u>(2)</u>	02/15/2017		M	2,505	<u>(4)</u> 03/16/2024	Class A Common Stock	2,505
Restricted Stock	<u>(2)</u>	02/15/2017		M	2,477	<u>(5)</u> 03/15/2025	Class A Common	2,477

Units (RSU) (Class A)								Stock
Restricted Stock Units (RSU) (Class A)	<u>(2)</u>	02/15/2017	M	1,756	<u>(6)</u>	03/14/2026	Class A Common Stock	1,756

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Athwal Jas C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Accounting Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Jas Athwal 02/15/2017

__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 of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") listed in Table II and does not represent a sale by the reporting person.
- (1) and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") listed in Table II and does not represent a sale by the reporting person.
 - (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
 - (3) The RSUs vested as to 1/4th of the total shares on February 15, 2014, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
 - (4) The RSUs vest as to 1/16th of the total shares quarterly, beginning February 15, 2015, subject to continued service through each vesting date.
 - (5) The RSUs vest as to 1/4th of the total shares on February 15, 2016, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.
 - (6) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2016, 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.

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