

Schroepfer Michael Todd
 Form 4
 February 20, 2018

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

OMB APPROVAL

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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 *
 Schroepfer Michael Todd

2. Issuer Name and Ticker or Trading Symbol
 Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O FACEBOOK, INC., 1601 WILLOW ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Technology Officer

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price					
Class A Common Stock	02/15/2018		C		26,940 ⁽¹⁾	A	\$ 0	26,940	I	The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11 ⁽²⁾
Class A Common Stock	02/15/2018		S ⁽³⁾		5,350	D	\$ 177.8425 ⁽⁴⁾	21,590	I	The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11 ⁽²⁾
Class A Common Stock	02/15/2018		S ⁽³⁾		13,752	D	\$ 178.866 ⁽⁵⁾	7,838	I	The Clover Irrevocable

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Stock								Nonexempt Trust u/a/d 6/27/11 ⁽²⁾
Class A Common Stock	02/15/2018	S ⁽³⁾	7,238	D	\$ 179.6051 ⁽⁶⁾	600	I	The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11 ⁽²⁾
Class A Common Stock	02/15/2018	S ⁽³⁾	600	D	\$ 180.37 ⁽⁷⁾	0	I	The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11 ⁽²⁾
Class A Common Stock	02/15/2018	C	86,584 ⁽⁸⁾	A	\$ 0	468,105	D	
Class A Common Stock	02/15/2018	F	42,929 ⁽⁹⁾	D	\$ 179.52	425,176	D	
Class A Common Stock	02/15/2018	C	34,122 ⁽⁸⁾	A	\$ 0	459,298	D	
Class A Common Stock	02/15/2018	F	16,918 ⁽⁹⁾	D	\$ 179.52	442,380	D	
Class A Common Stock	02/15/2018	M	26,847	A	\$ 0	469,227	D	
Class A Common Stock	02/15/2018	F	13,311 ⁽⁹⁾	D	\$ 179.52	455,916	D	
Class A Common Stock	02/15/2018	M	10,023	A	\$ 0	465,939	D	
Class A Common Stock	02/15/2018	F	4,970 ⁽⁹⁾	D	\$ 179.52	460,969	D	
Class A Common Stock	02/15/2018	M	8,254	A	\$ 0	469,223	D	
Class A Common Stock	02/15/2018	F	4,093 ⁽⁹⁾	D	\$ 179.52	465,130	D	
						30,121	I	

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Class A Common Stock							By The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017 <u>(10)</u>
Class A Common Stock				391,998	I		By The HS Trust U/A/D 9/28/2011 <u>(11)</u>
Class A Common Stock				30,121	I		By The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017 <u>(12)</u>

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 Underlying Security (Instr. 3 and 4)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	02/15/2018		M		26,940	<u>(13)</u>	01/11/2019	Class B Common Stock <u>(14)</u>	26,940

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Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	M	26,940	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	26,940
Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	C	26,940 <u>(15)</u>	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	26,940
Restricted Stock Unit (RSU) (Class B)	<u>(16)</u>	02/15/2018	M	86,584	<u>(17)</u>	08/25/2020	Class B Common Stock ⁽¹⁴⁾	86,584
Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	M	86,584	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	86,584
Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	C	86,584 <u>(15)</u>	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	86,584
Restricted Stock Unit (RSU) (Class B)	<u>(16)</u>	02/15/2018	M	34,122	<u>(18)</u>	05/02/2022	Class B Common Stock ⁽¹⁴⁾	34,122
Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	M	34,122	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	34,122
Class B Common Stock ⁽¹⁴⁾	<u>(14)</u>	02/15/2018	C	34,122 <u>(15)</u>	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	34,122
Restricted Stock Units (RSU) (Class A)	<u>(19)</u>	02/15/2018	M	26,847	<u>(20)</u>	05/05/2023	Class A Common Stock	26,847
Restricted Stock Units (RSU) (Class A)	<u>(19)</u>	02/15/2018	M	10,023	<u>(21)</u>	03/16/2024	Class A Common Stock	10,023
Restricted Stock Units (RSU) (Class A)	<u>(19)</u>	02/15/2018	M	8,254	<u>(22)</u>	03/15/2025	Class A Common Stock	8,254

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T.
Schroepfer

02/20/2018

**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 the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock options listed in Table II.
 - (2) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust U/A/D 6/27/11.
 - (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
 - (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.32 to \$178.22 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written 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 \$178.33 to \$179.32 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written 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 \$179.35 to \$180.30 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$180.35 to \$180.38 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (8) 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.
 - (9) 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 RSUs and does not represent a sale by the reporting person.
 - (10) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person's spouse.
 - (11) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
 - (12) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person.
 - (13) The option was 100% vested on August 13, 2013.

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- (14) 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.
- (15) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (16) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (17) 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 vesting condition was satisfied on November 17, 2012. The service-based vesting condition was satisfied as to 1/16th of the total number of shares on August 15, 2014, after which 1/16th of the total number of shares vest quarterly, subject to continued service through each vesting date.
- (18) 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.
- (19) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (20) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2017, subject to continued service through each vesting date.
- (21) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.
- (22) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2017, 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. 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.