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if no lo subject Section Form 4 Form 5 obligat may co	b) 15 M 4 UNITER this box onger t to n 16. to for 5 5 5 5 5 5 5 5 5 5 5 5 5	MENT OF ursuant to Se (a) of the Pr	Was CHAN ection 1 ublic U	shingto IGES II SECU 6(a) of tility Ho	n, D.C. 2 N BENE IRITIES the Secur olding Co	FICI FICI) AL OWN Exchange	OMMISSION ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated burden ho response.	ours per	
1. Name and Cox Chris	l Address of Reportin topher K	-	Symbol	r Name a ok Inc []	nd Ticker o	or Trae		5. Relationship of Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2015					(Check all applicable) Director 10% Owner XOfficer (give titleOther (specify below) Chief Product Officer			
				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non	-Derivativ	e Seci	urities Acqu	iired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Instr. 3)		any			Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	05/15/2015			С	11,371 (1)	А	\$ 0	600,076	D		
Class A Common Stock	05/15/2015			С	86,585 (1)	А	\$ 0	686,661	D		
Class A Common Stock	05/15/2015			S	45,115 (2)	D	\$ 80.638 (3)	641,546	D		
Class A Common	05/15/2015			S	6,000 (2)	D	\$ 81.2752	635,546	D		

Stock						(4)					
Class A Common Stock	05/18/2015	;	S <u>(5)</u> 1	3,854]	D	\$ 80.25	621,6	692 D			
Class A Common Stock							76,94	45 I	K. C	ocable	
Class A Common Stock							28,81	16 I	Inter Trus Crea Und Chri K. C 2009 Ann Trus	st ated ler The istopher Cox 9	
Reminder: Re	port on a separ	rate line for each class	of securities benefi	Person inform require	ons w natio red t ays a	who respon on containe to respond	nd to th ed in th I unless	ne collection	not (9-	474 -02)	
			tive Securities Acqu 1ts, calls, warrants,					7 Owned			
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)	Code	ction S 8) ((5. Number of Derivative Securities Ac (A) or Dispos (D) (Instr. 3, 4, ar	cquired osed of	6. Date Exerce Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and	Securit
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sł
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	05/15/2015		М		1	1,371	<u>(9)</u>	08/25/2019	Class B Common Stock (10)	
(Class D)										_	

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Class B Common Stock (10)	<u>(10)</u>	05/15/2015	С	11,371 (11)	(10)	(10)	Class A Common Stock	11,
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	05/15/2015	М	86,585	(12)	08/25/2020	Class B Common Stock (10)	86,:
Class B Common Stock (10)	<u>(10)</u>	05/15/2015	М	86,585	(10)	(10)	Class A Common Stock	86,:
Class B Common Stock (10)	<u>(10)</u>	05/15/2015	C	86,585 (11)	(10)	(10)	Class A Common Stock	86,:

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 Produc	ct Officer				
Signatures								
/s/ Michael Johnson as attorney K. Cox	/-in-fact f	or Christoph	er	05/19/2015				

**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.

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

(2) vesting of the RSOS instead in Fabre it. This state 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.1850 to \$81.17 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

(3) solution is start per share, inclusive: The reporting person undertakes to provide to the issuer, any security holder of the issuer, of 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 (3).

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.1760 to \$81.41 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the

- (4) soft. From the state, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, of 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).
- (5) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (6) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.

Reporting Owners

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Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra

- (7) 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.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (9) 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.
- (10) 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.
- (11) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (12) The RSUs vest as to 1/16th of the total number of shares quarterly, beginning on August 15, 2013, 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.