Schroepfer Michael Todd Form 4 October 26, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Schroepfer Michael Todd

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Facebook Inc [FB] (Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

10/25/2012

(Month/Day/Year)

below) **VP** Engineering

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative Sec	urities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		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)	
Class A Common Stock	10/25/2012		Code V	Amount 1,537,286 (1)	(D) Price A \$ 0	1,537,286	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Date Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any Code Disposed of (D)  (Month/Day/Year)  4. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D)  (Instr. 8) (Instr. 3, 4, and 5)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (RSU)	(2)	10/25/2012		M	(A)	921,845	(3)	01/11/2019	Class B Commor Stock (4)
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		M	921,845		<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		F		430,318 (5)	<u>(4)</u>	<u>(4)</u>	Class A Commor Stock
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		C		491,527 (6)	<u>(4)</u>	<u>(4)</u>	Class A Commor Stock
Restricted Stock Units (RSU)	(2)	10/25/2012		M		1,223,180	<u>(7)</u>	01/11/2019	Class B Commor Stock (4)
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		M	1,223,180		<u>(4)</u>	<u>(4)</u>	Class A Commor Stock
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		F		570,981 (5)	<u>(4)</u>	<u>(4)</u>	Class A Commor Stock
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		C		652,199 (6)	<u>(4)</u>	<u>(4)</u>	Class A Commor Stock
Restricted Stock Units (RSU)	<u>(2)</u>	10/25/2012		M		731,250	<u>(8)</u>	08/25/2019	Class B Commor Stock (4)
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		M	731,250		<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock (4)	<u>(4)</u>	10/25/2012		F		337,690 (5)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock
	<u>(4)</u>	10/25/2012		C			<u>(4)</u>	<u>(4)</u>	

Class B
Common
Stock (4)

393,560 (6) Class A Common Stock

# **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

**VP** Engineering

# **Signatures**

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

10/26/2012

\*\*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 that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection (1) with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$23.21 per share, which represented the closing price of the issuer's Class A Common Stock on October 24, 2012.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
  - 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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly
- thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012.
- (4) 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.
- (5) Represents shares of Class B 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.
- (6) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.
  - 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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly
- thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012.
- (8) 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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on July 15, 2010 and then 1/60th of the total number of shares vest monthly

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thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012.

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.