

Koum Jan
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 *
Koum Jan

(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)

02/15/2018

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Class A Common Stock	02/13/2018		J ⁽¹⁾	V 1,168,777 D \$ 0	934,766	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 ⁽²⁾
	02/13/2018		J ⁽¹⁾	V 1,168,777 A \$ 0	4,248,339	I	

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Class A Common Stock								By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾
Class A Common Stock	02/13/2018	<u>J</u> ⁽⁴⁾	V 934,766	D	\$ 0	0	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 ⁽²⁾
Class A Common Stock	02/13/2018	<u>J</u> ⁽⁴⁾	V 934,766	A	\$ 0	5,269,287	I	By BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015 ⁽⁵⁾
Class A Common Stock	02/15/2018	M	2,485,347	A	\$ 0	6,733,686	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾
Class A Common Stock	02/15/2018	F	<u>1,231,441</u> ⁽⁶⁾	D	\$ 179.52	5,502,245	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾
Class A Common Stock	02/20/2018	<u>S</u> ⁽⁷⁾	371,500	D	\$ <u>175.6494</u> ⁽⁸⁾	5,130,745	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D

Class A Common Stock	02/20/2018	<u>S⁽⁷⁾</u>	580,736	D	\$ 176.5977 <u>(9)</u>	4,550,009	I	1/20/2004 <u>(3)</u> By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(3)</u>
Class A Common Stock	02/20/2018	<u>S⁽⁷⁾</u>	301,670	D	\$ 177.4104 <u>(10)</u>	4,248,339	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(3)</u>
Class A Common Stock						2,242,880	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016 <u>(11)</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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	<u>(12)</u>	02/15/2018		M	2,485,347	<u>(13)</u>	11/16/2024	Class A Common Stock	2,485,347

(RSU)
(Class A)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koum Jan C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Michael Johnson as attorney-in-fact for Jan Koum	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 a transfer of shares from Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 to Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. The reporting person remains the beneficial owner of all of the shares after the transfer.
 - (2) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.
 - (3) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
 - (4) Represents a transfer of shares from Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 to Jan Koum and BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015. The reporting person remains the beneficial owner of all of the shares after the transfer.
 - (5) Shares held of record by BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
 - (6) 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.
 - (7) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
 - (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.115 to \$176.11 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.
 - (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.115 to \$177.11 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.
 - (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.12 to \$177.95 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.
 - (11) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016.

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(12) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

The RSUs vest as to (a) 13/60th of the total shares on November 15, 2015, (b) 1/20th of the total shares each quarter thereafter through November 15, 2017, (c) 2/20th of the total shares on each of February 15, 2018, May 15, 2018 and August 15, 2018 and (d) the final

(13) 5/60th of the total shares on November 15, 2018; provided, however, that in the event of the reporting person's termination of employment with the issuer under certain circumstances, all of the reporting person's then unvested RSUs shall vest as of the date of such termination of employment.

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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