



Edgar Filing: Zuckerberg Mark - Form 4

Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	18,188	D	\$ 159.8884 <u>(6)</u>	7,115,174	I	By Chan Zuckerberg Foundation <u>(3)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	800	D	\$ 160.8325 <u>(7)</u>	7,114,374	I	By Chan Zuckerberg Foundation <u>(3)</u>
Class A Common Stock	04/25/2018	C	108,750	A	\$ 0	108,750	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	6,630	D	\$ 156.8612 <u>(9)</u>	102,120	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	16,408	D	\$ 158.0005 <u>(10)</u>	85,712	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	23,329	D	\$ 159.0295 <u>(11)</u>	62,383	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	59,683	D	\$ 159.838 <u>(12)</u>	2,700	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock	04/25/2018	<u>S<sup>(1)</sup></u>	2,700	D	\$ 160.6841 <u>(13)</u>	0	I	By CZI Holdings, LLC <u>(8)</u>
Class A Common Stock						414,066	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <u>(14)</u>
Class A Common Stock						499,631	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(15)</u>

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

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SEC 1474  
(9-02)



## 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) The sales reported were effected by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation") and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of the plan Mr. Zuckerberg announced in September 2017 to sell 35 million to 75 million Facebook shares over approximately 18 months from the date of that announcement in order to fund the philanthropic initiatives of Mr. Zuckerberg and his wife, Priscilla Chan, in education, science and advocacy.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$156.36 to \$157.30 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.

(3) Shares held of record by CZ Foundation. The reporting person is deemed to have voting and investment power over the shares held by CZ Foundation, but has no pecuniary interest in these shares.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$157.50 to \$158.44 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 \$158.50 to \$159.49 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 \$159.50 to \$160.44 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 \$160.55 to \$161.00 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) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$156.24 to \$157.18 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 \$157.38 to \$158.37 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$158.40 to \$159.39 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.

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$159.40 to \$160.39 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.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$160.40 to \$160.90 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.

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- (14) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (15) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (16) 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.
- (17) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

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.