

Taylor Susan J.S.
Form 4
February 20, 2019

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 *
Taylor Susan J.S.

(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)

02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 02/15/2019 | | M | | 1,569 A \$ 0 | 1,569 | D |
| Class A Common Stock | 02/15/2019 | | F | | 571 (1) D \$ 163.95 | 998 | D |
| Class A Common Stock | 02/15/2019 | | M | | 680 A \$ 0 | 1,678 | D |
| Class A Common | 02/15/2019 | | F | | 236 (1) D \$ 163.95 | 1,442 | D |

Stock

Class A
Common Stock 02/20/2019 S⁽²⁾ 1,442 D \$ 162.02 0 D

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units (RSU) (Class A) | (3) | 02/15/2019 | | M | 1,569 | (4) 06/14/2027 | Class A Common Stock | 1,569 |
| Restricted Stock Units (RSU) (Class A) | (3) | 02/15/2019 | | M | 680 | (5) 03/19/2028 | Class A Common Stock | 680 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| Taylor Susan J.S. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | Director 10% Owner Officer Chief Accounting Officer Other |

Signatures

/s/ Michael Johnson, attorney-in-fact for Susan
Taylor

02/20/2019

__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 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") and does not represent a sale by the reporting person.
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (3) The RSUs vest as to 12/48th of the total shares on May 15, 2018 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (4) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following February 15, 2018, subject to continued service through each vesting date.
- (5)

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.