

Facebook Inc  
Form 4  
March 27, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
03/23/2017

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 Ownership (Instr. 4)                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 03/23/2017                           |  | S <sup>(1)</sup>               | 65,353 D  | \$ 140.0524<br>(2)  | 13,070,453 I   | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock            | 03/24/2017                           |  | S <sup>(1)</sup>               | 178,376 D   | \$ 140.3737<br>(4)  | 12,892,077 I   | By Jan Koum, Trustee of The Butterfly                           |

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|                            |            |                         |     |   |        |            |   |  |
|----------------------------|------------|-------------------------|-----|---|--------|------------|---|--|
| Class A<br>Common<br>Stock | 03/24/2017 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 141 | 12,891,877 | I | Trust U/A/D<br>1/20/2004 <sup>(3)</sup><br>By Jan<br>Koum,<br>Trustee of<br>The<br>Butterfly<br>Trust U/A/D<br>1/20/2004 <sup>(3)</sup>        |
| Class A<br>Common<br>Stock |            |                         |     |   |        | 997,450    | I | By BNY<br>Mellon<br>Trust of<br>Delaware,<br>Trustee of<br>The Jan<br>Koum<br>Family Trust<br>II U/A/D<br>2/4/2015 <sup>(5)</sup>              |
| Class A<br>Common<br>Stock |            |                         |     |   |        | 2,370,448  | I | By Jan<br>Koum and<br>BNY<br>Mellon<br>Trust of<br>Delaware,<br>Co-Trustees<br>of The Jan<br>Koum Trust<br>V U/A/D<br>4/29/2015 <sup>(6)</sup> |
| Class A<br>Common<br>Stock |            |                         |     |   |        | 2,236,923  | I | By Jan<br>Koum and<br>BNY<br>Mellon<br>Trust of<br>Delaware,<br>Co-Trustees<br>of The Jan<br>Koum Trust<br>VI U/A/D<br>8/5/2015 <sup>(7)</sup> |
| Class A<br>Common<br>Stock |            |                         |     |   |        | 2,060,265  | I | By Jan<br>Koum and<br>BNY<br>Mellon<br>Trust of<br>Delaware,<br>Co-Trustees  |

|                            |  |  |  |  |           |   |   |
|----------------------------|--|--|--|--|-----------|---|---|
| Class A<br>Common<br>Stock |  |  |  |  | 2,103,543 | I | of The Jan<br>Koum Trust<br>VII U/A/D<br>10/20/2015<br><u>(8)</u>   |
| Class A<br>Common<br>Stock |  |  |  |  | 1,314,746 | I | By Jan<br>Koum and<br>BNY<br>Mellon<br>Trust of<br>Delaware,<br>Co-Trustees<br>of The Jan<br>Koum Trust<br>VIII U/A/D<br>1/29/2016 <sup>(9)</sup> |
| Class A<br>Common<br>Stock |  |  |  |  | 3,500,000 | I | By Jan<br>Koum,<br>Trustee of<br>The Jan<br>Koum<br>Family Trust<br>U/A/D<br>4/29/2014<br><u>(10)</u>   |
| Class A<br>Common<br>Stock |  |  |  |  |           |   | By Jan<br>Koum and<br>BNY<br>Mellon<br>Trust of<br>Delaware,<br>Co-Trustees<br>of The Jan<br>Koum Trust<br>IX U/A/D<br>4/13/2016<br><u>(11)</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)

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

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. | 5. Transaction<br>Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and<br>Amount of | 8. Price of<br>Derivative | 9. Nu<br>Deriv |
|---------------------------|---------------|---|----------------------------------|----|--------------------------|--|---------------------------|---------------------------|----------------|
|---------------------------|---------------|---|----------------------------------|----|--------------------------|--|---------------------------|---------------------------|----------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|

  

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

## Reporting Owners

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

## Signatures

/s/Michael Johnson as attorney-in-fact for Jan Koum 03/27/2017

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.00 to \$140.37 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or 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.
- (2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.00 to \$140.99 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or 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) 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.
- (4) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.
- (5) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015.
- (6) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
- (7) 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.

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- (10) Shares held of record by Jan Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
- (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.

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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