

Facebook Inc
Form 4
February 10, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
02/08/2016

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 | 01/29/2016 | | G ⁽¹⁾ | V 3,500,000 D \$ 0 | 46,802,939 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽²⁾ |
| Class A Common Stock | 01/29/2016 | | G ⁽¹⁾ | V 3,500,000 A \$ 0 | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of |

Edgar Filing: Facebook Inc - Form 4

| | | | | | | | | |
|----------------------------|------------|------------------------|---------|---|---------------------------------------|------------|---|---|
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 234,214 | D | \$ <u>98.0642</u> ⁽⁵⁾ | 46,568,725 | I | Delaware Co-Trustees of The Jan Koum Trust VIII U/A/D 01/29/2016 <u>(3)</u> By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u> |
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 282,906 | D | \$ <u>98.9593</u> ⁽⁶⁾ | 46,285,819 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u> |
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 424,279 | D | \$ <u>100.0361</u> ⁽⁷⁾ | 45,861,540 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u> |
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 168,335 | D | \$ <u>100.8357</u> ⁽⁸⁾ | 45,693,205 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u> |
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 36,790 | D | \$ <u>101.8374</u> ⁽⁹⁾ | 45,656,415 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u> |
| Class A Common Stock | 02/08/2016 | <u>S⁽⁴⁾</u> | 700 | D | \$ <u>102.5543</u> ⁽¹⁰⁾ | 45,655,715 | I | By Jan Koum, Trustee of The Butterfly |

| | | | | | | | | |
|----------------------------|------------|------------------|-----|---|-------------------------------|------------|---|---|
| | | | | | | | | Trust U/A/D 1/20/2004 ⁽²⁾ |
| Class A Common Stock | 02/08/2016 | S ⁽⁴⁾ | 400 | D | \$ 102.6225 <u>(11)</u> | 45,655,315 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽²⁾ |
| Class A Common Stock | | | | | | 3,442,873 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 ⁽¹²⁾ |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 <u>(13)</u> |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 ⁽¹⁴⁾ |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of |

| | | | | | | | |
|----------------------------|--|--|--|--|-----------|---|---|
| Class A Common Stock | | | | | 141,489 | I | Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 <u>(15)</u> |
| Class A Common Stock | | | | | 141,489 | I | By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 <u>(16)</u> |
| Class A Common Stock | | | | | 2,528,672 | I | By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 <u>(17)</u> |
| Class A Common Stock | | | | | | | By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014 <u>(18)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

4, and 5)

| 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 C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Michael Johnson as attorney-in-fact for Jan Koum | 02/10/2016 |
| **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) On January 29, 2016, Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 contributed 3,500,000 shares of Class A common stock to Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 01/29/2016, a grantor retained annuity trust for the benefit of the reporting holder.
- (2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
- (3) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 01/29/2016.
- (4) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.48 to \$98.47 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.48 to \$99.47 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.48 to \$100.4750 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.48 to \$101.47 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.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.48 to \$102.47 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.

Edgar Filing: Facebook Inc - Form 4

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 \$102.51 to \$102.60 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.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.61 to \$102.64 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.

(12) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.

(13) 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.

(14) 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.

(15) 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.

(16) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014.

(17) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.

(18) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.

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.