

Zuckerberg Mark
Form 4
May 09, 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 *
Zuckerberg Mark

(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)
05/07/2018

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)
COB and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Class A Common Stock | 05/07/2018 | | S(1) | 34,749 D | \$ 177.7546 (2) | 6,590,096 I | By Chan Zuckerberg Foundation (3) |
| Class A Common Stock | 05/07/2018 | | S(1) | 51,862 D | \$ 178.7896 (4) | 6,538,234 I | By Chan Zuckerberg Foundation (3) |
| Class A Common Stock | 05/07/2018 | | S(1) | 5,889 D | \$ 179.2537 (5) | 6,532,345 I | By Chan Zuckerberg Foundation (3) |

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| | | | | | | | | |
|----------------------------|------------|-------------------|---------|---|-----------------------------------|---------|---|--|
| Class A Common Stock | 05/07/2018 | C | 127,500 | A | \$ 0 | 127,500 | I | By CZI Holdings, LLC ⁽⁶⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁾ | 47,801 | D | \$ 177.7623 ⁽⁷⁾ | 79,699 | I | By CZI Holdings, LLC ⁽⁶⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁾ | 72,799 | D | \$ 178.794 ⁽⁸⁾ | 6,900 | I | By CZI Holdings, LLC ⁽⁶⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁾ | 6,900 | D | \$ 179.2597 ⁽⁹⁾ | 0 | I | By CZI Holdings, LLC ⁽⁶⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁰⁾ | 3,200 | D | \$ 177.7642 ⁽¹¹⁾ | 402,866 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 ⁽¹²⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁰⁾ | 4,500 | D | \$ 178.8242 ⁽¹³⁾ | 398,366 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 ⁽¹²⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁰⁾ | 300 | D | \$ 179.3233 ⁽¹⁴⁾ | 398,066 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 ⁽¹²⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁰⁾ | 3,550 | D | \$ 177.7062 ⁽¹⁵⁾ | 487,081 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 ⁽¹⁶⁾ |
| Class A Common Stock | 05/07/2018 | S ⁽¹⁰⁾ | 4,750 | D | \$ 178.7765 ⁽¹⁷⁾ | 482,331 | I | By Mark Zuckerberg, Trustee Of |

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| | | | | | | | | |
|----------------------------|------------|-------------------------|---------|---|---------------------------------------|-----------|---|--|
| Class A Common Stock | 05/07/2018 | <u>S⁽¹⁰⁾</u> | 700 | D | \$ <u>179.27</u> ₍₁₈₎ | 481,631 | I | The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(16)</u> By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(16)</u> |
| Class A Common Stock | 05/08/2018 | <u>S⁽¹⁾</u> | 44,724 | D | \$ <u>177.7194</u> ₍₁₉₎ | 6,487,621 | I | By Chan Zuckerberg Foundation <u>(3)</u> |
| Class A Common Stock | 05/08/2018 | <u>S⁽¹⁾</u> | 47,776 | D | \$ <u>178.5011</u> ₍₂₀₎ | 6,439,845 | I | By Chan Zuckerberg Foundation <u>(3)</u> |
| Class A Common Stock | 05/08/2018 | C | 127,500 | A | \$ 0 | 127,500 | I | By CZI Holdings, LLC <u>(6)</u> |
| Class A Common Stock | 05/08/2018 | <u>S⁽¹⁾</u> | 61,492 | D | \$ <u>177.7146</u> ₍₂₁₎ | 66,008 | I | By CZI Holdings, LLC <u>(6)</u> |
| Class A Common Stock | 05/08/2018 | <u>S⁽¹⁾</u> | 66,008 | D | \$ <u>178.4977</u> ₍₂₂₎ | 0 | I | By CZI Holdings, LLC <u>(6)</u> |
| Class A Common Stock | 05/09/2018 | <u>S⁽¹⁾</u> | 13,139 | D | \$ <u>179.52</u> ₍₂₃₎ | 6,426,706 | I | By Chan Zuckerberg Foundation <u>(3)</u> |
| Class A Common Stock | 05/09/2018 | <u>S⁽¹⁾</u> | 23,074 | D | \$ <u>180.3809</u> ₍₂₄₎ | 6,403,632 | I | By Chan Zuckerberg Foundation <u>(3)</u> |
| Class A Common Stock | 05/09/2018 | <u>S⁽¹⁾</u> | 17,604 | D | \$ <u>181.2993</u> ₍₂₅₎ | 6,386,028 | I | By Chan Zuckerberg Foundation <u>(3)</u> |
| Class A Common Stock | 05/09/2018 | <u>S⁽¹⁾</u> | 35,383 | D | \$ <u>182.3842</u> ₍₂₆₎ | 6,350,645 | I | By Chan Zuckerberg Foundation <u>(3)</u> |

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| | | | | | | | | |
|----------------------------|------------|------------------|---------|---|------------------------|-----------|---|--|
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 3,300 | D | \$ 182.8597 (27) | 6,347,345 | I | By Chan Zuckerberg Foundation (3) |
| Class A Common Stock | 05/09/2018 | C | 127,500 | A | \$ 0 | 127,500 | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 17,500 | D | \$ 179.4967 (28) | 110,000 | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 32,594 | D | \$ 180.3979 (29) | 77,406 | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 24,346 | D | \$ 181.3393 (30) | 53,060 | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 50,660 | D | \$ 182.4172 (31) | 2,400 | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | 05/09/2018 | S ⁽¹⁾ | 2,400 | D | \$ 182.8788 (32) | 0 | I | By CZI Holdings, LLC (6) |

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 or Number of Shares |
| Class B Common Stock (33) | (33) | 05/07/2018 | | C | 127,500 | (33) | (33) | Class A Common Stock | 127,500 |
| Class B Common | (33) | 05/08/2018 | | C | 127,500 | (33) | (33) | Class A Common | 127,500 |

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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 \$179.18 to \$179.43 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) 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.20 to \$178.18 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.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$178.20 to \$179.19 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 \$179.20 to \$179.49 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.

(10) The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.20 to \$178.19 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) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$178.26 to \$179.24 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.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.26 to \$179.40 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.

(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.20 to \$178.19 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.

(16) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$178.20 to \$179.16 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.

(18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.21 to \$179.38 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.

(19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.14 to \$178.13 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

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- (33) 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.
- (34) 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.