

Facebook Inc
Form 4
August 25, 2016

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 *
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)
08/23/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | 08/23/2016 | | S ⁽¹⁾ | 685,517 D \$ 124.6266 ⁽²⁾ | 18,165,690 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾ |
| Class A Common Stock | 08/24/2016 | | S ⁽¹⁾ | 94,949 D \$ 123.7396 ⁽⁴⁾ | 18,070,741 | I | By Jan Koum, Trustee of The Butterfly |

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| | | | | | | | | |
|----------------------------|------------|-------------------------|--------|---|------------------------------|------------|---|--|
| Class A Common Stock | 08/24/2016 | <u>S</u> ⁽¹⁾ | 23,901 | D | \$ 124.3497 <u>(5)</u> | 18,046,840 | I | Trust U/A/D 1/20/2004 ⁽³⁾ By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾ |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of Delaware Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 ⁽⁶⁾ |
| Class A Common Stock | | | | | | 2,242,343 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 ⁽⁷⁾ |
| Class A Common Stock | | | | | | 2,370,448 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 ⁽⁸⁾ |
| Class A Common Stock | | | | | | 2,236,923 | I | By Jan Koum and BNY Mellon Trust of Delaware, |

| | | | | | | | | |
|----------------------------|--|--|--|--|--|-----------|---|---|
| Class A Common Stock | | | | | | 3,500,000 | I | Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 ⁽⁹⁾ |
| Class A Common Stock | | | | | | 2,528,672 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 ⁽¹⁰⁾ |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014 ⁽¹¹⁾ |
| Class A Common Stock | | | | | | 3,500,000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016 ⁽¹²⁾ |

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

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- (9) 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.
- (10) 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.
- (11) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.
- (12) 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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