

Zuckerberg Mark
Form 4
August 29, 2017

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

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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

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2017

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

COB and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 or Price					
Class A Common Stock	08/25/2017		C		59,916	A	\$ 0	59,916	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/25/2017		S(2)		41,018	D	\$ 166.611 (3)	18,898	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/25/2017		S(2)		18,798	D	\$ 167.5242 (4)	100	I	By Chan Zuckerberg Foundation (1)

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Class A Common Stock	08/25/2017	<u>S</u> (2)	100	D	\$ 168.26	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/25/2017	C	37,447	A	\$ 0	37,447	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/25/2017	<u>S</u> (2)	25,941	D	\$ 166.6218 (6)	11,506	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/25/2017	<u>S</u> (2)	11,506	D	\$ 167.5266 (7)	0	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/25/2017	<u>S</u> (8)	10,978	D	\$ 166.656 (9)	723,106	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/25/2017	<u>S</u> (8)	4,000	D	\$ 167.5888 (11)	719,106	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/25/2017	<u>S</u> (8)	14,274	D	\$ 166.6021 (12)	816,233	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (13)
Class A Common Stock	08/25/2017	<u>S</u> (8)	727	D	\$ 167.5827 (14)	815,506	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (13)
Class A Common	08/28/2017	C	59,852	A	\$ 0	59,852	I	By Chan Zuckerberg

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Stock								Foundation (1)
Class A Common Stock	08/28/2017	S ⁽²⁾	50,004	D	\$ 166.9905 (15)	9,848	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/28/2017	S ⁽²⁾	9,848	D	\$ 167.5103 (16)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/28/2017	C	37,408	A	\$ 0	37,408	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S ⁽²⁾	32,758	D	\$ 167.0079 (17)	4,650	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S ⁽²⁾	4,650	D	\$ 167.5324 (18)	0	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S ⁽⁸⁾	12,561	D	\$ 167.014 (19)	706,545	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/28/2017	S ⁽⁸⁾	2,400	D	\$ 167.505 (20)	704,145	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/28/2017	S ⁽⁸⁾	12,562	D	\$ 167.0089 (21)	802,944	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (13)
Class A Common Stock	08/28/2017	S ⁽⁸⁾	2,400	D	\$ 167.5032 (22)	800,544	I	By Mark Zuckerberg, Trustee Of

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Class A Common Stock	468,566	I	The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 ⁽¹³⁾ By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(23)</u>
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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 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 ⁽²⁴⁾	<u>(24)</u>	08/25/2017		C	59,916	<u>(24)</u> <u>(24)</u>	Class A Common Stock 59,916
Class B Common Stock ⁽²⁴⁾	<u>(24)</u>	08/25/2017		C	37,447	<u>(24)</u> <u>(24)</u>	Class A Common Stock 37,447
Class B Common Stock ⁽²⁴⁾	<u>(24)</u>	08/28/2017		C	59,852	<u>(24)</u> <u>(24)</u>	Class A Common Stock 59,852
Class B Common Stock ⁽²⁴⁾	<u>(24)</u>	08/28/2017		C	37,408	<u>(24)</u> <u>(24)</u>	Class A Common Stock 37,408
	<u>(24)</u>					<u>(24)</u> <u>(24)</u>	5,207,492

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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.

- (8) 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.

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.30 to \$167.29 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) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.34 to \$168.05 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.24 to \$167.19 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.

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

- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.26 to \$168.035 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 \$166.38 to \$167.37 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.39 to \$167.67 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.

- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.44 to \$167.43 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.

- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.44 to \$167.66 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 \$166.42 to \$167.41 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.

- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.42 to \$167.64 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.

- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.42 to \$167.41 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.

- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.42 to \$167.63 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of

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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.

(23) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

(24) 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.

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