

Facebook Inc
Form 4
October 06, 2014

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)
10/06/2014

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)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	10/06/2014		A		68,721,716 <u>(1)</u>	A	<u>(1)</u> 68,721,716	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 <u>(2)</u>
Class A Common Stock	10/06/2014		A		3,817,873 <u>(3)</u>	A	<u>(3)</u> 3,817,873	I	By Jan Koum, Trustee of

Class A Common Stock	10/06/2014	A	3,817,873 (3)	A	(3)	3,817,873	I	The Jan Koum Trust I U/A/D 4/29/2014 (4) <u> </u> By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (5) <u> </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, 4, and 5)	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. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

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

10/06/2014

__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).

Shares received in exchange for 90,000,000 shares of WhatsApp Inc. ("WhatsApp") common stock in connection with the acquisition of WhatsApp by the issuer (the "Merger"), the consideration of which consisted of shares of the issuer's Class A Common Stock and cash.

The closing price of the issuer's Class A Common Stock on the preceding trading date prior to the effective date of the Merger was

- (1) \$77.44 per share. Of the shares of Class A Common Stock reported, a portion are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, WhatsApp's breach of any of its representations and warranties or covenants and agreements set forth in the Agreement and Plan of Merger and Reorganization dated February 19, 2014, as amended.

- (2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.

Shares received in exchange for 5,000,000 shares of WhatsApp common stock in connection with the Merger, the consideration of which consisted of shares of the issuer's Class A Common Stock and cash. The closing price of the issuer's Class A Common Stock on the

- (3) preceding trading date prior to the effective date of the Merger was \$77.44 per share. Of the shares of Class A Common Stock reported, a portion are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, WhatsApp's breach of any of its representations and warranties or covenants and agreements set forth in the Agreement and Plan of Merger and Reorganization dated February 19, 2014, as amended.

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

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

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.