

Schroepfer Michael Todd
Form 4
August 10, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schroepfer Michael Todd

(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)
08/08/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Class A Common Stock	08/08/2017		C	35,181 (1)	A \$ 0 882,427	D	
Class A Common Stock	08/08/2017		C	31,075 (1)	A \$ 0 913,502	D	
Class A Common Stock	08/08/2017		S(2)	13,763	D \$ 171.3074 899,739	D	
Class A Common	08/08/2017		S(2)	15,800	D \$ 172.1155 883,939	D	

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Stock					(4)			
Class A					\$			
Common	08/08/2017		S(2)	8,400	D	172.8258	875,539	D
Stock					(5)			

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	08/08/2017		M		35,181		<u>(6)</u>	01/11/2019	Class B Common Stock <u>(7)</u>	35,181
Class B Common Stock <u>(7)</u>	<u>(7)</u>	08/08/2017		M		35,181		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	35,181
Class B Common Stock <u>(7)</u>	<u>(7)</u>	08/08/2017		C		35,181 <u>(8)</u>		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	35,181
Stock Option (Right to Buy Class B Common Stock)	\$ 2.954	08/08/2017		M		31,075		<u>(9)</u>	08/18/2019	Class B Common Stock <u>(7)</u>	31,075
Class B Common Stock <u>(7)</u>	<u>(7)</u>	08/08/2017		M		31,075		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	31,075
	<u>(7)</u>	08/08/2017		C				<u>(7)</u>	<u>(7)</u>		31,075

Class B Common Stock ⁽⁷⁾		31,075 ⁽⁸⁾		Class A Common Stock
Stock Option (Right to Buy \$ 1.854 Class B Common Stock)			⁽¹⁰⁾ 01/11/2019	Class B Common Stock 26,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T.
Schroepfer

08/10/2017

 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) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock options listed in Table II.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$170.68 to \$171.67 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$171.68 to \$172.67 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 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 \$172.68 to \$173.03 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The option vested as to 1/5th of the total shares on October 29, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date. In connection with certain estate planning transfers, the reporting person transferred vested shares underlying the option to Michael Schroepfer and Erin Hoffman, Co-Trustees of The HS Trust u/a/d 9/28/11.
- (7) 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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- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to
- (9) continued service through each vesting date. In connection with certain estate planning transfers, the reporting person transferred vested shares underlying the option to Michael Schroepfer and Erin Hoffman, Co-Trustees of The HS Trust u/a/d 9/28/11.
- (10) The option was 100% vested on August 13, 2013.
- (11) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11.

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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