

Schroepfer Michael Todd
 Form 4
 August 17, 2017

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 *
 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)
 08/15/2017

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 below) ___ Other (specify 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 08/15/2017 | | M | | 10,023 A \$ 0 | 885,562 | D |
| Class A Common Stock | 08/15/2017 | | F | | 5,231 (1) D \$ 170.75 | 880,331 | D |
| Class A Common Stock | 08/15/2017 | | M | | 8,254 A \$ 0 | 888,585 | D |
| Class A Common | 08/15/2017 | | F | | 4,307 (1) D \$ 170.75 | 884,278 | D |

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Stock

| | | | | | | | |
|----------------------------|------------|---|---------------|---|-----------|---------|---|
| Class A Common Stock | 08/15/2017 | C | 86,584 (2) | A | \$ 0 | 970,862 | D |
| Class A Common Stock | 08/15/2017 | F | 45,180 (1) | D | \$ 170.75 | 925,682 | D |
| Class A Common Stock | 08/15/2017 | C | 34,122 (2) | A | \$ 0 | 959,804 | D |
| Class A Common Stock | 08/15/2017 | F | 17,805 (1) | D | \$ 170.75 | 941,999 | D |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (RSU) (Class A) | (3) | 08/15/2017 | | M | | 10,023 | (4) | 03/16/2024 | Class A Common Stock | 10,023 |
| Restricted Stock Units (RSU) (Class A) | (3) | 08/15/2017 | | M | | 8,254 | (5) | 03/15/2025 | Class A Common Stock | 8,254 |
| Restricted Stock Unit (RSU) (Class B) | (6) | 08/15/2017 | | M | | 86,584 | (7) | 08/25/2020 | Class B Common Stock (8) | 86,584 |

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| | | | | | | | | |
|--|----------------|------------|---|--------------------------|-----------------|----------------|---|--------|
| Class B Common Stock ⁽⁸⁾ | ⁽⁸⁾ | 08/15/2017 | M | 86,584 | ⁽⁸⁾ | ⁽⁸⁾ | Class A Common Stock | 86,584 |
| Class B Common Stock ⁽⁸⁾ | ⁽⁸⁾ | 08/15/2017 | C | 86,584 ⁽⁹⁾ | ⁽⁸⁾ | ⁽⁸⁾ | Class A Common Stock | 86,584 |
| Restricted Stock Unit (RSU) (Class B) | ⁽⁶⁾ | 08/15/2017 | M | 34,122 | ⁽¹⁰⁾ | 05/02/2022 | Class B Common Stock ⁽⁸⁾ | 34,122 |
| Class B Common Stock ⁽⁸⁾ | ⁽⁸⁾ | 08/15/2017 | M | 34,122 | ⁽⁸⁾ | ⁽⁸⁾ | Class A Common Stock | 34,122 |
| Class B Common Stock ⁽⁸⁾ | ⁽⁸⁾ | 08/15/2017 | C | 34,122 ⁽⁹⁾ | ⁽⁸⁾ | ⁽⁸⁾ | Class A Common Stock | 34,122 |

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

08/17/2017

⁽⁸⁾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 of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (2) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (4) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.
- (5) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2017, subject to continued service through each vesting date.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (7)

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The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012. The service-based vesting condition was satisfied as to 1/16th of the total number of shares on August 15, 2014, after which 1/16th of the total number of shares vest quarterly, subject to continued service through each vesting date.

- (8) 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.
- (9) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.

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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