

Facebook Inc  
Form 4  
February 18, 2015

**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 \*  
Stretch Colin

(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)  
02/15/2015

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)  
VP, Gen. Counsel & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/15/2015		C		7,681 (1)	A	\$ 0 65,403 D
Class A Common Stock	02/15/2015		M		6,443	A	\$ 0 71,846 D
Class A Common Stock	02/15/2015		M		32,072	A	\$ 0 103,918 D
Class A Common	02/17/2015		S		23,641 (2)	D	\$ 80,277 D 76.152

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Stock								(3)
Class A								
Common Stock	02/17/2015		S(4)	1,000	D	\$ 75.1	79,277	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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
Restricted Stock Unit (RSU)	(5)	02/15/2015		M		(6) 05/02/2022	Class B Common Stock (7) 7,681
Class B Common Stock (7)	(7)	02/15/2015		M	7,681	(7) (7)	Class A Common Stock 7,681
Class B Common Stock (7)	(7)	02/15/2015		C	7,681 (8)	(7) (7)	Class A Common Stock 7,681
Restricted Stock Units (RSU)	(9)	02/15/2015		M	6,443	(6) 05/05/2023	Class A Common Stock 6,443
Restricted Stock Units (RSU)	(9)	02/15/2015		M	32,072	(10) 03/16/2024	Class A Common Stock 32,072

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	VP, Gen. Counsel & Secretary

Stretch Colin  
C/O FACEBOOK, INC.  
1601 WILLOW ROAD  
MENLO PARK, CA 94025

## Signatures

/s/ Michael Johnson as attorney-in-fact for Colin  
Stretch

02/18/2015

\_\_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 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.
- (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.78 to \$76.62 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
- (4) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (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.
- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (9) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (10) The RSUs vest as to 1/5th of the total shares on February 15, 2015, after which 1/20th of the total shares vest quarterly, 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. 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.