Cox Christopher K
Form 4
May 17, 2018

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox Christopher K

(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)
05/15/2018

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 Product 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 05/15/2018 | | M | | 26,847 | A | $ 0 | 134,975 | D | |
| Class A Common Stock | 05/15/2018 | | F | | 13,311 (1) | D | $ 186.64 | 121,664 | D | |
| Class A Common Stock | 05/15/2018 | | M | | 10,022 | A | $ 0 | 131,686 | D | |
| Class A Common | 05/15/2018 | | F | | 4,969 (1) | D | $ 186.64 | 126,717 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | |
| Class A Common Stock | 05/15/2018 | M | 8,254 | A | $ 0 | 134,971 | D | |
| Class A Common Stock | 05/15/2018 | F | 4,093 (1) | D | $ 186.64 | 130,878 | D | |
| Class A Common Stock | 05/15/2018 | C | 34,122 (2) | A | $ 0 | 165,000 | D | |
| Class A Common Stock | 05/15/2018 | F | 16,918 (1) | D | $ 186.64 | 148,082 | D | |
| Class A Common Stock | | | | | | 200,000 | I | By Christopher K. Cox 2017 Annuity Trust (3) |
| Class A Common Stock | | | | | | 28,816 | I | By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009 (4) |

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 Amoun Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or |

| | | | | | | | | | Num of Sh |
|---|---|---|---|---|---|---|---|---|---|
| Restricted Stock Units (RSU) (Class A) | (5) | 05/15/2018 | M | | 26,847 | (6) | 05/05/2023 | Class A Common Stock | 26,8 |
| Restricted Stock Units (RSU) (Class A) | (5) | 05/15/2018 | M | | 10,022 | (7) | 03/16/2024 | Class A Common Stock | 10,0 |
| Restricted Stock Units (RSU) (Class A) | (5) | 05/15/2018 | M | | 8,254 | (8) | 03/15/2025 | Class A Common Stock | 8,2 |
| Restricted Stock Unit (RSU) (Class B) | (9) | 05/15/2018 | M | | 34,122 | (8) | 05/02/2022 | Class B Common Stock (10) | 34,1 |
| Class B Common Stock (10) | (10) | 05/15/2018 | M | 34,122 | | (10) | (10) | Class A Common Stock | 34,1 |
| Class B Common Stock (10) | (10) | 05/15/2018 | C | | 34,122 (11) | (10) | (10) | Class A Common Stock | 34,1 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Cox Christopher K<br>C/O FACEBOOK, INC.<br>1601 WILLOW ROAD<br>MENLO PARK, CA 94025 | | | Chief Product Officer | |

# Signatures

| /s/ Michael Johnson as attorney-in-fact for Christopher K. Cox | 05/17/2018 |
|---|---|
| **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 RSUs listed in Table II.

**(3)** Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.

**(4)** Shares held of record by Visra Vichit-Vadakan, Trustee of the Remainder Interest Trust under the Christopher K. Cox 2009 Annuity Trust u/a/d 5/29/2009, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

**(5)** Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

**(6)** The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.

**(7)** 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.

**(8)** The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.

**(9)** Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

**(10)** 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.

**(11)** The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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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