

Schroepfer Michael Todd  
Form 4  
November 19, 2018

**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

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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)  
11/15/2018

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 \_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock            | 11/15/2018                              |                                                             | M                                    |                                                                         | 26,847                                                                                                             | A                                                                       | \$ 0                                                              |
| Class A<br>Common<br>Stock            | 11/15/2018                              |                                                             | F <sup>(1)</sup>                     |                                                                         | 13,311                                                                                                             | D                                                                       | \$ 144.22                                                         |
| Class A<br>Common<br>Stock            | 11/15/2018                              |                                                             | M                                    |                                                                         | 10,022                                                                                                             | A                                                                       | \$ 0                                                              |
| Class A<br>Common                     | 11/15/2018                              |                                                             | F <sup>(1)</sup>                     |                                                                         | 4,969                                                                                                              | D                                                                       | \$ 144.22                                                         |

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|                            |            |                        |           |   |              |         |   |                                                                                                  |
|----------------------------|------------|------------------------|-----------|---|--------------|---------|---|--------------------------------------------------------------------------------------------------|
| Stock                      |            |                        |           |   |              |         |   |                                                                                                  |
| Class A<br>Common<br>Stock | 11/15/2018 | M                      | 8,254     | A | \$ 0         | 615,537 | D |                                                                                                  |
| Class A<br>Common<br>Stock | 11/15/2018 | <u>F<sup>(1)</sup></u> | 4,093     | D | \$<br>144.22 | 611,444 | D |                                                                                                  |
| Class A<br>Common<br>Stock | 11/16/2018 | <u>G<sup>(2)</sup></u> | V 157,745 | D | \$ 0         | 518,882 | I | By The HS<br>Trust<br>U/A/D<br>9/28/2011<br><u>(3)</u>                                           |
| Class A<br>Common<br>Stock | 11/16/2018 | <u>G<sup>(2)</sup></u> | V 310,109 | D | \$ 0         | 301,335 | D |                                                                                                  |
| Class A<br>Common<br>Stock | 11/19/2018 | G                      | V 36,500  | D | \$ 0         | 482,382 | I | By The HS<br>Trust<br>U/A/D<br>9/28/2011<br><u>(3)</u>                                           |
| Class A<br>Common<br>Stock | 11/19/2018 | G                      | V 36,500  | A | \$ 0         | 36,500  | I | By The<br>Erin<br>Hoffman<br>2018<br>Annuity<br>Trust<br>U/A/D<br>11/15/2018<br><u>(4)</u>       |
| Class A<br>Common<br>Stock | 11/19/2018 | G                      | V 36,500  | D | \$ 0         | 445,882 | I | By The HS<br>Trust<br>U/A/D<br>9/28/2011<br><u>(3)</u>                                           |
| Class A<br>Common<br>Stock | 11/19/2018 | G                      | V 36,500  | A | \$ 0         | 36,500  | I | By The<br>Michael<br>Schroepfer<br>2018<br>Annuity<br>Trust<br>U/A/D<br>11/15/2018<br><u>(5)</u> |
| Class A<br>Common<br>Stock |            |                        |           |   |              | 14,682  | I | By The<br>Erin<br>Hoffmann                                                                       |

|                            |        |   |                                                                                          |
|----------------------------|--------|---|------------------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock | 14,682 | I | 2017<br>Annuity<br>Trust<br>U/A/D<br>6/29/2017<br>(6)                                    |
|                            |        |   | By The<br>Michael<br>Schroepfer<br>2017<br>Annuity<br>Trust<br>U/A/D<br>6/29/2017<br>(7) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units<br>(RSU)<br>(Class A)  | (8)                                                                   | 11/15/2018                              |                                                             | M                                       | 26,847                                                                                                       | (9)                                                            | 05/05/2023         | Class A<br>Common<br>Stock                                          | 26,847                              |
| Restricted<br>Stock<br>Units<br>(RSU)<br>(Class A)  | (8)                                                                   | 11/15/2018                              |                                                             | M                                       | 10,022                                                                                                       | (10)                                                           | 03/16/2024         | Class A<br>Common<br>Stock                                          | 10,022                              |
| Restricted<br>Stock<br>Units                        | (8)                                                                   | 11/15/2018                              |                                                             | M                                       | 8,254                                                                                                        | (11)                                                           | 03/15/2025         | Class A<br>Common<br>Stock                                          | 8,254                               |

(RSU)  
(Class A)

## Reporting Owners

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

## Signatures

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

11/19/2018

\_\_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 shares of Class A Common Stock that the holder donated as a gift to a charitable entity.
- (3) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
- (4) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2018 Annuity Trust U/A/D 11/15/2018, a grantor retained annuity trust for the benefit of the reporting person's spouse.
- (5) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2018 Annuity Trust U/A/D 11/15/2018, a grantor retained annuity trust for the benefit of the reporting person.
- (6) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person's spouse.
- (7) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2017, subject to continued service through each vesting date.
- (10) 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.
- (11) 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.

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.