Schroepfer Michael Todd Form 4 March 14, 2018

# FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schroepfer Michael Todd			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			Facebook Inc [FB]	(Check all applicable)
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	
			(Month/Day/Year)	Director 10% Owner
C/O FACEBOOK, INC., 1601 WILLOW ROAD			03/13/2018	_X_ Officer (give title Other (specify
				below) below) Chief Technology Officer
				Chief Technology Officer
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
				_X_ Form filed by One Reporting Person
MENLO PARK, CA 94025		25		Form filed by More than One Reporting
	,			Person

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit on Disposed (Instr. 3, 4)	of (D)	)	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	03/13/2018		С	66,256 (1)	A	\$ 0	458,254	I	By The HS Trust U/A/D 9/28/2011 (2)	
Class A Common Stock	03/13/2018		S(3)	19,181	D	\$ 181.9002 (4)	439,073	I	By The HS Trust U/A/D 9/28/2011	
Class A Common	03/13/2018		S(3)	11,235	D	\$ 182.5516	427,838	I	By The HS Trust	

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Stock					(5)			U/A/D 9/28/2011
Class A Common Stock	03/13/2018	S(3)	5,207	D	\$ 183.8873 (6)	422,631	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock	03/13/2018	S(3)	2,401	D	\$ 184.5025 (7)	420,230	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock						30,121	I	By The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017 (8)
Class A Common Stock						30,121	I	By The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017
Class A Common Stock						465,130	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		

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	Derivative Security				(D) (Instr. 3, 4	, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy Class B Common Stock)	\$ 2.954	03/13/2018	М			66,256	(10)	08/18/2019	Class B Common Stock (11)	66,2
Class B Common Stock (11)	<u>(11)</u>	03/13/2018	М		66,256		<u>(11)</u>	<u>(11)</u>	Class A Common Stock	66,2
Class B Common Stock (11)	(11)	03/13/2018	C			66,256 (13)	<u>(11)</u>	(11)	Class A Common Stock	66,2

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Schroepfer Michael Todd						

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

03/14/2018

\*\*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 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) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$181.28 to \$182.27 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of

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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.

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$182.28 to \$183.24 per share, inclusive. The holder 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.31 to \$184.30 per share, inclusive. The holder 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.31 to \$184.90 per share, inclusive. The holder 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.
- (8) 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.
- (9) 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.
- 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 (10) 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 Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/11.
- (11) 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.
- (12) Options held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
- (13) 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. 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.