Schroepfer Michael Todd
Form 4
February 05, 2013

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

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
(Print or Type Responses)


MENLO PARK, CA 94025
(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. <br> Transact <br> Code <br> (Instr. 8) <br> Code | 4. Securit <br> (A) or Dis <br> (D) <br> (Instr. 3, 4 <br> Amount | posed and 5 <br> (A) or (D) | uired <br> of <br> Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership <br> Form: Direct <br> (D) or <br> Indirect (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Class A <br> Common | 02/01/2013 |  | C | $\begin{aligned} & 21,314 \\ & (1) \end{aligned}$ | A | \$ 0 | 1,380,596 | D |  |

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

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. Number of Transactiomerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5) |  |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amou Underlying Securi (Instr. 3 and 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | (A) | (D) | Date <br> Exercisable | Expiration <br> Date | Title |
| Restricted Stock Unit (RSU) | (2) | 02/01/2013 |  | M |  | 24,960 | (3) | 01/11/2019 | Class B <br> Common <br> Stock (4) |
| Class B <br> Common <br> Stock (4) | (4) | 02/01/2013 |  | M | 24,960 |  | (4) | (4) | Class A <br> Common Stock |
| Class B <br> Common <br> Stock (4) | (4) | 02/01/2013 |  | F |  | $\begin{gathered} 13,025 \\ \underline{(5)} \end{gathered}$ | (4) | (4) | Class A <br> Common Stock |
| Class B <br> Common <br> Stock ${ }^{(4)}$ | (4) | 02/01/2013 |  | C |  | 11,935 <br> (6) | (4) | (4) | Class A <br> Common Stock |
| Restricted Stock Unit (RSU) | (2) | 02/01/2013 |  | M |  | 19,615 | (7) | 01/11/2019 | Class B <br> Common Stock (4) |
| Class B <br> Common <br> Stock ${ }^{(4)}$ | (4) | 02/01/2013 |  | M | 19,615 |  | (4) | (4) | Class A <br> Common Stock |
| Class B <br> Common <br> Stock (4) | (4) | 02/01/2013 |  | F |  | $\begin{gathered} 10,236 \\ \underline{(5)} \end{gathered}$ | (4) | (4) | Class A <br> Common Stock |
| Class B <br> Common <br> Stock ${ }^{(4)}$ | (4) | 02/01/2013 |  | C |  | $\begin{gathered} 9,379 \\ \underline{(6)} \end{gathered}$ | (4) | (4) | Class A <br> Common Stock |

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Schroepfer Michael Todd
C/O FACEBOOK, INC.
1601 WILLOW ROAD
MENLO PARK, CA 94025

## Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T.
Schroepfer
02/05/2013
${ }^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection
(1) with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of $\$ 30.97$ per share, which represented the closing price of the issuer's Class A Common Stock on January 31, 2013.
(2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

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,
(3) 2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to $1 / 5$ th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
(4)

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.
(5) Represents shares of Class B 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.
(6)

Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

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,
(7) 2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to $1 / 5$ th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, 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.

