

Spillane David  
Form 4  
April 16, 2013

**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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Spillane David

(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)  
04/15/2013

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 Accounting 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	04/15/2013		C		1,976 (1)	A \$ 0	159,792 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  
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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)**

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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)	Amount or Number of Shares
Restricted Stock Units (RSU)	<u>(2)</u>	04/15/2013		M	4,133	<u>(3)</u> 03/24/2021	Class B Common Stock <u>(4)</u>	4,133
Class B Common Stock <u>(4)</u>	<u>(4)</u>	04/15/2013		M	4,133	<u>(4)</u> <u>(4)</u>	Class A Common Stock	4,133
Class B Common Stock <u>(4)</u>	<u>(4)</u>	04/15/2013		F	2,157 <u>(5)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	2,157
Class B Common Stock <u>(4)</u>	<u>(4)</u>	04/15/2013		C	1,976 <u>(6)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	1,976

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Spillane David  
C/O FACEBOOK, INC.  
1601 WILLOW ROAD  
MENLO PARK, CA 94025

Chief Accounting Officer

## Signatures

/s/ Michael Johnson as attorney-in-fact for David M.  
Spillane

04/16/2013

                    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. 78ff(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 \$27.40 per share, which represented the closing price of the issuer's Class A Common Stock on April 12, 2013.

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

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- Pursuant to the terms of the RSU award, the vesting condition was satisfied as to 1/5th of the total number of shares on January 15, 2012, and then 1/20th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date. The RSUs
- (3) settle on the earliest of (i) December 31, 2013, (ii) an earlier date between January 1, 2013 and December 31, 2013 that may be specified by the issuer and (iii) the date of a change of control as defined in the issuer's stock plan. The issuer vested and settled the outstanding RSUs for which the vesting condition had been satisfied on February 1, 2013.
  - (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.

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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