

Facebook Inc
Form 4
August 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)

1. Name and Address of Reporting Person *
EBERSMAN DAVID A

(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)
11/19/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 | 11/19/2012 | | G ⁽¹⁾ | V | 2,283,030 | D | \$ 0 0 |
| Class A Common Stock | 11/19/2012 | | G ⁽¹⁾ | V | 2,283,030 | A | \$ 0 2,283,030 |
| Class A Common Stock | 12/19/2012 | | G ⁽¹⁾ | V | 59,984 | D | \$ 0 0 |

By The Ebersman Family Trust UA DTD 5/29/02 ⁽²⁾

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| | | | | | | | | | |
|----------------------------|------------|------------------------|---|-----------------------|---|-------------|------------------------|---|---|
| Class A Common Stock | 12/19/2012 | <u>G⁽¹⁾</u> | V | 59,984 | A | \$ 0 | 2,343,014 | I | By The Ebersman Family Trust UA DTD 5/29/02 ⁽²⁾ |
| Class A Common Stock | 12/20/2012 | <u>G⁽³⁾</u> | V | 108,090 | D | \$ 0 | 2,234,924 | I | By The Ebersman Family Trust UA DTD 5/29/02 ⁽²⁾ |
| Class A Common Stock | 12/20/2012 | <u>G⁽³⁾</u> | V | 108,090 | A | \$ 0 | 108,090 | I | By The Ebersman Family 2012 Irrevocable Trust ⁽⁴⁾ |
| Class A Common Stock | 01/31/2013 | <u>G⁽⁵⁾</u> | V | 116,000 | D | \$ 0 | 2,118,924 | I | By The Ebersman Family Trust UA DTD 5/29/02 ⁽²⁾ |
| Class A Common Stock | 01/31/2013 | <u>G⁽⁵⁾</u> | V | 116,000 | A | \$ 0 | 174,367 | D | |
| Class A Common Stock | 07/31/2013 | <u>G⁽⁵⁾</u> | V | 200,000 | D | \$ 0 | 1,918,924 | I | By The Ebersman Family Trust UA DTD 5/29/02 ⁽²⁾ |
| Class A Common Stock | 07/31/2013 | <u>G⁽⁵⁾</u> | V | 200,000 | A | \$ 0 | 271,471 ⁽⁶⁾ | D | |
| Class A Common Stock | 08/14/2013 | <u>S⁽⁷⁾</u> | | 11,700 | D | \$ 36.83 | 36,371 | D | |
| Class A Common Stock | 08/15/2013 | <u>S⁽⁷⁾</u> | | 11,700 | D | \$ 36.36 | 24,671 | D | |
| Class A Common Stock | 08/15/2013 | <u>C</u> | | 53,797 ⁽⁸⁾ | A | \$ 0 | 78,468 | D | |

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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 Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units (RSU) | (9) | 08/15/2013 | | M | 112,500 | (10) | 10/25/2019 | Class B Common Stock (11) |
| Class B Common Stock (11) | (11) | 08/15/2013 | | M | 112,500 | (11) | (11) | Class A Common Stock |
| Class B Common Stock (11) | (11) | 08/15/2013 | | F | 58,703 (12) | (11) | (11) | Class A Common Stock |
| Class B Common Stock (11) | (11) | 08/15/2013 | | C | 53,797 (13) | (11) | (11) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EBERSMAN DAVID A C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | | | Chief Financial Officer | |

Signatures

/s/ Michael Johnson as attorney-in-fact for David A. Ebersman
08/16/2013

**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).
- (1) This transaction represents the transfer of shares for the purposes of estate planning, and not a purchase or sale, of securities by David Ebersman to The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.
- (2) Shares held of record by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.
This transaction represents the transfer of shares for the purposes of estate planning, and not a purchase or sale, of securities by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees to The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.
- (3) Shares held of record by The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.
- (4) This transaction represents the transfer of shares for the purposes of estate planning, and not a purchase or sale, of securities by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees to David Ebersman.
- (5) Subsequent to this transaction, the reporting person sold an additional 223,400 shares of Class A Common Stock as reported on a Form 4 filed with the SEC on 8/2/2013.
- (6) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$36.64 per share, which represented the closing price of the issuer's Class A Common Stock on August 14, 2013.
- (7) 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, 2012. The service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 15, 2010 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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. 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.