

FISCHER DAVID B.
Form 4
February 20, 2019

FORM 4

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

OMB APPROVAL

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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 *
FISCHER DAVID B.

(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)
02/15/2019

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)

VP Bus. & Marketing P'ships

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	02/15/2019		M		6,515 A \$ 0	66,622 ⁽¹⁾	D
Class A Common Stock	02/15/2019		F		3,231 ⁽²⁾ D \$ 163.95	63,391	D
Class A Common Stock	02/15/2019		M		6,191 A \$ 0	69,582	D
Class A Common	02/15/2019		F		3,070 ⁽²⁾ D \$ 163.95	66,512	D

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Stock

Class A Common Stock	02/15/2019		M	6,324	A	\$ 0	72,836	D
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Class A Common Stock	02/15/2019		F	<u>3,136</u> (2)	D	\$ 163.95	69,700	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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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2019		M	6,515	(4) 03/16/2024	Class A Common Stock	6,515	
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2019		M	6,191	(5) 03/15/2025	Class A Common Stock	6,191	
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2019		M	6,324	(6) 03/14/2026	Class A Common Stock	6,324	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISCHER DAVID B. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP Bus. & Marketing P'ships	

Signatures

/s/ Michael Johnson as attorney-in-fact for David Fischer 02/20/2019

**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) Since the date of the reporting person's last ownership report, he transferred 2,471 shares of the Issuer's Class A common stock pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his former spouse.
- (2) 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.
- (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (4) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2016, subject to continued service through each vesting date.
- (5) 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.
- (6) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2018, 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.