

Zuckerberg Mark  
Form 4  
August 29, 2017

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zuckerberg Mark

(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)  
08/25/2017

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)  
COB and CEO

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	08/25/2017		C		59,916	A	\$ 0	59,916	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/25/2017		S(2)		41,018	D	\$ 166.611 (3)	18,898	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/25/2017		S(2)		18,798	D	\$ 167.5242 (4)	100	I	By Chan Zuckerberg Foundation (1)

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Class A Common Stock	08/25/2017	<u>S</u> <sup>(2)</sup>	100	D	\$ 168.26	0	I	By Chan Zuckerberg Foundation <u>(1)</u>
Class A Common Stock	08/25/2017	C	37,447	A	\$ 0	37,447	I	By CZI Holdings, LLC <u>(5)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(2)</sup>	25,941	D	\$ 166.6218 <u>(6)</u>	11,506	I	By CZI Holdings, LLC <u>(5)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(2)</sup>	11,506	D	\$ 167.5266 <u>(7)</u>	0	I	By CZI Holdings, LLC <u>(5)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(8)</sup>	10,978	D	\$ 166.656 <u>(9)</u>	723,106	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <u>(10)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(8)</sup>	4,000	D	\$ 167.5888 <u>(11)</u>	719,106	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 <u>(10)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(8)</sup>	14,274	D	\$ 166.6021 <u>(12)</u>	816,233	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(13)</u>
Class A Common Stock	08/25/2017	<u>S</u> <sup>(8)</sup>	727	D	\$ 167.5827 <u>(14)</u>	815,506	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <u>(13)</u>
Class A Common	08/28/2017	C	59,852	A	\$ 0	59,852	I	By Chan Zuckerberg

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Stock								Foundation (1)
Class A Common Stock	08/28/2017	S <sup>(2)</sup>	50,004	D	\$ 166.9905 (15)	9,848	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/28/2017	S <sup>(2)</sup>	9,848	D	\$ 167.5103 (16)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	08/28/2017	C	37,408	A	\$ 0	37,408	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S <sup>(2)</sup>	32,758	D	\$ 167.0079 (17)	4,650	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S <sup>(2)</sup>	4,650	D	\$ 167.5324 (18)	0	I	By CZI Holdings, LLC (5)
Class A Common Stock	08/28/2017	S <sup>(8)</sup>	12,561	D	\$ 167.014 (19)	706,545	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/28/2017	S <sup>(8)</sup>	2,400	D	\$ 167.505 (20)	704,145	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock	08/28/2017	S <sup>(8)</sup>	12,562	D	\$ 167.0089 (21)	802,944	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (13)
Class A Common Stock	08/28/2017	S <sup>(8)</sup>	2,400	D	\$ 167.5032 (22)	800,544	I	By Mark Zuckerberg, Trustee Of

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Class A Common Stock	468,566	I	The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 <sup>(13)</sup>  By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <u>(23)</u>
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Class B Common Stock <sup>(24)</sup>	<u>(24)</u>	08/25/2017		C	59,916	<u>(24)</u> <u>(24)</u>	Class A Common Stock 59,916
Class B Common Stock <sup>(24)</sup>	<u>(24)</u>	08/25/2017		C	37,447	<u>(24)</u> <u>(24)</u>	Class A Common Stock 37,447
Class B Common Stock <sup>(24)</sup>	<u>(24)</u>	08/28/2017		C	59,852	<u>(24)</u> <u>(24)</u>	Class A Common Stock 59,852
Class B Common Stock <sup>(24)</sup>	<u>(24)</u>	08/28/2017		C	37,408	<u>(24)</u> <u>(24)</u>	Class A Common Stock 37,408
	<u>(24)</u>					<u>(24)</u> <u>(24)</u>	5,207,492

Class B  
Common  
Stock <sup>(24)</sup>

Class A  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

## Signatures

/s/ Michael Johnson as attorney-in-fact for Mark  
Zuckerberg

08/29/2017

\_\_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) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").

The sales reported were effected by CZ Foundation and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of Mr. Zuckerberg's previously-announced plan to gift or otherwise direct substantially all of his shares of Facebook stock, or the net after-tax proceeds from sales of such shares, to further the mission of advancing human potential and promoting equality by means of philanthropic, public advocacy, and other activities for the public good, with such plan to sell or gift no more than \$1 billion of Facebook stock each year through 2018.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.18 to \$167.17 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.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.18 to \$168.11 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.

(5) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.23 to \$167.19 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.23 to \$168.055 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.

- (8) The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.30 to \$167.29 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.

- (10) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.34 to \$168.05 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.

- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.24 to \$167.19 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.

- (13) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.26 to \$168.035 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.

- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.38 to \$167.37 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.

- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.39 to \$167.67 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.

- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.44 to \$167.43 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.

- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.44 to \$167.66 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.

- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.42 to \$167.41 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.

- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.42 to \$167.64 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.

- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.42 to \$167.41 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.

- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$167.42 to \$167.63 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.

(23) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

(24) 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.

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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