

Facebook Inc
Form 4
August 07, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koum Jan

(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)
08/05/2015

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/05/2015		G ⁽¹⁾	V	3,500,000	D	\$ 0
					54,313,738	I	
Class A Common Stock	08/05/2015		G ⁽¹⁾	V	3,500,000	A	\$ 0
					3,500,000	I	

By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽²⁾

By Jan Koum and BNY Mellon Trust of Delaware,

				Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 ⁽³⁾
Class A Common Stock	3,442,873	I		By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 ⁽⁴⁾
Class A Common Stock	3,500,000	I		By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 ⁽⁵⁾
Class A Common Stock	141,489	I		By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 ⁽⁶⁾
Class A Common Stock	141,489	I		By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 ⁽⁷⁾
Class A Common Stock	3,817,873	I		By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014 ⁽⁸⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koum Jan C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Michael Johnson as attorney-in-fact for Jan Koum 08/07/2015

__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).

- On August 5, 2015, Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 contributed 3,500,000 shares of Class A common stock
- (1) to Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015, a grantor retained annuity trust for the benefit of the reporting holder.
 - (2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
 - (3) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015
 - (4) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.
 - (5) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.

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- (6) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014.
- (7) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.
- (8) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.

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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