

Stretch Colin
Form 4
November 16, 2017

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 *
Stretch Colin

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2017

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

VP and General Counsel

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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	(D)	Price
Class A Common Stock	11/14/2017		S ⁽¹⁾		750	D	\$ 177.6807 (2)
Class A Common Stock	11/15/2017		C		7,682 (3)	A	\$ 0 95,023
Class A Common Stock	11/15/2017		F		3,976 (4)	D	\$ 178.07 91,047
Class A Common	11/15/2017		M		6,444	A	\$ 0 97,491

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Stock

Class A Common Stock	11/15/2017	F	<u>3,329</u> (4)	D	\$ 178.07	94,162	D
Class A Common Stock	11/15/2017	M	8,018	A	\$ 0	102,180	D
Class A Common Stock	11/15/2017	F	<u>4,132</u> (4)	D	\$ 178.07	98,048	D
Class A Common Stock	11/15/2017	M	4,953	A	\$ 0	103,001	D
Class A Common Stock	11/15/2017	F	<u>2,540</u> (4)	D	\$ 178.07	100,461	D
Class A Common Stock	11/15/2017	M	4,713	A	\$ 0	105,174	D
Class A Common Stock	11/15/2017	F	<u>2,378</u> (4)	D	\$ 178.07	102,796	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (RSU) (Class B)	(5)	11/15/2017		M		(6) 05/02/2022	Class B Common Stock (7)
							Amount or Number of Shares
							7,682

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- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.33 to \$178.13 per share, inclusive. The reporting person 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.
- (3) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- (4) 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.
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (7) 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.
- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (9) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (10) The RSUs vest as to 1/5th of the total shares on February 15, 2015, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.
- (11) 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.
- (12) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following May 15, 2017, 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.