

Facebook Inc
Form 4
July 28, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andreessen Marc L

(Last) (First) (Middle)

C/O ANDREESSEN
HOROWITZ, 2865 SAND HILL
RD., STE. 101

(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)
07/24/2014

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/24/2014		C		2,018,155	A	\$ 0	2,018,155	I	By Andreessen Horowitz Fund III, L.P., as nominee ⁽¹⁾
Class A Common Stock	07/24/2014		C		1,396,712	A	\$ 0	1,396,712	I	By AH Parallel Fund III, L.P., as nominee ⁽²⁾
Class A Common	07/24/2014		J ⁽³⁾	V	1,009,079	D	\$ 0	1,009,076	I	By Andreessen

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Stock									Horowitz Fund III, L.P., as nominee ⁽¹⁾
Class A Common Stock	07/24/2014	J ⁽³⁾	V	9,974	A	\$ 0	9,974	I	By AH Equity Partners III, L.L.C. ⁽⁴⁾
Class A Common Stock	07/24/2014	J ⁽³⁾	V	4,977	A	\$ 0	1,616,325	I	By The Andreessen 1996 Living Trust ⁽⁵⁾
Class A Common Stock	07/24/2014	J ⁽⁶⁾	V	9,974	D	\$ 0	0	I	By AH Equity Partners III, L.L.C. ⁽⁴⁾
Class A Common Stock	07/24/2014	J ⁽⁶⁾	V	187	A	\$ 0	187	I	By AH Capital Management, L.L.C. ⁽⁷⁾
Class A Common Stock	07/24/2014	J ⁽⁶⁾	V	2,180	A	\$ 0	1,618,505	I	By The Andreessen 1996 Living Trust ⁽⁵⁾
Class A Common Stock	07/24/2014	J ⁽⁸⁾	V	698,357	D	\$ 0	698,355	I	By AH Parallel Fund III, L.P., as nominee ⁽²⁾
Class A Common Stock	07/24/2014	J ⁽⁸⁾	V	6,913	A	\$ 0	6,913	I	By AH Equity Partners III (Parallel), L.L.C. ⁽⁹⁾
Class A Common Stock	07/24/2014	J ⁽⁸⁾	V	3,446	A	\$ 0	1,621,951	I	By The Andreessen 1996 Living Trust ⁽⁵⁾
Class A Common Stock	07/24/2014	J ⁽¹⁰⁾	V	6,913	D	\$ 0	0	I	By AH Equity Partners III (Parallel), L.L.C. ⁽⁹⁾
Class A Common Stock	07/24/2014	J ⁽¹⁰⁾	V	139	A	\$ 0	326	I	By AH Capital Management, L.L.C. ⁽⁷⁾
Class A Common Stock	07/24/2014	J ⁽¹⁰⁾	V	1,508	A	\$ 0	1,623,459	I	By The Andreessen 1996 Living Trust ⁽⁵⁾

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Class A Common Stock	07/24/2014	J ⁽¹¹⁾ V 141	D	\$ 0	185	I	By AH Capital Management, L.L.C. ⁽⁷⁾
Class A Common Stock					7,742	D	
Class A Common Stock					34,084	I	By The Andreessen 1996 Charitable Remainder Unitrust ⁽¹²⁾

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 Amount or Number of Shares
Class B Common Stock ⁽¹³⁾	⁽¹³⁾	07/24/2014		C	2,018,155 ⁽¹⁴⁾	⁽¹³⁾ ⁽¹³⁾	Class A Common Stock 2,018,155
Class B Common Stock ⁽¹³⁾	⁽¹³⁾	07/24/2014		C	1,396,712 ⁽¹⁴⁾	⁽¹³⁾ ⁽¹³⁾	Class A Common Stock 1,396,712

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Andreessen Marc L
 C/O ANDREESSEN HOROWITZ
 2865 SAND HILL RD., STE. 101
 MENLO PARK, CA 94025

X

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L.
 Andreessen

07/28/2014

__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) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C. ("AHEP III"), which is the General Partner of Andreessen Horowitz Fund III, L.P., as nominee ("AH Fund III"), and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(2) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C. ("AHEP III (Parallel)"), which is the General Partner of AH Parallel Fund III, L.P., as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund III to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.

(4) The reporting person is one of the Managing Members of AHEP III, and may be deemed to share voting and investment power over the securities held by AHEP III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(5) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the Trustees of The Andreessen 1996 Living Trust.

(6) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III to its members and assignees without consideration.

(7) The reporting person is one of the Managing Members of AH Capital Management, L.L.C. ("AHCM"), and may be deemed to share voting and investment power over the securities held by AHCM. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(8) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHPF III to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.

(9) The reporting person is one of the Managing Members of AHEP III (Parallel), and may be deemed to share voting and investment power over the securities held by AHEP III (Parallel). The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(10) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III (Parallel) to its members and assignees without consideration.

(11) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHCM to its members and assignees without consideration.

(12) The reporting person and JPMorgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreessen 1996 Charitable Remainder Unitrust. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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- (13) 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.
- (14) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- Shares to be received by holder in connection with the acquisition of Oculus VR, Inc. ("Oculus") by the issuer, which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things,
- (15) Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the amended and restated merger agreement dated April 21, 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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