

Koum Jan
Form 5
January 30, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Koum Jan

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Class A Common Stock	11/22/2017	Â	J ⁽¹⁾	2,000,000 D \$ 0	1,901,833 ⁽²⁾	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾
Class A	11/22/2017	Â	J ⁽¹⁾	1,314,746 D \$ 0 0		I	By Jan

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Common Stock										Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014 ⁽⁴⁾ By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 ⁽⁶⁾ By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 ⁽³⁾ By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 ⁽⁶⁾ By BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015 ⁽⁸⁾
Class A Common Stock	11/24/2017	Â	<u>J⁽⁵⁾</u>	1,177,729	D	\$ 0	<u>882,536</u> ⁽²⁾	I		
Class A Common Stock	11/24/2017	Â	<u>J⁽⁵⁾</u>	1,177,729	A	\$ 0	3,079,562	I		
Class A Common Stock	11/24/2017	Â	<u>J⁽⁷⁾</u>	882,536	D	\$ 0	0	I		
Class A Common Stock	11/24/2017	Â	<u>J⁽⁷⁾</u>	882,536	A	\$ 0	4,334,521	I		

Class A
Common Stock

By Jan
Koum and
BNY
Mellon
Trust of
Delaware,
Co-Trustees
of The Jan
Koum Trust
VIII U/A/D
1/29/2016 ⁽⁹⁾

Class A
Common Stock

By Jan
Koum and
BNY
Mellon
Trust of
Delaware,
Co-Trustees
of The Jan
Koum Trust
IX U/A/D
4/13/2016
⁽¹⁰⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

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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 01/30/2018

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) Represents shares of Class A Common Stock that were donated as a gift. The reporting person does not exercise voting or dispositive powers, directly or indirectly, over the donated shares following this transfer.
(2) Represents the number of shares beneficially owned by holder after the reported transaction and not at the end of Issuer's fiscal year.
(3) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
(4) Shares held of record by Jan Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
(5) Represents a transfer of shares from Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 to Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. The reporting person remains the beneficial owner of all of the shares after the transfer.
(6) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
(7) Represents a transfer of shares from Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015 to BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015.
(8) Shares held of record by BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.
(9) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.
(10) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.