

Facebook Inc
Form 3
May 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Cox Christopher K
(Last) (First) (Middle)

C/O FACEBOOK, INC.,Â 1601
WILLOW ROAD

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/02/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Product Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

580,286

D

Â

Class A Common Stock

144,224

I

By the Christopher K. Cox
Revocable Trust dated 5/29/09 ⁽¹⁾

Class A Common Stock

29,216

I

By the Christopher K. Cox 2009
Annuity Trust dated 5/29/09 ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy Class B Common Stock) | Â <u>(3)</u> | 08/18/2019 | Class B Common Stock <u>(4)</u> | 28,126 | \$ 2.954 | D | Â |
| Restricted Stock Unit (RSU) <u>(5)</u> | Â <u>(6)</u> | 08/25/2019 | Class B Common Stock <u>(4)</u> | 28,125 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(5)</u> | Â <u>(7)</u> | 08/25/2019 | Class B Common Stock <u>(4)</u> | 443,461 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(5)</u> | Â <u>(8)</u> | 08/25/2020 | Class B Common Stock <u>(4)</u> | 1,125,600 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(5)</u> | Â <u>(9)</u> | 03/24/2021 | Class B Common Stock <u>(4)</u> | 959,233 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(5)</u> | Â <u>(10)</u> | 05/02/2022 | Class B Common Stock <u>(4)</u> | 545,957 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(11)</u> | Â <u>(12)</u> | 05/05/2023 | Class A Common Stock | 429,553 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) <u>(11)</u> | Â <u>(13)</u> | 03/16/2024 | Class A Common Stock | 160,360 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | Â | Â | Â Chief Product Officer | Â |

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox

05/08/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Christopher K. Cox, Trustee of the Christopher K. Cox Revocable Trust dated 5/29/09.
 - (2) Shares held of record by Christopher K. Cox, Trustee of the Christopher K. Cox 2009 Annuity Trust dated 5/29/09.
 - (3) The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.
 - (4) 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.
 - (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
The RSUs were granted with both (a) a liquidity event-based condition and (b) a service-based condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/5th of the total number of shares on July 15, 2010 and then, an additional 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
 - (6) The RSUs vest as to 1/48th of the total shares monthly, beginning on September 1, 2013, subject to continued service through each vesting date.
 - (7) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2013, subject to continued service through each vesting date.
 - (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on July 15, 2014, subject to continued service through each vesting date.
 - (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
 - (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
 - (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.
 - (12) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.
 - (13)

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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