Zuckerberg Mark
Form 4
February 14, 2018

FORM 4

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zuckerberg Mark

(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)
02/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COB and CEO

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 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	02/12/2018		S[(1)]		2,100	D	$ 172.6457 [(2)]	10,297,900	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/12/2018		S[(1)]		5,100	D	$ 173.5538 [(4)]	10,292,800	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/12/2018		S[(1)]		20,000	D	$ 174.88 [(5)]	10,272,800	I	By Chan Zuckerberg Foundation [(3)]

Class A Common Stock	02/12/2018	S[(1)]	25,025	D	$ 175.5967 [(6)]	10,247,775	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/12/2018	S[(1)]	34,120	D	$ 176.7343 [(7)]	10,213,655	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/12/2018	S[(1)]	6,155	D	$ 177.2683 [(8)]	10,207,500	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/12/2018	S[(1)]	4,400	D	$ 172.4355 [(9)]	255,999	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/12/2018	S[(1)]	13,693	D	$ 173.3643 [(11)]	242,306	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/12/2018	S[(1)]	17,430	D	$ 174.3833 [(12)]	224,876	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/12/2018	S[(1)]	38,335	D	$ 175.3712 [(13)]	186,541	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/12/2018	S[(1)]	29,372	D	$ 176.4228 [(14)]	157,169	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/12/2018	S[(1)]	24,270	D	$ 177.0925 [(15)]	132,899	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/13/2018	S[(1)]	8,117	D	$ 173.8951 [(16)]	10,199,383	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/13/2018	S[(1)]	50,133	D	$ 174.7686 [(17)]	10,149,250	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/13/2018	S[(1)]	1,500	D	$ 175.386 [(18)]	10,147,750	I	By Chan Zuckerberg Foundation [(3)]
Class A Common Stock	02/13/2018	S[(1)]	23,863	D	$ 173.893 [(19)]	109,036	I	By CZI Holdings, LLC [(10)]

Class A Common Stock	02/13/2018		S[(1)]	89,802	D	$ 174.5992 [(20)]	19,234	I	By CZI Holdings, LLC [(10)]
Class A Common Stock	02/13/2018		S[(1)]	3,785	D	$ 175.3731 [(21)]	15,449	I	By CZI Holdings, LLC [(10)]
Class A Common Stock							504,368	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 [(22)]
Class A Common Stock							600,765	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 [(23)]
Class A Common Stock							100,100	I	By Chan Zuckerberg Advocacy [(24)]

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

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SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg	02/14/2018
**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) The sales reported were effected by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation") and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of the plan Mr. Zuckerberg announced in September 2017 to sell 35 million to 75 million Facebook shares over approximately 18 months from the date of that announcement in order to fund the philanthropic initiatives of Mr. Zuckerberg and his wife, Priscilla Chan, in education, science and advocacy.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $172.14 to $173.11 per share, inclusive. The holder 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) Shares held of record by CZ Foundation. The reporting person is deemed to have voting and investment power over the shares held by CZ Foundation, but has no pecuniary interest in these shares.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $173.14 to $174.04 per share, inclusive. The holder 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.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $174.15 to $175.14 per share, inclusive. The holder 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.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $175.15 to $176.14 per share, inclusive. The holder 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $176.15 to $177.14 per share, inclusive. The holder 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.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $177.16 to $177.39 per share, inclusive. The holder 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.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $171.89 to $172.87 per share, inclusive. The holder 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.

(10) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $172.89 to $173.86 per share, inclusive. The holder 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.

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $173.89 to $174.88 per share, inclusive. The holder 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.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $174.89 to $175.88 per share, inclusive. The holder 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.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $175.89 to $176.88 per share, inclusive. The holder 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.

(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $176.89 to $177.47 per share, inclusive. The holder 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.

(16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $173.14 to $174.13 per share, inclusive. The holder 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.

(17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $174.14 to $175.11 per share, inclusive. The holder 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.

(18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $175.17 to $175.80 per share, inclusive. The holder 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.

(19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $173.14 to $174.13 per share, inclusive. The holder 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.

(20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $174.14 to $175.09 per share, inclusive. The holder 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.

(21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $175.15 to $175.81 per share, inclusive. The holder 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.

(22) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

Explanation of Responses:

(23) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(24) Shares held of record by Chan Zuckerberg Advocacy. The reporting person is deemed to have voting and investment power over the shares held by Chan Zuckerberg Advocacy, but has no pecuniary interest in these shares.

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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