

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)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Cox Christopher K</p> <p>(Last) (First) (Middle)</p> <p>C/O FACEBOOK, INC.,Â 1601 WILLOW ROAD</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Facebook Inc [FB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Product Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

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 (Month/Day/Year) | | 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 (3) | 08/18/2019 | Class B Common Stock (4) | 28,126 | \$ 2.954 | D | Â |
| Restricted Stock Unit (RSU) (5) | Â (6) | 08/25/2019 | Class B Common Stock (4) | 28,125 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (5) | Â (7) | 08/25/2019 | Class B Common Stock (4) | 443,461 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (5) | Â (8) | 08/25/2020 | Class B Common Stock (4) | 1,125,600 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (5) | Â (9) | 03/24/2021 | Class B Common Stock (4) | 959,233 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (5) | Â (10) | 05/02/2022 | Class B Common Stock (4) | 545,957 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (11) | Â (12) | 05/05/2023 | Class A Common Stock | 429,553 | \$ 0 | D | Â |
| Restricted Stock Unit (RSU) (11) | Â (13) | 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) 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.

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.