

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Wehner David M. | | Facebook Inc [FB] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O FACEBOOK, INC., 1601 WILLOW ROAD | | 2/15/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| MENLO PARK, CA 94025 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 2/15/2020 | | M | | 10023 | A | \$0 | 32328 | D | |
| Class A Common Stock | 2/15/2020 | | M | | 9905 | A | \$0 | 42233 | D | |
| Class A Common Stock | 2/15/2020 | | M | | 8432 | A | \$0 | 50665 | D | |
| Class A Common Stock | 2/15/2020 | | M | | 9426 | A | \$0 | 60091 | D | |
| Class A Common Stock | 2/15/2020 | | M | | 6847 | A | \$0 | 66938 | D | |
| Class A Common Stock | 2/15/2020 | | M | | 7434 | A | \$0 | 74372 | D | |
| Class A Common Stock | 2/15/2020 | | F | | 25127 (1) | D | \$214.18 | 49245 | D | |
| Class A Common Stock | 2/15/2020 | | X | | 299 | A | \$0 | 3666 | I | By Spouse (2) |
| Class A Common Stock | 2/15/2020 | | X | | 526 | A | \$0 | 4192 | I | By Spouse (2) |
| Class A Common Stock | 2/15/2020 | | X | | 651 | A | \$0 | 4843 | I | By Spouse (2) |
| Class A Common Stock | 2/15/2020 | | X | | 2463 | A | \$0 | 7306 | I | By Spouse (2) |
| Class A Common Stock | 2/15/2020 | | S | | 1389 (3) | D | \$214.18 | 5917 | I | By Spouse (2) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-------|---|-----------------|--|----------------------------|---|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 10023 | (5) | 3/16/2024 | Class A Common Stock | 10023 | \$0 | 0 | D | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 9905 | (6) | 3/15/2025 | Class A Common Stock | 9905 | \$0 | 0 | D | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 8432 | (7) | 3/14/2026 | Class A Common Stock | 8432 | \$0 | 25298 | D | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 9426 | (8) | 3/14/2027 | Class A Common Stock | 9426 | \$0 | 37705 | D | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 6847 | (9) | 3/19/2028 | Class A Common Stock | 6847 | \$0 | 102719 | D | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | M | | | 7434 | (10) | 3/19/2029 | Class A Common Stock | 7434 | \$0 | 111515 | D | |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|------|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | X | | | 299 | (11) | 3/14/2026 | Class A Common Stock | 299 | \$0 | 0 | I | By Spouse (2) |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | X | | | 526 | (12) | 3/14/2027 | Class A Common Stock | 526 | \$0 | 2101 | I | By Spouse (2) |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | X | | | 651 | (13) | 3/19/2028 | Class A Common Stock | 651 | \$0 | 5205 | I | By Spouse (2) |
| Restricted Stock Units (RSU) (Class A) | (4) | 2/15/2020 | | X | | | 2463 | (14) | 3/19/2029 | Class A Common Stock | 2463 | \$0 | 29552 | I | By Spouse (2) |

Explanation of Responses:

- (1) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale.
- (2) The Reporting Person disclaims Section 16 beneficial ownership over the securities reported except to the extent of his pecuniary interest therein, if any.
- (3) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent an open market sale.
- (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (5) The RSUs vest as to 1/16th of the total shares on May 15, 2016 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (6) The RSUs vest as to 1/5th of the total shares on February 15, 2016, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.
- (7) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2016, subject to continued service through each vesting date.
- (8) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following February 15, 2017, subject to continued service through each vesting date.
- (9) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2019, subject to continued service through each vesting date.
- (10) The RSUs shall vest quarterly as to 1/16th of the total RSUs, commencing the first quarter following November 15, 2019, subject to continued service through each vesting date.
- (11) The RSUs vest as to 1/4th of the total shares on the first anniversary of the grant date (March 15, 2016) and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (12) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 15, 2017), subject to continued service through each vesting date.
- (13) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 20, 2018), subject to continued service through each vesting date.
- (14) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 20, 2019), subject to continued service through each vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wehner David M. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | | | Chief Financial Officer | |

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. Wehner

2/19/2020

--Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.