

Schroepfer Michael Todd  
 Form 4  
 November 02, 2012

# FORM 4

**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, 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                  *                  -                  Schroepfer Michael Todd                    (Last) (First) (Middle)                    C/O FACEBOOK, INC., 1601                  WILLOW ROAD                    (Street)                    MENLO PARK, CA 94025                    (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol                  Facebook Inc [FB]</p> <p>3. Date of Earliest Transaction                  (Month/Day/Year)                  11/01/2012</p> <p>4. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer                    (Check all applicable)                    ___ Director                  ___X___ Officer (give title below)                  ___ 10% Owner                  ___ Other (specify below)                  VP Engineering</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)                  ___X___ Form filed by One Reporting Person                  ___ Form filed by More than One Reporting Person</p>
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**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)
Class A Common Stock	11/01/2012		C	(A) or (D) V Amount Price 23,769 (1) A \$ 0	1,561,055	D	

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

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SEC 1474  
(9-02)

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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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units (RSU)	(2)	11/01/2012		M	19,615	(3) 01/11/2019	Class B Common Stock (4)
Class B Common Stock (4)	(4)	11/01/2012		M	19,615	(4) (4)	Class A Common Stock
Class B Common Stock (4)	(4)	11/01/2012		F	9,157 (5)	(4) (4)	Class A Common Stock
Class B Common Stock (4)	(4)	11/01/2012		C	10,458 (6)	(4) (4)	Class A Common Stock
Restricted Stock Units (RSU)	(2)	11/01/2012		M	24,965	(7) 01/11/2019	Class B Common Stock (4)
Class B Common Stock (4)	(4)	11/01/2012		M	24,965	(4) (4)	Class A Common Stock
Class B Common Stock (4)	(4)	11/01/2012		F	11,654 (5)	(4) (4)	Class A Common Stock
Class B Common Stock (4)	(4)	11/01/2012		C	13,311 (6)	(4) (4)	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP Engineering	

## Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T.  
Schroepfer

11/02/2012

\_\_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 the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$21.115 per share, which represented the closing price of the issuer's Class A Common Stock on October 31, 2012.

(2) 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 vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied.

(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) Represents shares of Class B 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 by the reporting person.

(6) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied.

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.