

Facebook Inc
Form 3
July 05, 2013

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 *

^ Stretch Colin

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/05/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
VP, Gen. Counsel & Secretary

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

C/O FACEBOOK, INC.,^ 1601
WILLOW ROAD

(Street)

MENLO PARK,^ CA^ 94025

(City)

(State)

(Zip)

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

155,714

D

^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽²⁾	05/19/2020	Class B Common Stock ⁽³⁾	66,670	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽⁴⁾	03/24/2021	Class B Common Stock ⁽³⁾	110,968	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽⁵⁾	05/02/2022	Class B Common Stock ⁽³⁾	122,898	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽⁶⁾	Â ⁽⁵⁾	05/05/2023	Class A Common Stock	103,100	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Â	Â	Â VP, Gen. Counsel & Secretary	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Colin
Stretch

07/05/2013

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) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(2) 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. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on February 15, 2011 and then an additional 1/48th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

(3) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis either (a) at the holder's option or (b) upon certain transfers of such shares, and has no expiration date.

(4) The RSUs vested as to 1/5th of the total shares on January 15, 2012 and then an additional 1/20th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.

(5) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.

(6) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

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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