

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * Newstead Jennifer (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP and General Counsel |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 5/15/2020 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 5/15/2020 | | M | | 5038 | A | \$0 | 5250 | D | |
| Class A Common Stock | 5/15/2020 | | M | | 2999 | A | \$0 | 8249 | D | |
| Class A Common Stock | 5/15/2020 | | F | | 3985 (1) | D | \$206.81 | 4264 | D | |
| Class A Common Stock | 5/19/2020 | | S (2) | | 406 | D | \$213.00 | 3858 | D | |

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) | (3) | 5/15/2020 | | M | | 5038 | | (4) | 7/21/2029 | Class A Common Stock | 5038 | \$0 | 63818 | D | |
| Restricted Stock Units (RSU) (Class A) | (3) | 5/15/2020 | | M | | 2999 | | (5) | 3/19/2030 | Class A Common Stock | 2999 | \$0 | 44988 | D | |

Explanation of Responses:

- 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 Restricted Stock Units ("RSUs") and does not represent a sale.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- The RSUs vested as to 1/12th of the total shares on November 15, 2019, and then 1/16th of the total shares vest quarterly thereafter, not to exceed 14 quarterly installments, with the final 2/48ths of the total shares vesting on August 15, 2023, subject to continued service through each vesting date.
- The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2020, subject to continued service through each vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Newstead Jennifer C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | | | VP and General Counsel | |

Signatures

/s/ Michael Johnson, attorney-in-fact for Jennifer Newstead

^{**}
—Signature of Reporting Person

5/19/2020

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.

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