

[] 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

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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 Ac	ddress of Re	eporting Pe	rson *		2.	Issu	er Name	and Tick	er o	r Trad	ing Sym	bol		Relationshi		rting Persor	n(s) to Issu	ıer	
Schroepfer 1	Michael T	Γodd			F	acel	book I	nc [FB]					•					
(Last)) (Firs	t) (M	iddle)		3.	Date	e of Earl	iest Trans	actic	on (MM	/DD/YYY	Y)		Director X Officer (rive title held		% Owner Other (speci	fy below)	
C/O FACEI ROAD	300K, I	NC., 160	1 WI	ILL	ow			8/1	5/2	017			C	hief Techno	_	/	Other (speer	ry below)	
ROTE	(Str	eet)			4.	If A	mendme	ent, Date C	Origi	nal Fi	led (MM/	DD/YYYY) 6.	Individual	or Joint/G	roup Filing	(Check Appl	icable Line)	
MENLO PA													_	X _ Form filed by		rting Person One Reporting F	Person		
(0	City) (St	ate) (Zi	ip)											1 01111 11100 05	- Wiore man	one resporting r	Crson		
			Table	e I - N	Non-De	riva	tive Sec	urities Ac	quii	red, D	isposed	of, or B	enef	icially Own	ed				
1.Title of Security (Instr. 3)				2. Tra	nns. Date	Exec	Deemed ution , if any	3. Trans. Co (Instr. 8)	de	or Disp	posed of (E 3, 4 and 5)))	Foll	mount of Secur owing Reported tr. 3 and 4)			Form:	Beneficial	
								Code	V	Amou	(A) or (D)	Price					Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class A Common S	Stock			8/15	5/2017			M		10023	A	\$0			885562		D		
Class A Common S	Stock			8/15/2017				F		5231 D		\$170.75	880331			D			
Class A Common S	Stock			8/15	5/2017			M		8254	A	\$0			888585		D		
Class A Common S	Stock			8/15	5/2017			F		4307 (1)	D	\$170.75		:	884278		D		
Class A Common S	Stock			8/15/2017				С		86584 (2)	A	\$0	\$0		970862		D		
Class A Common S	Stock			8/15/2017				F		45180 (1)	D	\$170.75	6170.75		925682		D		
Class A Common S	Stock			8/15	5/2017			C		34122 (2)	A	\$0		!	959804		D		
Class A Common S	Stock			8/15	5/2017			F		17805 (1)	D	\$170.75		!	941999		D		
	Tab	ole II - Der	ivativ	e Sec	urities	Ben	eficially	Owned (e.g.	, puts	, calls, v	varrants	s, op	tions, conve	ertible sec	urities)			
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. De Execut Date, i	eemed tion	4. Trans. Code (Instr. 8)	-	5. Numbe	er of re Securities (A) or of (D)	6. D		cisable and	7. Title a Securities Derivativ (Instr. 3 a	nd Ar s Und e Sec	nount of erlying urity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security:	Beneficial Ownership	
	Security				Code	V	(A)	(D)	Date Exer	e rcisable	Expiration Date	Title		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2017			M			10023		<u>(4)</u>	3/16/2024	Class Comm Stock	on	10023	\$0	100225	D		
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2017			M			8254		<u>(5)</u>	3/15/2025	Class Comm Stock	on	8254	\$0	115562	D		
Restricted Stock Unit (RSU) (Class B)	<u>(6)</u>	8/15/2017			M			86584		<u>(7)</u>	8/25/2020	Class Comm Stock	on	86584	\$0	259752	D		
Class B Common Stock (8)	(8)	8/15/2017			М		86584			<u>(8)</u>	<u>(8)</u>	Class Comm Stock	on	86584	\$0	86584	D		
Class B Common Stock (8)	(8)	8/15/2017			С			86584 (9)		(8)	<u>(8)</u>	Class Comn Stock	on	86584	\$0	0	D		
Restricted Stock Unit (RSU) (Class B)	<u>(6)</u>	8/15/2017			M			34122		(10)	5/2/2022	Class Comm Stock	on	34122	\$0	136490	D		
Class B Common Stock (8)	(8)	8/15/2017			М		34122			(8)	(8)	Class Comm Stock	on	34122	\$0	34122	D		
				_				•		_			_		•				

	Tab	le II - Der	ivative Sec	urities I	Ben	eficially	Owned (e.g. , puts	s, calls, w	arrants, op	tions, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Trans. Date		4. Trans. Code (Instr. 8)		5. Numbe Derivative Acquired Disposed (Instr. 3, 4	e Securities (A) or of (D)	Derivative Security (Instr. 3 and 4)		erlying urity	Derivative Security (Instr. 5)	Security Securities Beneficially Owned		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock (8)	<u>(8)</u>	8/15/2017		С			34122 (9)	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	34122	\$0	0	D	

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 by the reporting person.
- (2) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (4) 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.
- (5) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2017, subject to continued service through each vesting date.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (7) 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 vesting condition was satisfied on November 17, 2012. The service-based vesting condition was satisfied as to 1/16th of the total number of shares on August 15, 2014, after which 1/16th of the total number of shares vest quarterly, subject to continued service through each vesting date.
- (8) 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.
- (9) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.

Reporting Owners

Panarting Owner Name / Address		Relationships							
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other					
Schroepfer Michael Todd									
C/O FACEBOOK, INC.			Chief Technology Office						
1601 WILLOW ROAD			omer reemotogy officer						
MENLO PARK, CA 94025									

Signatures

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

** 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.

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