

[] 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 Address of Reporting Person *					2. Issuer Name <b>and</b> Ticker or Trading Symbol						ol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Cox Christopher K					Facebook Inc [ FB ]							(Check an ap)	pireable)					
(Last) C/O FACEB	(Last) (First) (Middle)  O FACEBOOK, INC., 1601 WILLOW			3. Date of Earliest Transaction (MM/DD/YYYY)  6/7/2017							)		Director 10% Owner X Officer (give title below) Other (specify below) Chief Product Officer					
ROAD (Street)				A If Amondment Data Original Filed and Approximate							D/X/X/X	A 6 Individual	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Sueet)				4. If Amendment, Date Original Filed (MM/DD/YYYY)							D/YYY	o. marviduar	o. Individual of John Group Filing (Check Applicable Line)					
MENLO PARK, CA 94025 (City) (State) (Zip)													X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
			,	Table I	Non-	Deriva	tive S	Securitie	es Ac	quired,	Dispo	sed o	f, or B	eneficially Own	ed			
1. Title of Security (Instr. 3)		ns. Date	2A. Deemed Execution Date, if any 3. Trans. Code (Instr. 8)			Disposed of (D)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D)	Beneficial Ownership				
								Code	v	Amount	(A) or (D)	P	rice				or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common St	tock			6/7/	2017			s (1)		14900	D	\$153.	.039 (2)	2	06428		D	
Class A Common St	tock			6/7/	2017			S (1)		1100	D	\$153.0	6036 (3	2	05328		D	
Class A Common St	tock													5	6945		I	By Christopher K. Cox Revocable Trust (4)
Class A Common St	tock													2	28816		I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009
	Ta	ıble II	- Deri	vative S	ecuriti	es Ben	eficia	ally Owr	ned (	<i>e.g.</i> , pı	ıts, ca	lls, wa	arrant	s, options, conve	ertible sec	curities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative			3A. Deemed Execution Date, if any			Deri Acq Disp	umber of vative Securities uired (A) or cosed of (D) tr. 3, 4 and 5)		6. Date Exercisable and Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) derivative Securities Beneficiall Owned	derivative Securities Beneficially Owned	Ownersh Form of Derivativ Security:	Beneficial Ownership (Instr. 4)
	Security				Co	ode V	. (	(A)	(D)	Date Exercisa	Exp ble Dat	oiration e		amount or Number of hares		Following Reported Transaction( (Instr. 4)	Direct (D or Indirect (S) (I) (Instr. 4)	

#### **Explanation of Responses:**

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.51 to \$153.50 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.51 to \$153.69 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- (5) Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra Vichit-Vadakan, Trustee, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

### **Reporting Owners**

Paparting Owner Name / Address	10	Relationships							
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other					
Cox Christopher K									
C/O FACEBOOK, INC.			Chief Product Officer						
1601 WILLOW ROAD			Ciliei i roduct Officer						
MENLO PARK, CA 94025									

#### **Signatures**

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox	6/8/2017
** 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.

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