

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions
Reported

ANNUAL 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 and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Wehner David M.	Facebook Inc [FB]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW ROAD	12/31/2019	Chief Financial Officer
(Street)	4. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line)
MENLO PARK, CA 94025		<input checked="" type="checkbox"/> Form Filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form Filed by More than One Reporting Person

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)
				Amount (A) or (D) Price			
Class A Common Stock					3367	I	By Spouse (1)

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)	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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Restricted Stock Units (RSU) (Class A)						(3) (3)	Class A Common Stock 299		299	I	By Spouse (1)
Restricted Stock Units (RSU) (Class A)						(4) (4)	Class A Common Stock 2627		2627	I	By Spouse (1)
Restricted Stock Units (RSU) (Class A)						(5) (5)	Class A Common Stock 5856		5856	I	By Spouse (1)
Restricted Stock Units (RSU) (Class A)						(6) (6)	Class A Common Stock 32015		32015	I	By Spouse (1)

Explanation of Responses:

- (1) To the extent the Reporting Person acquired a pecuniary interest in the securities held by his spouse and reported herein, he did so on November 30, 2019. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any.
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (3) The RSUs vest as to 1/4th of the total shares on the first anniversary of the grant date (March 15, 2016) and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (4) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 15, 2017), subject to continued service through each vesting date.
- (5) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 20, 2018), subject to continued service through each vesting date.
- (6) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following the grant date (March 20, 2019), subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehner David M. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Financial Officer	

Signatures/s/ Michael Johnson as attorney-in-fact for David M. Wehner2/14/2020Signature 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.