

[] 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 A	ddress of R	eporting Per	rson *		2. Iss	uer N	ame	and Ti	cke	r or Trac	ling S	Symb	ool		Relationshi		rting Person	n(s) to Iss	uer
Schroepfer	Michael	Todd			Fac	eboo	k Iı	nc [F	B]							,			
(Last	t) (Firs	st) (Mi	iddle)		3. Da	te of	Earli	est Tra	nsa	ction (MN	M/DD/	YYYY	()	ŀ	Director	ivo titla hala		Other (meet	f. halam)
C/O EACEI	DOOL I	NG 160	1 33/11 1	OW.				1(1/1/	0/2017					X Officer (g			Other (speci	iry below)
C/O FACEI ROAD	BOOK, I	NC., 160	I WILL	UW				1(J/ 1 '	U/ Z U1 /									
KOAD	(Str	reet)			4. If	Amen	dme	nt, Date	e Oı	iginal F	iled (1	MM/D	DD/YYYY)	6.	Individual o	or Joint/G	roup Filing	(Check App	licable Line)
MENLO PA	ARK. CA	94025						,		J			,		X Form filed b			. 11	,
		tate) (Zi	p)														one Reporting I	Person	
			Table I - 1	Non-l	Deriv	ative	Seci	ırities	Aco	wired. T)isno	sed (of, or Rei	nefi	cially Owne	ъч			
1.Title of Security					_	Deemed	_	Trans. Co		4. Securi					mount of Secur		ially Owned	6.	7. Nature
(Instr. 3)						ution , if any	(In	istr. 8)		Disposed (Instr. 3,					owing Reported tr. 3 and 4)	Transaction	(s)		of Indirect Beneficial
																		Direct (D) or Indirect	Ownership (Instr. 4)
								Code	V	Amount	(A) or (D)		Price					(I) (Instr. 4)	
																			By The HS Trust
Class A Common	Stock		10/10/	2017				C		66256 (1)	A		\$0		3	17184		I	U/A/D 9/28/2011
																			(2)
								(2)					(4)						By The HS Trust
Class A Common	Stock		10/10/	2017				S (3)		36558	D	\$171	1.4764 (4)		2	80626			U/A/D 9/28/2011
																			(2) By The HS
Class A Common	Stock		10/10/	2017				s (3)		1500	D	0177	2.3727 <u>(5)</u>		•	79126			Trust U/A/D
Class A Common	Stock		10/10/	2017				5		1300	D	\$1/2	2.3727		-	77120			9/28/2011 (2)
							+												By The
																			Erin Hoffmann
Class A Common	Stock															30121		I	2017 Annuity
																			Trust U/A/D
																			6/29/2017 (6)
																			By The Michael
																			Schroepfer 2017
Class A Common	Stock														;	30121		I	Annuity Trust
																			U/A/D 6/29/2017
																			(7)
Class A Common	Stock														4	71390		D	
	Tal	ole II - Deri	ivative Sec	curiti	es Be	nefici	ally	Owned	d (<i>e</i>	<i>.g</i> . , put	s, cal	ls, w	arrants,	opt	tions, conve	rtible sec	urities)		
Title of Derivate Security	2. Conversion	3. Trans. Date	3A. Deemed Execution	4. Tra			umbe	r of e Securiti		5. Date Exe		e and				8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
(Instr. 3)	or Exercise Price of	e			. 8)	Acq	uired	(A) or of (D)	CS I	expiration	Date		Securities Und Derivative Sec (Instr. 3 and 4)		urity Security		Securities Beneficially	Form of Derivative	Beneficial Ownership
	Derivative Security					(Inst	tr. 3, 4	1 and 5)					(IIISU. 3 all	u +)	(Instr. 5)		Owned Following	Security: Direct (D)	(Instr. 4)
	Security									Date		ation	Title		Amount or Number of		Reported	or Indirect	
				Coo	de '	V (A	A)	(D)		Exercisable	Date				Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option											0/10	2010	Class E						By The HS Trust
(Right to Buy Class B Common	\$2.954	10/10/2017		M				66256		<u>(8)</u>	8/18/	2019	Commo Stock		66256	\$0	927561	I	U/A/D 9/28/2011
Stock)									-										(<u>2</u>)
I	İ	İ	I	J		l	J		ı		J		I						By The

	Tal	ole II - Deri	vative Sec	urities E	Bene	eficially	Owned (e.g. , puts	, calls, w	arrants, opt	ions, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number Derivativ Acquired Disposed (Instr. 3,	e Securities (A) or of (D)	6. Date Exer Expiration I	Date	7. Title and Am Securities Unde Derivative Secu (Instr. 3 and 4)	erlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Derivative Security:	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 (9)	<u>(9)</u>	10/10/2017		М		66256		<u>(9)</u>	<u>(9)</u>	Class A Common Stock	66256	<u>(9)</u>	66256	I	HS Trust U/A/D 9/28/2011 (2)
Class B Common Stock (9)	(9)	10/10/2017		С			66256 (10)	(9)	<u>(9)</u>	Class A Common Stock	66256	(9)	0	I	By The HS Trust U/A/D 9/28/2011 (2)

Explanation of Responses:

- (1) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock options listed in Table II.
- (2) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$170.94 to \$171.92 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$171.97 to \$172.79 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person's spouse.
- (7) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person.
- (8) The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date. In connection with certain estate planning transfers, the reporting person transferred vested shares underlying the option to Michael Schroepfer and Erin Hoffman, Co-Trustees of The HS Trust U/A/D 9/28/11.
- (9) 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.
- (10) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

Reporting Owners

Reporting Owners								
Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Schroepfer Michael Todd								
C/O FACEBOOK, INC.			Chief Technology Officer					
1601 WILLOW ROAD			Chief Technology 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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