

# FORM 4

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 and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Zuckerberg Mark</b>		<b>Facebook Inc [ FB ]</b>		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>COB and CEO</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>		<b>10/3/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>MENLO PARK, CA 94025</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	10/3/2016		C		253317	A	\$0	253317	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/3/2016		S (2)		244144	D	\$128.2746 (3)	9173	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/3/2016		S (2)		9173	D	\$128.9104 (4)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/3/2016		C		116916	A	\$0	116916	I	By CZI Holdings, LLC (5)
Class A Common Stock	10/3/2016		S (2)		112615	D	\$128.2729 (6)	4301	I	By CZI Holdings, LLC (5)
Class A Common Stock	10/3/2016		S (2)		4301	D	\$128.9115 (7)	0	I	By CZI Holdings, LLC (5)
Class A Common Stock	10/4/2016		C		253505	A	\$0	253505	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/4/2016		S (2)		211089	D	\$128.0614 (8)	42416	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/4/2016		S (2)		42416	D	\$128.9051 (9)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	10/4/2016		C		117001	A	\$0	117001	I	By CZI Holdings, LLC (5)
Class A Common Stock	10/4/2016		S (2)		97601	D	\$128.0629 (10)	19400	I	By CZI Holdings, LLC (5)
Class A Common Stock	10/4/2016		S (2)		19400	D	\$128.9115 (11)	0	I	By CZI Holdings, LLC (5)
Class A Common Stock								827870	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated

**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			
										5/8/2014 <a href="#">(12)</a>
Class A Common Stock								1139412	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 <a href="#">(13)</a>
Class A Common Stock								1235844	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 <a href="#">(14)</a>
Class A Common Stock								350169	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(15)</a>

**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				
Class B Common Stock <a href="#">(16)</a>	<a href="#">(16)</a>	10/3/2016		C			253317	<a href="#">(16)</a>	<a href="#">(16)</a>	Class A Common Stock	253317	\$0	4193423	I	By Chan Zuckerberg Foundation <a href="#">(1)</a>
Class B Common Stock <a href="#">(16)</a>	<a href="#">(16)</a>	10/3/2016		C			116916	<a href="#">(16)</a>	<a href="#">(16)</a>	Class A Common Stock	116916	\$0	407005120	I	By CZI Holdings, LLC <a href="#">(5)</a>
Class B Common Stock <a href="#">(16)</a>	<a href="#">(16)</a>	10/4/2016		C			253505	<a href="#">(16)</a>	<a href="#">(16)</a>	Class A Common Stock	253505	\$0	3939918	I	By Chan Zuckerberg Foundation <a href="#">(1)</a>
Class B Common Stock <a href="#">(16)</a>	<a href="#">(16)</a>	10/4/2016		C			117001	<a href="#">(16)</a>	<a href="#">(16)</a>	Class A Common Stock	117001	\$0	406888119	I	By CZI Holdings, LLC <a href="#">(5)</a>
Class B Common Stock <a href="#">(16)</a>	<a href="#">(16)</a>							<a href="#">(16)</a>	<a href="#">(16)</a>	Class A Common Stock	4857323		4857323	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(15)</a>

**Explanation of Responses:**

- ( 1) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation (fka the Openness Trust dated April 2, 2012) ("CZ Foundation").
- ( 2) The sales reported were effected by CZ Foundation and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of Mr. Zuckerberg's previously-announced plan to gift or otherwise direct substantially all of his shares of Facebook stock, or the net after-tax proceeds from sales of such shares, to further the mission of advancing human potential and promoting equality by means of philanthropic, public advocacy, and other activities for the public good, with such plan to sell or gift no more than \$1 billion of Facebook stock each year through 2018.
- ( 3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.805 to \$128.80 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.
- ( 4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.805 to \$129.04 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.

- ( Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. **5)** Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.805 to \$128.80 per **6)** 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.805 to \$129.06 per **7)** 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.56 to \$128.55 per **8)** 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.56 to \$129.22 per **9)** 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.56 to \$128.55 per **10)** 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.56 to \$129.25 per **11)** 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.
- ( **12)** Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- ( **13)** Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- ( **14)** Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- ( **15)** Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- ( **16)** 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025</b>	<b>X</b>	<b>X</b>	<b>COB and CEO</b>	

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

10/5/2016

\*\* 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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