

# FORM 4

[ ] 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 * <b>Wehner David M.</b>  (Last) (First) (Middle) <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>  (Street) <b>MENLO PARK, CA 94025</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Facebook Inc [ FB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Financial Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/15/2020</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/15/2020		M		8433	A	\$0	32917	D	
Class A Common Stock	5/15/2020		M		9426	A	\$0	42343	D	
Class A Common Stock	5/15/2020		M		6848	A	\$0	49191	D	
Class A Common Stock	5/15/2020		M		7434	A	\$0	56625	D	
Class A Common Stock	5/15/2020		F		15938 (1)	D	\$206.81	40687	D	
Class A Common Stock	5/19/2020		S(2)		8000	D	\$219.90	31176 (3)	D	
Class A Common Stock	5/15/2020		X		525	A	\$0	3892	I	By Spouse (4)
Class A Common Stock	5/15/2020		X		651	A	\$0	4543	I	By Spouse (4)
Class A Common Stock	5/15/2020		X		2462	A	\$0	7005	I	By Spouse (4)
Class A Common Stock	5/15/2020		S		1795 (5)	D	\$206.81	5210	I	By Spouse (4)
Class A Common Stock	5/15/2020		M		674	A	\$0	5884	I	By Spouse (4)
Class A Common Stock	5/15/2020		F		335 (1)	D	\$206.81	5549	I	By Spouse (4)
Class A Common Stock	5/19/2020		S(6)		1843	D	\$213	3706	I	By Spouse (4)

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				
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		M		8433		(8)	3/14/2026	Class A Common Stock	8433	\$0	16865	D	
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		M		9426		(9)	3/14/2027	Class A Common Stock	9426	\$0	28279	D	
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		M		6848		(10)	3/19/2028	Class A Common Stock	6848	\$0	95871	D	
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		M		7434		(11)	3/19/2029	Class A Common Stock	7434	\$0	104081	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative 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				
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		X			525	(12)	3/14/2027	Class A Common Stock	525	\$0	1576	I	By Spouse (4)
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		X			651	(13)	3/19/2028	Class A Common Stock	651	\$0	4554	I	By Spouse (4)
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		X			2462	(14)	3/19/2029	Class A Common Stock	2462	\$0	27090	I	By Spouse (4)
Restricted Stock Units (RSU) (Class A)	(7)	5/15/2020		M			674	(15)	3/19/2030	Class A Common Stock	674	\$0	10124	I	By Spouse (4)

**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 Restricted Stock Units ("RSUs") and does not represent a sale.
- (2) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Since the date of the reporting person's May 15th transactions reported herein, he transferred 1,511 shares of the Issuer's Class A common stock in a transfer exempt from Section 16. Following this transfer, the reporting person does not have voting or investment power over, or a pecuniary interest in, the transferred shares.
- (4) The Reporting Person disclaims Section 16 beneficial ownership over the securities reported except to the extent of his pecuniary interest therein, if any.
- (5) 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 an open market sale.
- (6) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse.
- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (8) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2017, subject to continued service through each vesting date.
- (9) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2017, subject to continued service through each vesting date.
- (10) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2020, subject to continued service through each vesting date.
- (11) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2020, subject to continued service through each vesting date.
- (12) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2017, subject to continued service through each vesting date.
- (13) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2018, subject to continued service through each vesting date.
- (14) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2019, subject to continued service through each vesting date.
- (15) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2020, 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, attorney-in-fact for David M. Wehner

5/19/2020

\*\*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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