

[] 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 Na	me and T	icker	or Trad	ling Syı	mbol	5. Relationship of Reporting Per (Check all applicable)	son(s) to I	Issuer
Andreessen Marc L		Facebook	Inc [F	B]				(Check an applicable)		
(Last) (First) (Middle)		3. Date of Ea	arliest Tra	ansact	tion (MM	A/DD/YY	YY)	X_Director	10% Owr	
	7 2065		1	11/6/	2017			Officer (give title below)	_ Other (spe	cify below)
C/O ANDREESSEN HOROWIT SAND HILL RD., STE. 101	Z, 2865		j	11/0/	2017					
(Street)		4. If Amend	ment, Dat	te Ori	ginal Fi	iled (MN	A/DD/YYY	Y) 6. Individual or Joint/Group Fili	ng (Check A	applicable Line)
MENLO PARK, CA 94025								V Forms Eled by One Departing Depart	_	
(City) (State) (Zip)								X_Form filed by One Reporting Person Form filed by More than One Reporti		
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1.Title of Security	1	2A. Deemed	3. Trans. C			ities Acqu		Beneficially Owned 5. Amount of Securities Beneficially Owned	6.	7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		or Disposed of (D) (Instr. 3, 4 and 5)			Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	
								,	Direct (D) or Indirect	
			Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	
										By Andreessen
Class A Common Stock	11/2/2017		J (1)	V	142000	D	\$0	103935	I	Horowitz Fund III,
										L.P., as Nominee (2)
									 	Ву АН
Class A Common Stock	11/2/2017		J (1)	V	1409	A	\$0	1409	I	Equity Partners III,
									<u> </u>	L.L.C. (3) By the
Class A Common Stock	11/2/2017		J (1)	v	702	A	\$0	702	I	LAMA Community
									<u> </u>	Trust (4)
Class A Common Stock	11/2/2017		J (5)	v	170205	D	\$0	0	I	By AH Parallel Fund
Class A Common Stock	11/2/2017		J —	'		D	90	v		III, L.P., as Nominee (6)
										By the LAMA
Class A Common Stock	11/2/2017		J (5)	V	838	A	\$0	1540		Community Trust (4)
										Ву АН
Class A Common Stock	11/2/2017		J (5)	v	1700	A	\$0	1700	I	Equity Partners III
									ļ ,	(Parallel), L.L.C. (7)
			(0)							By AH Equity
Class A Common Stock	11/2/2017		J (8)	V	1409	D	\$0	0	I	Partners III, L.L.C. (3)
									 	By the
Class A Common Stock	11/2/2017		J (8)	V	311	A	\$0	1851	I	LAMA Community
		1							<u> </u>	Trust (4) By AH
Class A Common Stock	11/2/2017		J (8)	v	36	A	\$0	36	I	Capital Management,
									<u> </u>	L.L.C. (9)
			(10)					_		By AH Equity
Class A Common Stock	11/2/2017		J (10)	V	1700	D	\$0	0	I	Partners III (Parallel),
	1									L.L.C. (7) By the
Class A Common Stock	11/2/2017		J (10)	v	376	A	\$0	2227	I	LAMA Community
			1							Trust (4)
		1	1	1	1	1	1		1	By AH

1.Title of Security (Instr. 3)		2. T	2. Trans. Date		2A. Deemed Execution Date, if any 3. Trans. Code (Instr. 8)		Code	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)		O Fe	Ownership Form:	Beneficial	
							Code	V	Amount	(A) or (D)	Price			01	Indirect (D) Indirect (Instr.	Ownership (Instr. 4)
Class A Common S	tock		11	/2/2017			J (10)	v	38	A	\$0	7.	4			Capital Management L.L.C. ⁽⁹⁾
Class A Common S	tock		11	/6/2017			s		74	D	\$179.07	0	1		I	By AH Capital Management L.L.C. (9)
Class A Common S	tock											175	165		I	By The Andreessen 1996 Living Trust (11)
	Tabl	le II - Der	ivative S	ecuritie	s Bene	ficiall	y Owne	ed (<i>e</i> .	<i>g</i> . , puts	s, calls,	warra	nts, options, conve	rtible secu	rities)		
(Instr. 3) o		3. Trans. Date	3A. Deeme Execution Date, if an	cution (Instr. 8) Deriv Acqu Dispo (Instr		Deriva Acquir Dispos					Secu Deriv	rities Underlying vative Security	8. Price of Derivative Security (Instr. 5) 8. Price of derivative Securities Securities Beneficially Owned	lerivative Securities Beneficially Owned	Form of Derivative Security:	ve Ownersh (Instr. 4)
						(A)	([1	Date Exercisable	Expiration Date	on Title	Amount or Number of Shares	I T	Following Reported Fransaction(s Instr. 4)	Direct (I or Indire (I) (Instr 4)	ect

Explanation of Responses:

- (1) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Andreessen Horowitz Fund III, L.P., as nominee ("AH Fund III") to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- (2) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C. ("AHEP III"), which is the General Partner of AH Fund III, and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) The reporting person is one of the Managing Members of AHEP III, and may be deemed to share voting and investment power over the securities held by AHEP III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) The reporting person and his spouse are the trustees of the LAMA Community Trust.
- (5) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Parallel Fund III, L.P., as nominee ("AHPF III") to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- (6) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C. ("AHEP III (Parallel)"), which is the General Partner of AHPF III, and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (7) The reporting person is one of the Managing Members of AHEP III (Parallel), and may be deemed to share voting and investment power over the securities held by AHEP III (Parallel). The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (8) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III to its partners without consideration.
- (9) The reporting person is one of the Managing Members of AH Capital Management, L.L.C. ("AHCM"), and may be deemed to share voting and investment power over the securities held by AHCM. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (10) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III (Parallel) to its partners without consideration.
- (11) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreessen 1996 Living Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Ivanie / Address	Director	10% Owner	Officer	Other				
Andreessen Marc L C/O ANDREESSEN HOROWITZ 2865 SAND HILL RD., STE. 101 MENLO PARK, CA 94025	X							

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L. Andreessen

11/6/2017

** 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.