

[] 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

Cox Christopher K Face	suer Name and T cebook Inc [ I ate of Earliest Tr			ing Symb	ool	5. Relationship (Check all app		rting Person	n(s) to Is	suer	
2.0.4		[ FB ]				`					
2.0.4	ate of Earliest Tr										
		Transa	ction (MM	/DD/YYYY	Y)	Director					
		11/1	5/201 <b>5</b>			X Officer (g		ow)	Other (spe	cify below)	
C/O FACEBOOK, INC., 1601 WILLOW ROAD	J	11/1	5/2017								
	`Amendment, Da	Date O	riginal Fil	ed (MM/F	DD/YYYY)	6. Individual o	or Joint/Gr	roup Filing	(Check An	nlicable Line)	
		24.0			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	o. marriadar c		roup r ming	(Circuit 11p	prication Emily	
MENLO PARK, CA 94025						X Form filed b		rting Person One Reporting	Person		
(City) (State) (Zip)											
Table I - Non-Deriva	vative Securities	ies Acq	uired, D	isposed (	of, or Be	eneficially Owne	ed				
	Deemed 3. Trans. (Instr. 8)	ans. Code		ities Acquir		5. Amount of Securitie			S.	7. Nature of	
	te, if any	. 0)	(Instr. 3,			Following Reported Transaction(s) (Instr. 3 and 4)		1		Beneficial	
				(4)					or Indirect	Ownership (Instr. 4)	
	Code	ode V	/ Amount	(A) or (D)	Price				(I) (Instr. 4)		
Class A Common Stock 11/15/2017	С	С	34123 (1)	A	\$0	67	939		D		
Class A Common Stock 11/15/2017	F	F	17806 (2)	D S	\$178.07	50	133		D		
Class A Common Stock 11/15/2017	M	М	26847	A	\$0	76	980		D		
Class A Common Stock 11/15/2017	F	F	14009 (2)	D S	\$178.07	62	971		D		
Class A Common Stock 11/15/2017	M	М	10022	A	\$0	72	993		D		
Class A Common Stock 11/15/2017	F		5230 (2)		\$178.07		763		D		
Class A Common Stock 11/15/2017	M		8255 4308	A	\$0		018		D		
Class A Common Stock 11/15/2017	F	F	<u>(2)</u>	D S	\$178.07	71	710		D	Bv	
Class A Common Stock						200	0000		I	Christopher K. Cox 2017 Annuity Trust (3)	
Class A Common Stock						28	816		I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009	
Table II - Derivative Securities Ber	eneficially Owne	vned ( <i>4</i>	2. <i>9</i> nuts	. calls. w	varrants.	. ontions, conve	rtible sec	urities)			
1. Title of Derivate Security Conversion (Instr. 3) Conversion or Exercise Price of Derivative 3. Trans. Date Security Date Execution Date, if any Code (Instr. 8)	5. Number of Derivative Secur Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	ecurities or D)	6. Date Exercisable and		7. Title ar Securities	nd Amount of S Underlying e Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownershi Form of Derivativ Security:	Beneficial Ownership (Instr. 4)	
Security Code V	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)		
Restricted Stock Unit (RSU) (Class B) 11/15/2017 M	3412	34123	<u>(6)</u>	5/2/2022	Class Comm Stock	on 34123 (7)	\$0	409468	D		
Class B Common Stock (7) 11/15/2017 M	34123		<u>(7)</u>	<u>(7)</u>	Class Comm Stock	on 34123	\$0	34123	D		

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
(Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		Securities Underlying Derivative Security		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock (7)	<u>(7)</u>	11/15/2017		С			34123	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	34123	\$0	0	D	
Restricted Stock Units (RSU) (Class A)	(8)	11/15/2017		М			26847	<u>(9)</u>	5/5/2023	Class A Common Stock	26847	\$0	375859	D	
Restricted Stock Units (RSU) (Class A)	(8)	11/15/2017		М			10022	(10)	3/16/2024	Class A Common Stock	10022	\$0	90203	D	
Restricted Stock Units (RSU) (Class A)	<u>(8)</u>	11/15/2017		M			8255	<u>(6)</u>	3/15/2025	Class A Common Stock	8255	\$0	107307	D	

## **Explanation of Responses:**

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- (2) 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 a sale by the reporting person.
- (3) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.
- (4) Shares held of record by Visra Vichit-Vadakan, Trustee of the Remainder Interest Trust under the Christopher K. Cox 2009 Annuity Trust u/a/d 5/29/2009, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
- (7) 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.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.

#### Reporting Owners

reporting Owners								
Penarting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Cox Christopher K								
C/O FACEBOOK, INC.		Chief Product Office						
1601 WILLOW ROAD			Ciliei i roduct Officei					
MENLO PARK, CA 94025								

### **Signatures**

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox

\*\*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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