

[] 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 Reportii	ng Person	* _	2. Issuer Na	me and T	icker	or Trad	ing S	ymbol	5. Relationship of Reporting Perso (Check all applicable)	n(s) to Iss	suer		
· · · · · · · · · · · · · · · · · · ·				Facebook			ti 0.0	(DD (V		X Director				
(Last) C/O FACEBOOI ROAD	(First)	(Middle)		3. Date of E			tion (MN / 2017	1/DD/Y	YYYY)	X Officer (give title below) Chief Operating Officer	Other (spec			
KOND		4. If Amend	ment, Da	te Ori	ginal Fi	led (M	MM/DD/YYYY)	6. Individual or Joint/Group Filing	6. Individual or Joint/Group Filing (Check Applicable Line					
MENLO PARK, (City)	CA 9402 (State)	25 (Zip)								_ X _ Form filed by One Reporting Person Form filed by More than One Reporting	Person			
		Tah	ole I - Non-l	Derivative S	ecurities	Acai	uired. D	ispos	sed of, or Ber	neficially Owned				
1.Title of Security (Instr. 3)			2. Trans. Date		3. Trans. C (Instr. 8)			ties Acc	quired (A) or	Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	Beneficial		
					Code	V	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Class A Common Stock			1/20/2017		G	v	2850200 (1)	D	\$0	0	D			
Class A Common Stock			1/20/2017		G	v	2850200 (1)	A	\$0	2850200	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004		
Class A Common Stock			2/15/2017		С		43193	A	\$0	2893393	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)		
Class A Common Stock			2/15/2017		F		22539 (4)	D	\$133.85	2870854	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004		
Class A Common Stock			2/15/2017		М		13029	A	\$0	2883883	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2) By Sheryl		
			I	1		l	I	l	1 !		l	By Sheryl		

1.Title of Security (Instr. 3)			2. Trai		2A. Deer Executio Date, if a	n ((Instr. 8)		4. Securi Disposed (Instr. 3,	of (D))	5. Amount of Securities Benefic Following Reported Transactio (Instr. 3 and 4)			d 6. Ownership Form: Direct (D)	Beneficial	
							Code	V	Amount	(A) or (D)	P	Price				or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common S	Stock		2/15/	2017			F		6799 (4)	D	\$13	33.85		2877084		I	K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004
Class A Common S	Stock		2/16/	2017			С		157212	A	3	S 0		3034296		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004
Class A Common S	Stock		2/16/	2017			s (6)		157212	D	\$133.3	3889 (7)		2877084		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004
Class A Common S	Stock		2/16/	2017			s (6)		169788	D	\$133.3	3889 (7)		2707296		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004
Class A Common S	Stock													23824		I	By Sheryl K. Sandberg, Trustee of the Sandberg- Goldberg Family Trust Dated September 3, 2004
	Tal	ole II - Der	ivative Se	curitie	es Bene	ficiall	v Owne	ed (e.g. , put	s. call	ls. wai	rrants.	options, conv	ertible se	curities)		
1. Title of Derivate Security (Instr. 3)		3. Trans. Date		Deemed 4. Tran		Numberivative cquired	mber of ative Securities red (A) or sed of (D) 3, 4 and 5)		6. Date Exe	Date Exercisable and xpiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5) 8. Price of Polynomial Securities Securities Generician Owned	9. Number of derivative Securities Beneficially	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	· V	(A)	(D)		Date Exercisable	Expira Date	ation T		Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect	
Restricted Stock Unit (RSU) (Class B)	<u>(9)</u>	2/15/2017		M			43193	i	<u>(10)</u>	5/2/20	022	Class B Common Stock	n 43193	\$0	129579	D	
Class B Common Stock	(11)	2/15/2017		M	4	3193			(11)	<u>(1</u>	1)	Class A Common Stock		\$0	43193	D	
Class B Common Stock	<u>(11)</u>	2/15/2017		С			43193	<u>(12)</u>	<u>(11)</u>	<u>(1</u>	<u>1)</u>	Class A Common Stock		\$0	0	D	

(Instr. 3) or Exe Price of Deriva	Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	d 4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				1 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		10. Ownership Form of 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		Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units (RSU) (Class A)	(13)	2/15/2017		М			13029	(14)	3/16/2024	Class A Common Stock	13029	\$0	156353	D	
Stock Option (Right to Buy Class B Common Stock)	\$10.388	2/16/2017		М			157212	(15)	7/22/2020	Class B Common Stock (11)	157212	\$0	1823072	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004
Class B Common Stock	Ш	2/16/2017		М		157212		(11)	(11)	Class A Common Stock	157212	\$0	157212	I	By Sheryl K. Sandberg Trustee of Sheryl K. Sandberg Revocable Trust UTA dated Septembe 3, 2004
Class B Common Stock	(11)	2/16/2017		С			157212 (12)	(11)	(11)	Class A Common Stock	157212	\$0	0	I	By Sheryl K. Sandberg Trustee o Sheryl K. Sandberg Revocable Trust UTA dated Septembe 3, 2004 (2)

Explanation of Responses:

- (In connection with certain estate planning transfers, the reporting person transferred all shares to Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg
- 1) Revocable Trust UTA dated September 3, 2004.
- Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (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
- 3) of the restricted stock units (the "RSUs") listed in Table II.
- (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
- 4) obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (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
- 5) exercise of the stock option listed in Table II.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.05 to \$133.84 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 Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2014, subject to continued service through each vesting date.
- (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 11) of such shares, and has no expiration date.

12) The holder elected to convert the shares of class B common stock into class A common stock on a 1-101-1 basis.
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Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

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.

The option vests as to 1/48th of the total shares monthly, beginning on May 1, 2013, subject to continued service through each vesting date. In connection

15) with certain estate planning transfers, the reporting person transferred all shares underlying the option, which shares were vested as of the date of transfer, to Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.

Options held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		Chief Operating Officer					

Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg

**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.