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# 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	Reportin	ng Person	n *	2. Issuer N	lame and	Tick	er or Tr	ading	Symbol	5. Relationship of Reporting Pers (Check all applicable)	on(s) to I	ssuer
Zuckerberg Mark				Faceboo	k Inc [	FB	]					
(Last) (F	First)	(Middle	e)	3. Date of	Earliest T	ransa	ection (M	MM/DD	/YYYY)		10% Ow Other (sp	ecify below)
C/O FACEBOOK, ROAD	INC.,	1601 V	WILLOW	,		3/8	3/2017	,		COB and CEO	s («p	,,
	Street)			4. If Amer	ndment, Da	ate C	riginal	Filed	(MM/DD/YYYY)	6. Individual or Joint/Group Filin	g (Check A	pplicable Line
MENLO PARK, C.										X Form filed by One Reporting Person Form filed by More than One Reportin	g Person	
(City)	(State)	(Zip)	11 T N	D : 4:	G ''		. ,	D'	1 C D	C: 11 O 1		
1.Title of Security		Ta		2A. Deemed	3. Trans. C				quired (A) or	neficially Owned  5. Amount of Securities Beneficially Owned	6.	7. Nature of
			Date	Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,	d of (D)	• • •	Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial Ownership
					Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	
Class A Common Stock			3/8/2017		С		72624	A	\$0	72624	I	By Chan Zuckerberg Foundation
Class A Common Stock			3/8/2017		S (2)		72624	D	\$137.6937 <sup>(3)</sup>	0	I	By Chan Zuckerberg Foundation
Class A Common Stock			3/8/2017		S (2)		45390	D	\$137.6928 (4)	212847	I	By CZI Holdings, LLC (5)
Class A Common Stock			3/8/2017		s (6)		36312	D	\$137.6924 (7)	718012	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 1 Dated 5/8/2014
Class A Common Stock			3/8/2017		s (6)		18156	D	\$137.6927 <sup>(9)</sup>	1084484	1	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014
Class A Common Stock			3/8/2017		s (6)		18156	D	\$137.6908 (9)	1180916	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014
Class A Common Stock			3/9/2017		С		72380	A	\$0	72380	I	By Chan Zuckerberg Foundation
Class A Common Stock			3/9/2017		S (2)		68755	D	\$138.1405 (12)	3625	I	By Chan Zuckerberg Foundation
Class A Common Stock			3/9/2017		S (2)		3625	D	\$138.4894 (13)	0	I	By Chan Zuckerberg Foundation
												By CZI

1.Title of Security (Instr. 3)			2. Tran Date	S.	2A. Deeme Execution Date, if an	(Instr.	3. Trans. Code (Instr. 8)		4. Securities A Disposed of (Instr. 3, 4 and		of (D)			5. Amount of Securities Beneficially Owner Following Reported Transaction(s) (Instr. 3 and 4)			7. Nature of Indirect Beneficial Ownership
						Со	de	V A	Amount	(A) or (D)	Price					or Indirect (I) (Instr. 4)	(Insu. 4)
Class A Common	Stock		3/9/2	017		s	<u>2)</u>	4	42537	D	\$138.1381	(14)		170310		I	Holdings, LLC (5)
Class A Common Stock			3/9/2	017		s	2)		2700	D	\$138.4833	(15)		167610		I	By CZI Holdings, LLC (5)
Class A Common Stock			3/9/2	017		sí	6)	3	34991	D	\$138.1438	<u>(16)</u>		683021		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 1 Dated 5/8/2014
Class A Common Stock			3/9/2	3/9/2017		sí	<u>6)</u>		1200	D	\$138.5058	<u>(17)</u>	681821		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 1 Dated 5/8/2014	
Class A Common Stock			3/9/2017			sí	6	1	17995	D	\$138.1515	(18)	1066489			I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (10)
Class A Common Stock			3/9/2	3/9/2017		Sį	6)		100	D	\$138.5	3	1066389		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014	
Class A Common Stock			3/9/2	3/9/2017		sí	6	1	17895	D	\$138.1489	(19)	1163021		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014	
Class A Common Stock			3/9/2	017		sí	6)		200	D	\$138.525	(20)		1162821		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (11)
	Ta	ble II - De	rivative So	ecurit	ies Bene	ficially (	Owned	d ( <i>e</i> .	. <i>g</i> . , pı	uts, ca	lls, warr	ants	, options, con	vertible s	ecurities)		
1. Title of Derivate Security (Instr. 3)	. Title of 2. 3. Trans. Date 3A. Exe		3A. Deemed Execution Date, if any	4. Tra Code (Instr.	8) Do Se (A	) or Dispos	s Acquired sposed of		nte Exerc ration D		7. Title and A Securities Un Derivative Se (Instr. 3 and 4		derlying curity	8. Price of Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	e V (	A) (	D)	Date Exerc	cisable	Expirati Date	on Title		Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (21)	(21)	3/8/2017		С		726	524	(	(21)	(21)	Clas Com Stoo	mon	72624	\$0	4229236	I	By Chan Zuckerberg Foundation
Class B Common Stock (21)	(21)	3/9/2017		С		723	80	(	(21)	(21)	Clas Com Stoo	mon	72380	\$0	4156856	I	By Chan Zuckerberg Foundation
Class B Common Stock (21)	(21)							(	(21)	(21)	Clas Com Stoo	mon	5207492		5207492	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated

	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)				Expiration I		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative	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) (Instr. 4)	or Indirect (I) (Instr. 4)	
															July 7, 2006 (22)
Class B Common Stock (21)	(21)							(21)	(21)	Class A Common Stock	401687563		401687563	I	By CZI Holdings, LLC (5)

## **Explanation of Responses:**

- Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").
- The sales reported were effected by CZ Foundation and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1trading 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.13 to \$137.98 per
- 3) 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 \$137.12 to \$137.96 per
- 4) 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 sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014, Mark Zuckerberg, Trustee of
- 6) The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.14 to \$137.98 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 Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.14 to \$137.97 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.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.44 to \$138.43 per 12) 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 \$138.44 to \$138.55 per 13), share inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Eychange.
- 13) 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 \$137.43 to \$138.42 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.43 to \$138.54 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.47 to \$138.46 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.47 to \$138.54 per
- 17) 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 \$137.53 to \$138.52 per 18) 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
- 18) 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 \$137.52 to \$138.51 per
- 19) 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 \$138.52 to \$138.53 per
- 20) 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 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
- 21) of such shares and has no expiration date.
- Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

## **Reporting Owners**

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

## **Signatures**

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

\*\*\* Signature of Reporting Person

Date

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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