

[] 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 Persor	1 <del>*</del>	2. Issuer N	ame and	Tick	er or Tr	ading	Symbol	5. Relationship of Reporting Pers (Check all applicable)	on(s) to Is	ssuer	
Zuckerberg Mar	k			Faceboo	k Inc []	FB ]	]						
(Last)	(First)	(Middle	e)	3. Date of	Earliest T	ransa	action (N	MM/DD	/YYYY)		10% Ow		
~						C 10	V2017			X Officer (give title below) COB and CEO	_ Other (spe	ecify below)	
C/O FACEBOOI	K, INC.,	1601 V	VILLOW			0/9	/2017						
ROAD	(Street)			1 If Aman	dment De	ata O	riginal	Filad	(MM/DD/WWW)	6. Individual or Joint/Group Filin	Or (Chaola As	-uliaabla Tina)	
				4. II Allich	idiliciit, Da	ale O	rigiliai	riicu	(MIM/DD/1111)	o. marviduar or John/Group Pinn	g (Check A)	opiicable Line)	
MENLO PARK,	CA 9402	25								X Form filed by One Reporting Person Form filed by More than One Reporting	Person		
(City)	(State)	(Zip)								Tom med by wore man one reporting	51 013011		
		Ta	ble I - Non-	Derivative	Securities	s Ac	auired.	Dispo	osed of, or Be	neficially Owned			
1.Title of Security			2. Trans.	2A. Deemed	3. Trans. Co				quired (A) or	5. Amount of Securities Beneficially Owned 6. 7. Na			
(Instr. 3)			Date	Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,			Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial	
							,				Direct (D)	Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	(======================================	
					Couc	<u> </u>	Amount	(D)	THEC		7)	By Chan	
Class A Common Stock			6/9/2017		С		65366	A	\$0	65366	I	Zuckerberg Foundation	
												<u>(1)</u>	
			(1012017		~ (2)		1000		(3)	(1277		By Chan Zuckerberg	
Class A Common Stock			6/9/2017		S (2)		1000	D	\$147.706 (3)	64366	I	Foundation (1)	
												By Chan	
Class A Common Stock			6/9/2017		s (2)		6293	D	\$148.8848 (4)	58073	I	Zuckerberg Foundation	
												(1)	
					~ (2)		04.50	_	(5)	40004	_	By Chan Zuckerberg	
Class A Common Stock			6/9/2017		s (2)		8172	D	\$149.8888 (5)	49901	I	Foundation (1)	
												By Chan	
Class A Common Stock			6/9/2017		s (2)		4110	D	\$150.8109 <u>(6)</u>	45791	I	Zuckerberg Foundation	
												<u>(1)</u>	
Class A Common Stools			6/0/2017		s (2)		2457	_ n	\$151.9094 (7)	42334		By Chan Zuckerberg	
Class A Common Stock			6/9/2017		8 == 2		3457	D	\$151.9094	42554	I	Foundation (1)	
												By Chan	
Class A Common Stock			6/9/2017		s (2)		3600	D	\$152.7933 (8)	38734	I	Zuckerberg Foundation	
												(1)	
Class A Common Stock			(/0/2017		s (2)		10000		04544250 (9)	29725		By Chan Zuckerberg	
Class A Common Stock			6/9/2017		Sizi		10009	D	\$154.1378 (9)	28725	I	Foundation (1)	
												By Chan	
Class A Common Stock			6/9/2017		s (2)		27325	D	\$154.9786 (10)	1400	I	Zuckerberg Foundation	
												(1)	
Class A Common Stock			6/9/2017		s (2)		1400	D	\$155.5186 (11)	0		By Chan Zuckerberg	
Class A Common Stock			0/9/2017		8 22		1400	ש	\$155.5186	0	I	Foundation (1)	
												By CZI	
Class A Common Stock			6/9/2017		C		40832	A	\$0	40832	I	Holdings, LLC (12)	
												By CZI	
Class A Common Stock			6/9/2017		S (2)		1600	D	\$148.1025 (13)	39232	I	Holdings, LLC (12)	
									4.0		_	By CZI	
Class A Common Stock			6/9/2017		s (2)		3910	D	\$149.1653 (14)	35322	I	Holdings, LLC (12)	
			1						1				

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution	3. Trans. C (Instr. 8)	ode	Disposed	d of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Date, if any	Code	V	(Instr. 3,	(A) or		(Instr. 3 and 4)	Direct (D)	
Class A Common Stock	6/9/2017		s (2)		4875	D	\$150.13 (15)	30447	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		S (2)		1986	D	\$151.4067 (16)	28461	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		S (2)		3256	D	\$152.4988 (17)	25205	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		S (2)		1904	D	\$153.4036 (18)	23301	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		S (2)		16801	D	\$154.6629 (19)	6500	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		S (2)		6500	D	\$155.3617 (20)	0	I	By CZI Holdings, LLC (12)
Class A Common Stock	6/9/2017		s (21)		700	D	\$148.2536 (22)	876238	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014
Class A Common Stock	6/9/2017		s (21)		1563	D	\$149.2228 (24)	874675	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014 (23)
Class A Common Stock	6/9/2017		S (21)		1355	D	\$150.0335 (25)	873320	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014 (23)
Class A Common Stock	6/9/2017		S (21)		1200	D	\$151.1358 (26)	872120	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014
Class A Common Stock	6/9/2017		s (21)		1200	D	\$152.4733 (27)	870920	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014
Class A Common Stock	6/9/2017		S (21)		700	D	\$153.4114 (28)	870220	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA' No. 2 Dates 5/8/2014
Class A Common Stock	6/9/2017		s (21)		5805	D	\$154.5926 (29)	864415	I	By Mark Zuckerber Trustee Of The Mark Zuckerber 2014 GRA No. 2 Date 5/8/2014 (23)

1.Title of Security (Instr. 3)				2. Trans Date	Ex	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		e 4. Securities Acquire Disposed of (D) (Instr. 3, 4 and 5)			l (A) or	5. Amount of Securities Beneficial Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	Beneficial	
								Code	v	Amount	(A) or (D)		Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common	Stock			6/9/20	117			S (21)		3800	D	\$155	5.3673 (30)		860615		I	Zuckerberg Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (23)
Class A Common	Stock														468566		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (31)
Class A Common	Stock														973364		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (32)
	Tak	ole II - De	rivat	ive Sec	curities	s Bei	nefici	ally Own	ed (	e.g. , p	uts, ca	ılls, v	warrants.	, options, con	vertible s	ecurities)		
1. Title of Derivate 2. Security 2. Conversion 3. Trans. Date Exe			3A. E Execu	Deemed ution	4. Trans. Code (Instr. 8)		5. Nur Deriv Secur (A) or (D)	umber of vative urities Acquired or Disposed of r. 3, 4 and 5)		Expiration Dat		ercisable and Date Securities UDerivative (Instr. 3 and		Amount of inderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)		Date Exercisable	Expirat Date	tion	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)		or Indirect (I) (Instr. 4)	
Class B Common Stock (33)	(33)	6/9/2017			C			65366		(33)	(33	3)	Class A Common Stock	65366	\$0	3333646	I	By Chan Zuckerberg Foundation
Class B Common Stock (33)	(33)	6/9/2017			C			40832		(33)	<u>(33</u>	3)	Class A Common Stock	40832	\$0	401340684	I	By CZI Holdings, LLC (12)
Class B Common Stock (33)	(33)									(33)	(33	<u>5)</u>	Class A Common Stock	5207492		5207492	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006

## **Explanation of Responses:**

- (1) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").
- (2) 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.

(31)

- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.31 to \$148.09 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.40 to \$149.39 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.40 to \$150.27 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.40 to \$151.32 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.41 to \$152.40 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.42 to \$153.19 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.49 to \$154.48 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.49 to \$155.48 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.49 to \$155.55 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) 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. 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.64 to \$148.63 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.69 to \$149.65 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.69 to \$150.63 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.95 to \$151.78 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.96 to \$152.90 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.09 to \$153.76 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.145 to \$155.11 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.14 to \$155.54 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (21) The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 pursuant to its Rule 10b5-1 trading plan.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$147.70 to \$148.695 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (23) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (24) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$148.70 to \$149.69 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$149.74 to \$150.33 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.83 to \$151.68 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.96 to \$152.77 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.00 to \$153.72 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.08 to \$155.06 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (30) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.08 to \$155.54 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (31) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (32) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (33) 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.

**Reporting Owners** 

Reporting 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	X	COB and CEO							

## **Signatures**

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

\*\* 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.