

FORM 4

[] 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 Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Cox Christopher K	Facebook Inc [FB]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW ROAD	2/15/2021	Chief Product Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MENLO PARK, CA 94025		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/2/2021		G(1)	V	58035	D	\$0	33236	I	Christopher K. Cox 2018 Annuity Trust II u/a/d 12/19/18 (2)
Class A Common Stock	2/2/2021		G(1)	V	58035	A	\$0	58035	I	Cox-Vadakan Irrevocable Remainder Trust (3)
Class A Common Stock	2/2/2021		G(1)	V	33236	D	\$0	0	I	Christopher K. Cox 2018 Annuity Trust II u/a/d 12/19/18 (2)
Class A Common Stock	2/2/2021		G(1)	V	33236	A	\$0	33236	I	Christopher K. Cox Revocable Trust (4)
Class A Common Stock	2/2/2021		G(1)	V	26127	D	\$0	51921	I	Christopher K. Cox 2019 Annuity Trust U/A dtd 11/25/19 (5)
Class A Common Stock	2/2/2021		G(1)	V	26127	A	\$0	59363	I	Christopher K. Cox Revocable Trust (4)
Class A Common Stock	2/2/2021		G(1)	V	24808	D	\$0	49299	I	Christopher K. Cox 2019 Annuity Trust II U/A dtd 11/25/19 (6)
Class A Common Stock	2/2/2021		G(1)	V	24808	A	\$0	84171	I	Christopher K. Cox Revocable Trust (4)
Class A Common Stock	2/15/2021		M		17317	A	\$0	29447	D	
Class A Common Stock	2/15/2021		F		8033 (7)	D	\$270.50	21414	D	
Class A Common Stock								34622	I	Christopher K. Cox 2020 Annuity Trust U/A dtd 1/31/20 (8)

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSU) (Class A)	(9)	2/15/2021		M			17317	(10)	7/19/2030	Class A Common Stock	17317	\$0	236667	D	

Explanation of Responses:

- (1) This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of securities.
- (2) Shares held of record by Christopher K. Cox, Trustee of Christopher K. Cox 2018 Annuity Trust II u/a/d 12/19/18.
- (3) Shares held of record by Christopher K. Cox and Visra Vichit-Vadakan, Co-Trustees of The Cox-Vadakan Irrevocable Remainder Trust.
- (4) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox Revocable Trust.
- (5) Shares held of record by Christopher K. Cox, Trustee of Christopher K. Cox 2019 Annuity Trust U/A dtd 11/25/19.
- (6) Shares held of record by Christopher K. Cox, Trustee of Christopher K. Cox 2019 Annuity Trust II U/A dtd 11/25/19.
- (7) 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 Restricted Stock Units ("RSUs") and does not represent a sale.
- (8) Shares held of record by Christopher K. Cox, Trustee of Christopher K. Cox 2020 Annuity Trust U/A dtd 1/31/20.
- (9) Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement.
- (10) The RSUs vest as to 1/12th of the total shares on November 15, 2020, and then 1/16th of the total shares vest quarterly thereafter, not to exceed 14 quarterly installments, with the final 2/48ths of the total shares vesting on August 15, 2024, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Product Officer	

Signatures

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

2/17/2021

**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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