

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)
Sandberg Sheryl	Facebook Inc [FB]	<input checked="" 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	8/15/2020	Chief Operating 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	8/15/2020		M		34364	A	\$0	1333186	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (U)
Class A Common Stock	8/15/2020		M		16508	A	\$0	1349694	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (U)
Class A Common Stock	8/15/2020		M		11243	A	\$0	1360937	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (U)
Class A Common Stock	8/15/2020		M		9426	A	\$0	1370363	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (U)
Class A Common Stock	8/15/2020		M		6848	A	\$0	1377211	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable

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			Code	V	Amount	(A) or (D)	Price			
										Trust UTA dated September 3, 2004 (1)
Class A Common Stock	8/15/2020		M		7434	A	\$0	1384645	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (1)
Class A Common Stock	8/15/2020		F		42554 (2)	D	\$261.24	1342091	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (1)

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)	(3)	8/15/2020		M			34364	(4)	5/5/2023	Class A Common Stock	34364	\$0	171822	D	
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2020		M			16508	(5)	3/15/2025	Class A Common Stock	16508	\$0	16510	D	
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2020		M			11243	(6)	3/14/2026	Class A Common Stock	11243	\$0	123675	D	
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2020		M			9426	(7)	3/14/2027	Class A Common Stock	9426	\$0	84836	D	
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2020		M			6848	(8)	3/19/2028	Class A Common Stock	6848	\$0	75327	D	
Restricted Stock Units (RSU) (Class A)	(3)	8/15/2020		M			7434	(9)	3/19/2029	Class A Common Stock	7434	\$0	74344	D	

Explanation of Responses:

- (1) Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (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 Restricted Stock Units ("RSUs") and does not represent a sale.
- (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (4) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2018, subject to continued service through each vesting date.
- (5) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2018, subject to continued service through each vesting date.
- (6) The RSUs vest quarterly as to 1/16th of the total shares, beginning on August 15, 2019, subject to continued service through each vesting date.
- (7) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2019, subject to continued service through each vesting date.
- (8) The RSUs vest quarterly as to 1/16th of the total shares, beginning on August 15, 2019, subject to continued service through each vesting date.
- (9) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2019, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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, attorney-in-fact for Sheryl Sandberg

8/18/2020

--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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