

FORM 4

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 * FISCHER DAVID B. (Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD (Street) MENLO PARK, CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/15/2020 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner X Officer (give title below) _____ Other (specify below) Chief Revenue Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
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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	5/15/2020		M		6191	A	\$0	57503	D	
Class A Common Stock	5/15/2020		M		6325	A	\$0	63828	D	
Class A Common Stock	5/15/2020		M		5302	A	\$0	69130	D	
Class A Common Stock	5/15/2020		M		3852	A	\$0	72982	D	
Class A Common Stock	5/15/2020		M		4646	A	\$0	77628	D	
Class A Common Stock	5/15/2020		F		13049 (1)	D	\$206.81	64579	D	
Class A Common Stock	5/15/2020		S(2)		22000	D	\$205.29 (3)	42579	D	
Class A Common Stock	5/15/2020		G(4)	V	2400	D	\$0	40179	D	

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)	(5)	5/15/2020		M		6191		(6)	3/15/2025	Class A Common Stock	6191	\$0	18572	D	
Restricted Stock Units (RSU) (Class A)	(5)	5/15/2020		M		6325		(7)	3/14/2026	Class A Common Stock	6325	\$0	63244	D	
Restricted Stock Units (RSU) (Class A)	(5)	5/15/2020		M		5302		(8)	3/14/2027	Class A Common Stock	5302	\$0	58325	D	
Restricted Stock Units (RSU) (Class A)	(5)	5/15/2020		M		3852		(9)	3/19/2028	Class A Common Stock	3852	\$0	53928	D	
Restricted Stock Units (RSU) (Class A)	(5)	5/15/2020		M		4646		(10)	3/19/2029	Class A Common Stock	4646	\$0	65051	D	

Explanation of Responses:

- 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.
- 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 \$204.70 to \$205.41 per share, inclusive. The holder 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) Represents shares of Class A Common Stock that the reporting person donated as a gift to a charitable entity.
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (6) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2017, 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 May 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 February 15, 2020, subject to continued service through each vesting date.
- (10) The RSUs vest quarterly as to 1/16th of the total shares, beginning on February 15, 2020, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISCHER DAVID B. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Revenue Officer	

Signatures

/s/ Michael Johnson, attorney-in-fact for David Fischer

5/19/2020

—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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