

# FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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continue. See Instruction 1(b).  
[ ] Form 3 Holdings Reported  
[X] Form 4 Transactions  
Reported

### ANNUAL 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)
<b>Schroepfer Michael Todd</b>	<b>Facebook Inc [FB]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O FACEBOOK INC., 1601 WILLOW ROAD</b>	<b>12/31/2019</b>	<b>Chief Technology Officer</b>
(Street)	4. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line)
<b>MENLO PARK, CA 94025</b>		<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)
				Amount	(A) or (D)	Price			
Class A Common Stock	12/12/2016		P4 (1)(2)	52	A	\$117.7700	52	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	1/12/2017		P4 (1)(2)	27	A	\$126.6200	79	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	4/19/2017		P4 (1)(2)	8	A	\$142.2700	87	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	10/12/2017		P4 (1)(2)	6	A	\$172.5500	93	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	5/30/2018		S4 (1)(2)	8	D	\$187.6700	85	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	5/30/2018		S4 (1)(2)	6	D	\$187.6700	79	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	3/6/2019		P4 (1)(2)	33	A	\$172.5100	112	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	7/25/2019		P4 (1)(2)	49	A	\$200.7100	161	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	10/10/2019		S4 (1)(2)	49	D	\$181.4324	112	I	The Clover Irrevocable Exempt Trust U/A/D 6/27/2011 (3)
Class A Common Stock	12/12/2016		P4 (1)(2)	655	A	\$117.7700	28909	I	The HS Trust U/A/D 9/28/2011 (4)

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				Amount	(A) or (D)	Price			
Class A Common Stock	1/23/2017		P4 <a href="#">(1)(2)</a>	180	A	\$128.9300	85588	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	3/22/2017		P4 <a href="#">(1)(2)</a>	51	A	\$139.5900	142238	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	5/9/2017		P4 <a href="#">(1)(2)</a>	34	A	\$150.4800	170583	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	12/14/2017		P4 <a href="#">(1)(2)</a>	1550	A	\$178.3900	338023	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	3/26/2018		S4 <a href="#">(1)(2)</a>	710	D	\$160.0600	421990	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	5/4/2018		P4 <a href="#">(1)(2)</a>	675	A	\$176.6100	450817	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	10/8/2018		S4 <a href="#">(1)(2)</a>	661	D	\$157.2500	591280	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	11/20/2018		S4 <a href="#">(1)(2)</a>	100	D	\$132.4300	447556	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	12/28/2018		S4 <a href="#">(1)(2)</a>	52	D	\$133.2000	475552	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	2/21/2019		P4 <a href="#">(1)(2)</a>	876	A	\$160.0400	476428	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	4/4/2019		P4 <a href="#">(1)(2)</a>	253	A	\$176.0200	476681	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	6/6/2019		S4 <a href="#">(1)(2)</a>	174	D	\$168.3300	476507	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	6/6/2019		S4 <a href="#">(1)(2)</a>	79	D	\$168.3300	476428	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	6/6/2019		S4 <a href="#">(1)(2)</a>	253	D	\$168.3300	476175	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	7/30/2019		P4 <a href="#">(1)(2)</a>	257	A	\$197.0400	476432	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	8/28/2019		P4 <a href="#">(1)(2)</a>	154	A	\$181.7600	476586	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>
Class A Common Stock	10/3/2019		S4 <a href="#">(1)(2)</a>	257	D	\$179.3800	476329	I	The HS Trust U/A/D 9/28/2011 <a href="#">(4)</a>

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) A third-party investment advisor retained by the reporting person carried out these transactions in its sole discretion without direction or knowledge from the reporting person or his spouse. The advisor recently brought the transactions to the attention of Facebook, Inc. ("Issuer") and the reporting person. Such transactions may be subject to Section 16(b) under the Securities Exchange Act of 1934, as amended, and therefore the reporting person paid \$80,848.16 to Issuer as disgorgement of the maximum amount of the profit realized in connection with such transactions, regardless of whether such disgorgement would have actually been required by law.
- (2) The shares reported in these transactions are held by trusts, for which the reporting person and his spouse serve as trustees, in separate accounts managed by

the third-party investment advisor. The reporting person disclaims beneficial ownership of the shares held by the trusts, except to the extent of his pecuniary interest therein.

(3) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Exempt Trust U/A/D 6/27/2011.

(4) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.

**Remarks:**

This is 1 of 2 Forms 5 being filed.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer	

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer

2/13/2020

—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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