

[] 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 N | ame and | Tick | er or Tra | ading | Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|------------|------------|----------------|---------------------------|------------------------------|--------|---|---------------------|-----------------|---|---------------------------|--------------------------|--|--|
| Zuckerberg Mark | Faceboo | k Inc [] | FB] | l | | | (· · · · · · · · · · · · · · · · · · · | (Chech an approach) | | | | | | |
| (Last) | 3. Date of | Earliest T | ransa | ction (M | /M/DD | /YYYY) | | | | | | | | |
| | | 4 60 4 1 | | | | 0./0 | /2017 | | | X Officer (give title below) COB and CEO | Other (sp | ecify below) | | |
| C/O FACEBOOK | | | 9/9 | /2016 | | | | | | | | | | |
| ROAD | (Street) | | | 4 If Amen | dment Da | ate O | riginal | Filed | (MM/DD/YYYY) | 6. Individual or Joint/Group Filin | g (Check A | nnlicable Line | | |
| MENI O DADIZ | C 1 0 10 | | | | | | | | (1111/12/27) | | .g (eee 1 | ppineuoie Zine | | |
| MENLO PARK, | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | | |
| | | Ta | ıble I - Non- | Derivative | Securitie | s Ac | quired, | Disp | osed of, or Be | neficially Owned | | | | |
| 1.Title of Security | | | 2. Trans. Date | 2A. Deemed | 3. Trans. Code (Instr. 8) | | | | quired (A) or | 5. Amount of Securities Beneficially Owned | 6. Ownership | 7. Nature of | | |
| (Instr. 3) | | | | Execution Date, if any | (IIISII. 8) | | Disposed of (Instr. 3, 4 a | | | Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: | Beneficial | | |
| | | | | | | | | (4) | | | Direct (D) or Indirect | | | |
| | | | | | Code | V | Amount | (A) or (D) | Price | | (I) (Instr. 4) | | | |
| | | | | | | | 253151 | | | | | By Chan Zuckerberg | | |
| Class A Common Stock | | | 9/9/2016 | | С | | | A | \$0 | 253151 | I | Foundation (1) | | |
| | | | | | | | | | | | | By Chan | | |
| Class A Common Stock | | | 9/9/2016 | | s (2) | | 111543 | D | \$127.7477 (3) | 141608 | I | Zuckerberg Foundation | | |
| | | | | | | | | | | | | (1) | | |
| Class A Common Stock | | | 0/0/2016 | | s (2) | | 106994 | D | 0120 ((55 (4) | 34614 | | By Chan Zuckerberg | | |
| Class A Common Stock | | | 9/9/2016 | | S | | | D | \$128.6657 (4) | 34014 | I | Foundation (1) | | |
| | | | | | | | | | | | | By Chan | | |
| Class A Common Stock | | | 9/9/2016 | | s (2) | | 34614 | D | \$129.5468 (5) | 0 | I | Zuckerberg Foundation | | |
| | | | | | | | | | | | | (1) | | |
| Class A Common Stock | | | 9/9/2016 | | C | | 116594 | A | \$0 | 116835 | I | By CZI Holdings, | | |
| | | | | | | | | | | | | By CZI | | |
| Class A Common Stock | | | 9/9/2016 | | s (2) | | 52007 | D | \$127.756 (7) | 64828 | I | Holdings, | | |
| | | | | | | | | | | | | By CZI | | |
| Class A Common Stock | | | 9/9/2016 | | s (2) | | 49068 | D | \$128.676 (8) | 15760 | I | Holdings, LLC (6) | | |
| | | | | | | | | | | | | By CZI | | |
| Class A Common Stock | | | 9/9/2016 | | s (2) | | 15760 | D | \$129.5558 (9) | 0 | I | Holdings, LLC 6 | | |
| | | | | | | | 25.1200 | | | | | By Chan | | |
| Class A Common Stock | | | 9/12/2016 | | C | | 254398 | A | \$0 | 254398 | I | Zuckerberg Foundation | | |
| | | | | | | | | | | | | (1) By Chan | | |
| Class A Common Stock | | | 9/12/2016 | | s (2) | | 19160 | D | \$126.3861 (10) | 235238 | I | Zuckerberg Foundation | | |
| | | | | | | | | | | | | (<u>1</u>) | | |
| | | | | | (2) | | 103729 | | 410 | | | By Chan Zuckerberg | | |
| Class A Common Stock | | | 9/12/2016 | | s (2) | | 103729 | D | \$127.3071 (11) | 131509 | I | Foundation (1) | | |
| | | | | | | | | | | | | By Chan | | |
| Class A Common Stock | | | 9/12/2016 | | s (2) | | 131509 | D | \$128.3031 (12) | 0 | I | Zuckerberg Foundation | | |
| | | | | | | | | | | | | <u>(1)</u> | | |
| Class A Common Stock | | | 9/12/2016 | | C | | 117413 | A | \$0 | 117413 | I | By CZI Holdings, | | |
| | | | | | | | | | | - | | LLC 6 | | |
| | | | 1 | | | J | | | [| | | By CZI | | |

| | | | | | | | | | | | | | | neficially Ow | | | _ | T |
|---------------------------------|---|-------------------|--------|----------------|-------------------------------|---------------------------|------------------------------|--|------|---|-----------------|--|--|---|---|---|--|--|
| 1.Title of Security (Instr. 3) | | | | 2. Trans. Date | | xecut | Deemed cution , if any | 3. Trans. Code (Instr. 8) | | Disposed (Instr. 3, | 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | or Indirect (I) (Instr. | Beneficial Ownership |
| Class A Common | Stock | | | 9/12/20 | 16 | | | Code S (2) | V | Amount 11304 | (D) | \$120 | Price 6.4779 (13) | | 106109 | | 4) I | Holdings, |
| Class A Common | Stock | | | 9/12/20 | 16 | | | S (2) | | 49846 | D | \$127 | 7.3785 (14) | | 56263 | | I | By CZI Holdings, LLC (6) |
| Class A Common | Stock | | | 9/12/20 | 16 | | | S (2) | | 56263 | D | \$128 | 8.3429 (15) | | 0 | | I | By CZI Holdings, LLC (6) |
| Class A Common Stock | | | | | | | | | | | | | | | 827870 | | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated 5/8/2014 |
| Class A Common | Stock | | | | | | | | | | | | | | 1139412 | | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 |
| Class A Common Stock | | | | | | | | | | | | | | 1235844 | | | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 (18) |
| Class A Common Stock | | | | | | | | | | | | | | | 350169 | | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 |
| | Tal | ble II - De | rivati | ive Sec | uritie | s Be | nefici | ially Own | ed (| <i>e.g.</i> , pr | uts, ca | ılls, | warrants | , options, con | vertible s | ecurities) | | l |
| Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | Execu | ution | 4. Trans Code (Instr. 8 | 8) Deriv Acqu Dispo | | umber of vative Securities fired (A) or osed of (D) r. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Securities U Derivative S (Instr. 3 and | Underlying Derivation Security Derivation Security | | derivative Securities Beneficially Owned | Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | V | (A) | (D) | | Date Exercisable | Expiration Date | ation | Title | Amount or Number of Shares | | Following Reported Transaction(s) | Direct (D) or Indirect | |
| Class B Common Stock (20) | (20) | 9/9/2016 | | | С | | | 253151 | | (20) | (2 | 0) | Class A Common Stock | 253151 | \$0 | 5204701 | I | By Chan Zuckerberg Foundation |
| Class B Common Stock (20) | (20) | 9/9/2016 | | | C | | | 116594 | | (20) | (2 | <u>0)</u> | Class A Common Stock | 116594 | \$0 | 407471863 | I | By CZI Holdings, LLC (6) |
| Class B Common Stock (20) | (20) | 9/12/2016 | | | С | | | 254398 | | (20) | (2 | <u>0)</u> | Class A Common Stock | 254398 | \$0 | 4950303 | I | By Chan Zuckerberg Foundation |
| Class B Common Stock (20) | (20) | 9/12/2016 | | | C | | | 117413 | | (20) | (2 | <u>0)</u> | Class A Common Stock | 117413 | \$0 | 407354450 | I | By CZI Holdings, LLC (6) |
| Class B Common Stock (20) | (20) | | | | | | | | | (20) | (2 | <u>0)</u> | Class A Common Stock | 4857323 | | 4857323 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 |

Explanation of Responses:

- 1) Foundation").
- (The sales reported were effected by CZ Foundation and CZI Holdings, LLC (fka Chan Zuckerberg Initiative, LLC) ("CZI"), as applicable, pursuant to their
- 2) Rule 10b5-1 trading 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.12 to \$128.11 per
- 3) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.12 to \$129.11 per
- 4) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.12 to \$129.86 per
- 5) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (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.
- 6) 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.13 to \$128.12 per
- 7) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.13 to \$129.11 per
- 8) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.13 to \$129.865 per
- 9) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.81 to \$126.80 per 10) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

 The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.81 to \$127.80 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.81 to \$128.74 per
- 12) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.86 to \$126.85 per
- 13) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.86 to \$127.85 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
- 14) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.86 to \$128.74 per 15) 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- 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 Owners | | | | | | | | | |
|---|---------------|-----------|-------------|-------|--|--|--|--|--|
| Panarting 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 | | COB and CEO | | | | | | |

Signatures

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

** Signature of Reporting Person

9/13/2016 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).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Note:

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.