

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Zuckerberg Mark			Facebook Inc [FB]			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB and CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O FACEBOOK, INC., 1601 WILLOW ROAD			11/7/2017					
(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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/7/2017		C		11300900	A	\$0	11300900	I	By CZI Holdings, LLC (1)
Class A Common Stock	11/7/2017		G	V	10300000	D	\$0	1000900	I	By CZI Holdings, LLC (1)
Class A Common Stock	11/7/2017		G	V	10300000	A	\$0	10300000	I	By Chan Zuckerberg Foundation (2)
Class A Common Stock	11/7/2017		G (3)	V	900800	D	\$0	100100	I	By CZI Holdings, LLC (1)
Class A Common Stock	11/7/2017		G	V	100100	D	\$0	0	I	By CZI Holdings, LLC (1)
Class A Common Stock	11/7/2017		G	V	100100	A	\$0	100100	I	By Chan Zuckerberg Advocacy (4)
Class A Common Stock	11/7/2017		J (5)		468566	D	\$0	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (6)
Class A Common Stock	11/7/2017		J (5)		468566	A	\$0	468566	I	By CZI Holdings, LLC (1)
Class A Common Stock								587633	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (7)
Class A Common Stock								684030	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (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				
Class B Common Stock (9)	(9)	11/7/2017		C		11300900		(9)	(9)	Class A Common Stock	11300900	\$0	389357310	I	By CZI Holdings, LLC (1)
Class B Common Stock (9)	(9)	11/7/2017		J (10)		468566		(9)	(9)	Class A Common Stock	468566	\$0	388888744	I	By CZI Holdings, LLC (1)
Class B Common Stock (9)	(9)	11/7/2017		J (10)		468566		(9)	(9)	Class A Common Stock	468566	\$0	5676058	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (6)
Class B Common Stock (9)	(9)							(9)	(9)	Class A Common Stock	2241685		2241685	I	By Chan Zuckerberg Foundation (2)

Explanation of Responses:

- (1) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. 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.
- (2) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation"). The reporting person is deemed to have voting and investment power over the shares held by CZ Foundation, but has no pecuniary interest in these shares.
- (3) Represents shares of Class A Common Stock that CZI donated as a gift to Silicon Valley Community Foundation ("SVCF"). Neither CZI nor the reporting person exercises voting or investment control, directly or indirectly, over SVCF or any of its affiliates, or over the donated shares following this transfer. Neither CZI nor the reporting person has any pecuniary interest in any shares held by SVCF.
- (4) Shares held of record by Chan Zuckerberg Advocacy. The reporting person is deemed to have voting and investment power over the shares held by Chan Zuckerberg Advocacy, but has no pecuniary interest in these shares.
- (5) Shares contributed from the 2006 Trust to CZI. The 2006 Trust is the sole member of CZI.
- (6) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (7) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (8) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (9) 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.
- (10) Shares distributed from CZI to the 2006 Trust. The 2006 Trust is the sole member of CZI.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

Signatures

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

11/7/2017

--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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