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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	X Director X 10% Owner X Officer (give title below) Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOV ROAD	8/30/2016	X Officer (give title below) Other (specify below) COB and CEO
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MENLO PARK, CA 94025 (City) (State) (Zip)		X Form filed by One Reporting Person 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 Acq Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial
			Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Stock	8/30/2016		С		258560	A	\$0	258560	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/30/2016		s <u>(2)</u>		218017	D	\$125.5781 <u>(3)</u>	40543	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/30/2016		s (2)		40543	D	\$126.3283 (<u>4</u>)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/30/2016		s (2)		100283	D	\$125.5761 (<u>5</u>)	103166	I	By CZI Holdings, LLC (6)
Class A Common Stock	8/30/2016		s (2)		19052	D	\$126.3246 (<u>7</u>)	84114	I	By CZI Holdings, LLC (6)
Class A Common Stock	8/31/2016		С		258183	A	\$0	258183	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/31/2016		s <u>(2)</u>		226190	D	\$125.8393 <u>(8)</u>	31993	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/31/2016		s (2)		31993	D	\$126.1641 (<u>9</u>)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	8/31/2016		С		35288	A	\$0	119402	I	By CZI Holdings, LLC (6)
Class A Common Stock	8/31/2016		s (2)		104480	D	\$125.8394 (10)	14922	I	By CZI Holdings, LLC (6)
Class A Common Stock	8/31/2016		s (2)		14681	D	\$126.1647 (9)	241	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 (11)

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. Securi Disposed (Instr. 3,	l of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	Beneficial
			Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Stock								1139412	I	Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 (12)
Class A Common Stock								1235844	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 (13)
Class A Common Stock								350169	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (14)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		r	1				-				-	T	-		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	Execution Date, if any Code Deriva (Instr. 8) Acquir Dispos		5. Number of 6. Date Ex Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and 7. Title and Amount of Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock (15)	<u>(15)</u>	8/30/2016		С			258560	<u>(15)</u>	<u>(15)</u>	Class A Common Stock	258560	\$0	5716035	I	By Chan Zuckerberg Foundation (1)
Class B Common Stock (15)	<u>(15)</u>	8/31/2016		С			258183	<u>(15)</u>	<u>(15)</u>	Class A Common Stock	258183	\$0	5457852	I	By Chan Zuckerberg Foundation (1)
Class B Common Stock (15)	<u>(15)</u>	8/31/2016		С			35288	<u>(15)</u>	<u>(15)</u>	Class A Common Stock	35288	\$0	407588457	I	By CZI Holdings, LLC (6)
Class B Common Stock (15)	<u>(15)</u>							<u>(15)</u>	<u>(15)</u>	Class A Common Stock	4857323		4857323	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (14)

Explanation of Responses:

Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation (fka the Openness Trust dated April 2, 2012) ("CZ
 Foundation").

- I) 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 \$125.16 to \$126.155 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 \$126.16 to \$126.54 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 \$125.16 to \$126.15 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 \$126.16 to \$126.55 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 \$125.14 to \$126.135 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 \$126.14 to \$126.21 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 \$125.14 to \$126.13 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.
- (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.
- 15
- (14) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").

(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 15) of such shares and has no expiration date.

Reporting Owners

Reporting 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	9/1/2016
** 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.

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.