

[] 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 A	ddress of R	eporting Po	erson *					and Tic		r Tra	ding S	Symb	ool		Relationsl(Check all a)		orting Perso	n(s) to Iss	suer
Andreessen	Marc L							nc [FB							X Directo	r		10% Owner	r
(Las	t) (Fir	rst) (N	Middle)		3.	Da	te of Earl	iest Trans	sactio	on (Mi	M/DD/	YYYY	()			ive title belo	ow)	Other (speci	
C/O ANDR SAND HIL			WITZ	Z, 28	865			7/ 1	19/2	017									
	(St	reet)			4.	If A	Amendme	ent, Date	Origi	nal F	iled (1	MM/E	D/YYY	Y)	6. Individual	or Joint/C	Group Filing	(Check Ap	plicable Line
MENLO PA	ARK, CA	94025													X Form filed				
(City) (S	state) (Z	Zip)												Form filed l	by More than	One Reporting	Person	
			Table	e I - I	Non-De	riva	ative Sec	urities A	cauii	red. I	Dispo	sed o	of, or F	3en e	eficially Own	ned			
				ans. Date	1		3. Trans. Co (Instr. 8)		4. Sec or Di	4. Securities Acquor Disposed of (D (Instr. 3, 4 and 5)		uired (A) 5. A		Amount of Securities Beneficially Owned ollowing Reported Transaction(s) nstr. 3 and 4)			Form:	7. Nature of Indirect Beneficial	
								Code	V	Amo	ount	(A) o (D)						Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common	Stock			7/19	9/2017			С		2459 (1		A	\$0			245935		I	By Andreessen Horowitz Fund III, L.P., As Nominee
Class A Common	Stock			7/19	9/2017			С		1702 (1		A	\$0			170205		I	By AH Parallel Fund III, L.P., as Nominee
Class A Common	Stock															175165		I	By The Andreessen 1996 Living Trust (4)
	То	bla II Da	rivotiv	o Soc	nuritios	Por	noficially	Owned	(a a	nui	e ool	lle w	arrani	te o	entions cons	zortiblo so	aurities)		
1. Title of Derivate Security (Instr. 3)	Table II - Derivative Securitie 2.					DCI	5. Number Derivative Acquired (Disposed of (Instr. 3, 4	Securities (A) or of (D)	6. Da		rcisable	e and	7. Title a	ind A s Uni	amount of derlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security		Code V (A) (D) Date Expiration Date Date Title		Amount or Number of Shares	Following Reported Transaction(s (Instr. 4)		Direct (D) or Indirect											
Class B Common Stock (5)	<u>(5)</u>	7/19/2017			A		245935 (6)		1	<u>(5)</u>	<u>(5</u>	<u>5)</u>	Class Comm Stock	ion	245935	\$69.35 (7)	470174	I	By Andreessen Horowitz Fund III, L.P., As Nominee
Class B Common Stock (5)	<u>(5)</u>	7/19/2017			С			245935 (1)		(5)	<u>(5</u>	5)	Class Comn Stock	ion	245935	\$0	224239 (8)	I	By Andreessen Horowitz Fund III, L.P., As Nominee
Class B Common Stock (5)	<u>(5)</u>	7/19/2017			A		170205 (6)			(5)	<u>(5</u>	5)	Class Comm Stock	ion	170205	\$69.35 (7)	325395	I	By AH Parallel Fund III, L.P., As Nominee
				İ								ĺ							Ву АН

	Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivate Security (Instr. 3)	erivate Security Conversion Date		3A. Deemed Execution Date, if any	Code				1		Securities Underlying Derivative Security		Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock (5)	(5)	7/19/2017		С			170205 (1)	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	170205	\$0	155190 (8)	I	Parallel Fund III, L.P., As Nominee

Explanation of Responses:

- (1) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis pursuant to an irrevocable commitment to convert such shares that was delivered to the issuer in connection with the approval by the issuer's board of directors of the reclassification of the issuer's capital stock as described in further detail in the issuer's definitive proxy statement filed with the Securities and Exchange Commission on June 2, 2016.
- (2) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C., which is the General Partner of Andreessen Horowitz Fund III, L.P., as nominee ("AH Fund III"), and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C., which is the General Partner of AH Parallel Fund III, L.P., as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreessen 1996 Living Trust.
- (5) 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.
- (6) The reporting person became entitled to receive these shares on July 19, 2017 for no additional consideration pursuant to an earn-out provision in the agreement and plan of merger (the "Merger Agreement") executed in connection with the acquisition of Oculus VR, Inc. ("Oculus") by the issuer (the "Merger"). Subject to achievement of the associated earnout milestones, the reporting person's right to receive these additional shares became irrevocable on July 21, 2014, the effective date of the Merger.
- (7) The value of these shares was established in the Merger Agreement.
- (8) Represents shares to be received by the holder in connection with the Merger, which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Andreessen Marc L C/O ANDREESSEN HOROWITZ 2865 SAND HILL RD., STE. 101 MENLO PARK, CA 94025	X							

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L. Andreessen

7/21/2017

** 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.

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.