

FORM 5

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

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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. *See* Instruction 1(b).
[] Form 3 Holdings Reported
[] 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)	
Schroepfer Michael Todd		Facebook Inc [FB]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer	
(Last) (First) (Middle)		3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)			
C/O FACEBOOK INC., 1601 WILLOW ROAD		12/31/2019			
(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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	11/20/2019		G	328	D	\$0	0	I	The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017 (1)
Class A Common Stock	11/20/2019		G	328	A	\$0	328	I	The Clover Irrevocable Nonexempt Trust U/A/D 6/27/2011 (2)
Class A Common Stock	11/20/2019		G	328	D	\$0	0	I	The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017 (3)
Class A Common Stock	11/20/2019		G	328	A	\$0	656	I	The Clover Irrevocable Nonexempt Trust U/A/D 6/27/2011 (2)
Class A Common Stock	11/20/2019		G	11930	D	\$0	24570	I	The Erin Hoffmann 2018 Annuity Trust U/A/D 11/15/2018 (4)
Class A Common Stock	11/20/2019		G	11930	A	\$0	516967	I	The HS Trust U/A/D 9/28/2011 (5)
Class A Common Stock	11/20/2019		G	11930	D	\$0	24570	I	The Michael Schroepfer 2018 Annuity Trust U/A/D 11/15/2018 (6)
Class A Common Stock	11/20/2019		G	11930	A	\$0	528897	I	The HS Trust U/A/D 9/28/2011 (5)
Class A Common Stock	11/22/2019		G (7)	49000	D	\$0	479897	I	The HS Trust U/A/D 9/28/2011 (5)
Class A Common Stock							412247	D	

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) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person's spouse.
- (2) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust U/A/D 6/27/2011.
- (3) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person.
- (4) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2018 Annuity Trust U/A/D 11/15/2018, a grantor retained annuity trust for the benefit of the reporting person's spouse.
- (5) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.
- (6) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2018 Annuity Trust U/A/D 11/15/2018, a grantor retained annuity trust for the benefit of the reporting person.
- (7) Represents shares of Class A Common Stock that the holder donated as a gift to a charitable entity.

Remarks:

This is 2 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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