

[] 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 Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Andreessen Marc L					Facebook Inc [ FB ]											
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)								X Director10% Owner				
												Officer (give title below) Other (specify below)				
EESSEN	HOROV	VITZ, 2	865			5/1	5/2	017								
		,														
			4.	If An	nendm	ent, Date (	Origi	nal Fil	led (MM/I	OD/YYY	Y) 6	. Individual o	or Joint/G	roup Filing	(Check Ap	plicable Line)
DIZ CA	0.402.5						_									
MENLO PARK, CA 94025											-					
ity) (Sta	ite) (Zip	)										_ I omi med by	wore than c	one reporting	CISOII	
		Гable I -	Non-Dei	rivat	ive Sec	curities Ac	equir	ed, D	isposed	of, or I	Benef	icially Own	ed			
1.Title of Security		2. Tı					de									7. Nature of
(Instr. 3)						(Instr. 8)	(Instr. 3, 4 and 5)			(Instr. 3 and 4)				Form: B	Indirect Beneficial	
																Ownership
						~ .									(I) (Instr.	(111301. 4)
						Code	V	Amou	nt (D)	Price					4)	By The
															Andreessen	
Class A Common Stock 5/15/2017			5/2017			M		2533	A	\$0	175165				I	1996 Living
																Trust (1)
		<u>.</u>														
Tab	le II - Deri	vative Se	curities l	Bene	ficially	y Owned (	e.g.	, puts	, calls, v	varran	ts, op	tions, conve	rtible sec	urities)		
2.	3. Trans.			Derivati										derivative Securities	10. Ownership Form of	Beneficial
or Exercise	Date								ate							
Price of					` /	Disposed of	(Instr. 3 and				and 4)					Ownership (Instr. 4)
Security						, 4 and 5)								Following	Direct (D)	)
							Date		Expiration	Tial.		Amount or				t
			Code	V	(A)	(D)	Exer	cisable	Date	Title		Shares		(Instr. 4)	4)	
<u>(2)</u>	5/15/2017		M			2533		<u>(3)</u>	7/14/2026		mon	2533	\$0	0	D	
]	Marc L (First EESSEN, RD., ST (Stre RK, CA (Stry) (Stre tock  Tab  2. Conversion or Exercise Price of Derivative Security	Marc L  (First) (Mic EESSEN HOROW RD., STE. 101 (Street)  RK, CA 94025 (State) (Zip  (State) (Zip  Table II - Deriv  2. Conversion or Exercise Price of Derivative Security	Marc L  (First) (Middle)  EESSEN HOROWITZ, 2  RD., STE. 101  (Street)  RK, CA 94025  (ity) (State) (Zip)  Table I - 2. To  2. To  tock  Table II - Derivative Se  2. Conversion or Exercise Price of Derivative Security  3. Trans. JaA. Deeme Execution Date, if any	Marc L	Marc L	Marc L  (First) (Middle)  3. Date of Ear  EESSEN HOROWITZ, 2865  RD., STE. 101  (Street)  4. If Amendm  RK, CA 94025  (Sity) (State) (Zip)  Table I - Non-Derivative Securities  2. Trans. Date Execution Date, if any  Table II - Derivative Securities Beneficially  2. Conversion or Exercise Price of Derivative Security  3. Trans. 3A. Deemed 4. Trans. 5. Num (Instr. 8)  Security  Code V (A)	Marc L	Marc L  (First) (Middle)  3. Date of Earliest Transaction  EESSEN HOROWITZ, 2865  RD., STE. 101  (Street)  4. If Amendment, Date Origin  RK, CA 94025  (State) (Zip)  Table I - Non-Derivative Securities Acquire  2. Trans. Date Execution Date, if any  Code V  Table II - Derivative Securities Beneficially Owned (e.g. Code Conversion or Exercise Price of Derivative Security  Security  Table II - Derivative Securities Beneficially Owned (e.g. Code Code Code Code Code Code Code Code	Marc L  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Street)  (Street) (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (A) Deemed Execution Date, if any (Instr. 8)  (Code V Amount or Exercise Price of Derivative Security  (Instr. 8) (A) Date Exercise Price of Derivative Security  (Instr. 8) (B) Date Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Code V (A) (D) Date Exercise Date Exercisable (Instr. 3, 4 and 5)  (Code V (A) (D) Date Exercise Exercisable (Instr. 3, 4 and 5)	Facebook Inc [FB]   3. Date of Earliest Transaction (MM/DD/YYY   SESSEN HOROWITZ, 2865   5/15/2017   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Street)   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Street)   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Street)   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Street)   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Street)   4. If Amendment, Date Original Filed (MM/DD/YYY   STE. 101   (Instr. 8)   (	Facebook Inc [FB]   Sacebook Inc [FB]   Tension   Sacebook Inc [FB]   Sacebook Inc [	Seesan Horowitz, 2865   S/15/2017   A. If Amendment, Date Original Filed (MM/DD/YYYY)   G. If Amendment, Date Original F	Marc L  Facebook Inc [FB]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  5/15/2017  Facebook Inc [FB]  X _ Director _ Officer (given the property of the pro	Marc L  (First) (Middle)  (Street)  Table I - Non-Derivative Securities Acquired, Disposed of (Date, if any)  Table II - Derivative Securities Beneficially Owned  (Check all applicable)  — X _ Director — Officer (give title below of Exercise)  A _ If Amendment, Date Original Filed (MM/DD/YYYY)  (State)  (State)  (State)  (A) or Date, if any  Table II - Derivative Securities Beneficially Owned  (Check all applicable)  — X _ Director — Officer (give title below of Difficer)  A _ Form filed by One Report Form filed by More than (Charles)  A _ Securities Acquired (A) _ Or Disposed of (D) _ (Instr. 3, 4 and 5)  (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3) A _ So _ Disposed of (D) _ (Instr. 3)	Check all applicable   Check all applicable   X _ Director Officer (give title below) Check all applicable	Check all applicable   Check all applicable   Check all applicable   A. Director

### **Explanation of Responses:**

- (1) 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.
- (2) Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement.
- (3) The RSUs vested as to 100% of the total shares on May 15, 2017.

#### Reporting Owners

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

5/17/2017

\*\* 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.