

# FORM 4

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

OMB APPROVAL  
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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 * <b>Taylor Susan J.S.</b> (Last) (First) (Middle) <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b> (Street) <b>MENLO PARK, CA 94025</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Facebook Inc [ FB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Accounting Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/15/2020</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	5/15/2020		M		1569	A	\$0	3682	D	
Class A Common Stock	5/15/2020		M		681	A	\$0	4363	D	
Class A Common Stock	5/15/2020		M		929	A	\$0	5292	D	
Class A Common Stock	5/15/2020		M		1124	A	\$0	6416	D	
Class A Common Stock	5/15/2020		F		2074 (1)	D	\$206.81	4342	D	

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				
Restricted Stock Units (RSU) (Class A)	(2)	5/15/2020		M		1569		(3)	6/14/2027	Class A Common Stock	1569	\$0	6277	D	
Restricted Stock Units (RSU) (Class A)	(2)	5/15/2020		M		681		(4)	3/19/2028	Class A Common Stock	681	\$0	4765	D	
Restricted Stock Units (RSU) (Class A)	(2)	5/15/2020		M		929		(5)	3/19/2029	Class A Common Stock	929	\$0	10223	D	
Restricted Stock Units (RSU) (Class A)	(2)	5/15/2020		M		1124		(6)	3/19/2030	Class A Common Stock	1124	\$0	16872	D	

#### Explanation of Responses:

- (1) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") and does not represent a sale.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (3) The RSUs vest as to 12/48th of the total shares on May 15, 2018 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (4) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2018, subject to continued service through each vesting date.
- (5) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2019, subject to continued service through each vesting date.
- (6) The RSUs vest quarterly as to 1/16th of the total shares, beginning on May 15, 2020, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Taylor Susan J.S. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025</b>			<b>Chief Accounting Officer</b>	

#### Signatures

/s/ Michael Johnson, attorney-in-fact for Susan Taylor

5/19/2020

--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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