

[] 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	of Reportin	g Persoi	1 *	2. Issuer N	ame and	Ticke	er or Tra	ading	Symbol	5. Relationship of Reporting Pers (Check all applicable)	on(s) to Is	ssuer		
Zuckerberg Marl	k			Faceboo	k Inc [FB]								
(Last)	(First)	(Middle	e)	3. Date of	Earliest T	ransa	ction (M	M/DD/	YYYY)		10% Ow			
C/O E A CEDOOL	ZING	1 (0 1 X				0/1/	7/2016			COB and CEO	_ Otner (spe	ecify below)		
C/O FACEBOOF ROAD	Y, INC.,	1001 1	VILLOW			0/1	//2010	,						
KOAD	(Street)			4. If Amen	dment. D	ate O	riginal l	Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filin	2 (Check A	oplicable Line)		
MENI O DADIZ	C A 0403	5			,		Ü	`	,					
MENLO PARK, (City)	(State)	(Zip)								X Form filed by One Reporting Person Form filed by More than One Reporting	g Person			
(City)	(State)	(Zip)								1				
		Ta	ble I - Non-	Derivative	Securition	es Aco	quired,	Dispo	osed of, or Be	neficially Owned				
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed Execution	3. Trans. ((Instr. 8)	Code	4. Securi Disposed			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	7. Nature of		
,			Date, if any	<u> </u>					(Instr. 3 and 4)	Form: Benef	Beneficial Ownership			
								(A) or				(Instr. 4)		
					Code	V	Amount	(D)	Price		4)			
												By Mark Zuckerberg,		
Class A Common Stock			5/12/2016		G	v	222247	D	\$0	827870	I	Trustee Of The Mark		
Class A Common Stock			3/12/2010			•		ь	30	02/0/0	•	Zuckerberg 2014 Grat		
												No. 1 Dated 5/8/2014 (1)		
												By Mark		
												Zuckerberg, Trustee Of		
Class A Common Stock			5/12/2016		G	V	222247	A	\$0	222247	I	The Mark Zuckerberg		
						ļ						Trust Dated July 7, 2006		
												(2)		
												By Mark Zuckerberg,		
Class A Common Stock			5/12/2016		G	v	85175	D	\$0	1139412	I	Trustee Of The Mark		
Class A Common Stock			3/12/2010			•	03173	D	30	1137412	•	Zuckerberg 2014 Grat		
												No. 2 Dated 5/8/2014 (3)		
												By Mark		
												Zuckerberg, Trustee Of		
Class A Common Stock			5/12/2016		G	V	85175	A	\$0	307422	I	The Mark Zuckerberg		
												July 7, 2006		
												(2) By Mark		
												Zuckerberg, Trustee Of		
Class A Common Stock			5/12/2016		G	v	42747	D	\$0	1235844	I	The Mark		
			0,12,200						**			Zuckerberg 2014 Grat		
												No. 3 Dated 5/8/2014 (4)		
												By Mark Zuckerberg,		
												Trustee Of The Mark		
Class A Common Stock			5/12/2016		G	V	42747	A	\$0	350169	I	Zuckerberg		
												Trust Dated July 7, 2006		
												(2) By Chan		
Class A Common Stock			8/17/2016		C		263195	A	\$0	263195	I	Zuckerberg Foundation		
									· 			(5)		
												By Chan		

1.Title of Security (Instr. 3)			2. T	2. Trans. Date		2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (Disposed of (D) (Instr. 3, 4 and 5)			(A) or 5. Amount of Secu Following Reporte (Instr. 3 and 4)		urities Beneficially Owned ed Transaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
							Code	V	Amount	(A) or (D)		Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Stock			8/1	8/17/2016				S (6)		193979		\$123.2618 (7)			I	Zuckerberg Foundation (5)		
Class A Common Stock				17/2016			1	s (6)		69216	D	\$12	24.10 (8)		0		I	By Chan Zuckerberg Foundation
Class A Common Stock				8/17/2016				S (6)		90059	D	\$123	3.2646 ⁽⁹⁾		355887		I	By CZI Holdings, LLC (10)
Class A Common Stock				8/17/2016				S (6)		31417	D	\$124	1.1019 (11)		324470		I	By CZI Holdings, LLC (10)
Class A Common Stock				18/2016			С			262213	A		\$0		262213		I	By Chan Zuckerberg Foundation
Class A Common Stock 8/				18/2016			1	S (6)		262213	D	\$123	3.9446 (12)		0		I	By Chan Zuckerberg Foundation
Class A Common Stock 8/18/2				18/2016				S (6)		121021	D	\$123	3.9449 (13)		203449		I	By CZI Holdings, LLC (10)
	Ta	ıble II - Do	erivative	Securit	ies]	Benef	cially	y Owr	ied (<i>e.g.</i> , pu	ıts, ca	ılls, v	warrants	, options, con	vertible s	ecurities)		
1. Title of 2.		3. Trans. Date	3A. Deem Execution Date, if an	ed 4. Tran Code	8) Derivat Acquire Dispose		umber of vative string (A priced (A posed of	nber of tive Securities red (A) or sed of (D) 3, 4 and 5)		6. Date Exercisable and Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) derivative Securities Beneficial Owned	9. Number of derivative Securities Beneficially	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	,		A)	(D)		Date Exercisable	Expir Date	ation	Title	Amount or Number of Shares		Following Reported	Direct (D) or Indirect (I) (Instr. 4)	
Class B Common Stock 14)	(14)	5/2/2016		G	,	v	•	65000	00	(14)	C	4)	Class A Common Stock		\$0	407623745	I	By CZI Holdings, LLC (10)
Class B Common Stock 14)	(14)	5/2/2016		G	,	V 6500	0000			<u>(14)</u>	<u>(</u>	<u>4)</u>	Class A Common Stock		\$0	6500003	I	By Chan Zuckerberg Foundation
Class B Common Stock 14)	(14)	8/17/2016		С				26319	95	(14)	C	<u>4)</u>	Class A Common Stock		\$0	6236808	I	By Chan Zuckerberg Foundation
Class B Common Stock	(14)	8/18/2016		С				26221	3	(14)	C	4)	Class A Common Stock		\$0	5974595	I	By Chan Zuckerberg Foundation
Class B Common Stock	(14)									<u>(14)</u>	C	4)	Class A Common Stock			4857323	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dates July 7, 2000

Explanation of Responses:

- 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 Trust dated July 7, 2006 ("2006 Trust").
- (3) 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.
- (Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation (fka the Openness Trust dated April 2, 2012) ("CZ
- 5) Foundation")
- (The sales reported were effected by CZ Foundation and CZI Holdings, LLC (fka Chan Zuckerberg Initiative, LLC) ("CZI"), as applicable, pursuant to their

- 6) 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 \$122.8550 to \$123.84 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 \$123.85 to \$124.3150 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 \$122.86 to \$123.85 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.
- (Shares held of record by CZI. The 2006 Trust is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to
- 10) 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 \$123.86 to \$124.31 per
- 11) 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 \$123.65 to \$124.25 per
- 12) 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 \$123.66 to \$124.25 per
- 13) 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 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
- 14) 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	X	COB and CEO						

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

**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.