

[] 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 Ad	d Address of Reporting Person * 2. Iss			<u> </u>								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Wehner Dav	rid M.			Fa	aceb	ook Ii	nc [F]	3]				(,	спеск ан арр	nicable)			
(Last)	(First) (Mi	ddle)	3.	Date	of Earli	est Trai	isact	ion (MN	I/DD/YYY	Y)		Director _ X Officer (g		ow)	% Owner Other (speci	fy below)
C/O FACEB ROAD	OOK, IN	NC., 1601	WILLO	OW			3	/15/	2016			C	Chief Financi	ial Office	r		
	(Stre	eet)		4.	If Aı	nendme	nt, Date	Orig	ginal Fi	led (MM/I	DD/YYYY) 6	. Individual o	or Joint/G	roup Filing	(Check Appl	icable Line)
MENLO PA	RK, CA		o)									-	X _ Form filed b _ Form filed by		rting Person One Reporting P	'erson	
			Table I - N	lon-De	rivat	ive Secu	ırities A	Acqu	ired, D	Disposed	of, or B	enef	icially Owne	ed			
1.Title of Security (Instr. 3)			2. Tra	ans. Date	Exec	Deemed ution if any	3. Trans. (Instr. 8)	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) 6. Ownership of Indirect Form: Beneficially Owned of Indirect Form: Direct (D) Ownership or Indirect (D) Ownership								
							Code	,	V Amo	unt (A) c						or Indirect (I) (Instr. 4)	(Instr. 4)
	Tab	le II - Deri	vative Sec	urities	Bene	eficially	Owned	(e.g	g. , put	s, calls, v	varrants	s, op	tions, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Trans. Date		4. Trans. Code (Instr. 8)		5. Number Derivative Acquired Disposed (Instr. 3, 4	e Securition (A) or of (D)		Date Exer piration I	ate Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security Securities Securities Securities Securities Beneficially Owned Security (Instr. 5) Derivative Security Securities Securities Derivative Owned Security (Instr. 5)	11. Nature of Indirect Beneficial Ownership (Instr. 4)						
	Security			Code	V	(A)	(D	Da Ex	ite ercisable	Expiration Date	Title		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units (RSU) (Class A)	<u>(1)</u>	3/15/2016		A		134920			<u>(2)</u>	3/14/2026	Class Comm Stock	on	134920	\$0	134920	D	
Explanation of	Responses	:															

- Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2016, subject to continued service
- 2) through each vesting date.

Reporting Owners

reporting owners								
Reporting Owner Name / Address	Relationships							
Reporting Owner Ivame / Address	Director	10% Owner	Relationships Officer Chief Financial Officer	Other				
Wehner David M.								
C/O FACEBOOK, INC.			Chief Financial Officer					
1601 WILLOW ROAD			Ciliei Filianciai Officer					
MENLO PARK, CA 94025								

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. Wehner

**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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