

[] 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 Add	ress of Re	porting P	erson *	2. Iss	suer N	lame	and	l T	icker o	r Tı	radin	ng Sy	ymb	ol 5. Relation (Check all			Person(s)	to Issuer
Sandberg She	ryl			Fac	eboo	k Iı	nc [	$\mathbf{F}$	B ]									
(Last)	(First)	(Midd	le)	3. Da	ate of	Earl	iest [	Γra	nsacti	on (	MM/I	DD/Y	YYY)	X _ Direc	tor		10%	Owner
, ,	` '	`	,											X Offic	er (give title	e below)	Othe	r (specify
C/O FACEBO	OK. IN	IC., 160	1				10	)/1	4/201	14				below) Chief Ope	erating C	Officer		
WILLOW RO		,	_											ошег орс				
	(Street)				Amen DD/YY		ent, I	Oat	e Orig	inal	File	ed		6. Individu Applicable Li		nt/Group l	Filing (Che	eck
MENLO PAR	K, CA	94025												V Form fi	lad by Ona	Reporting Pe	reon	
(City)	(State)	(Zip)														han One Rep		n
		Table I	- Non-D	erivati	ve Se	curit	ties A	4c	quired	, Di	ispos	sed (	of, o	r Beneficially	Owned			
1.Title of Security (Instr. 3)				. Trans. Date	2A. Deem Execu Date, any	ed ition if	3. Trans. Code (Instr. 8)	.	4. Secur or Dispo (Instr. 3.	sed o	of (D)			5. Amount of Secu Owned Following (s) (Instr. 3 and 4)			Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)		Price					(I) (Instr. 4)	,
Class A Common Stoo	ck		1	0/14/2014	1	$\neg$	s (1)	Ì	122255	D	<u> </u>	9008	(2)	55	39688		D	
Class A Common Stoo	ck		1	0/14/2014	1		S (1)		161079	D	\$73.	5729	(3)	53	78609		D	
Class A Common Stoo	ck		1	0/15/2014	1		C		74940 (4)	A	\$	0.00		54	53549		D	
Class A Common Stoo	ck		1	0/15/2014	1		s		<b>9828</b> (5)	D	\$71.	7106	(6)	54	43721		D	
Class A Common Stoo	ck		1	0/15/2014	ı		s		29276	D	\$72.	6199	(7)	54	14445		D	
Class A Common Stoo	ck													7	7983		I	By Sheryl K. Sandberg, Trustee of the Sandberg- Goldberg Family Trust dated September 3, 2004
Tabl	le II - Dei	rivative S	ecuritie	s Benef	iciall	y Ov	wned	l (	<i>e.g.</i> , p	uts	, cal	ls, w	varra	ants, options,	convert	ible secur	ities)	
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)	ns. Derivative and Securities		nd F	d Expiration Date Securitie			rities vative	and 4) (Instr. 5) Securiti Benefic Owned Followi Reporte		of derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	(A)	(D		ate xer	cisable I		ation	Title		Number of Shares		(s) (Instr. 4)		
1												Cl	lass B					

Tab	ole II - Dei	rivative S	ecurities	s Ben	ef	icially	y Own	ed ( <i>e.g.</i> ,	puts, cal	lls, warran	ts, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8)		Deriva Securit Acquir or Disp (D)	ties	6. Date Exe and Expirati		7. Title and A Securities Un- Derivative Se (Instr. 3 and 4	derlying curity	8. Price of Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Restricted Stock Unit (RSU)	(9)	10/15/2014		М			74940	(10)	3/24/2021	Common Stock (11)	74940	\$0.00	899281	D	
Class B Common Stock (11)	(11)	10/15/2014		M		74940		(11)	(11)	Class A Common Stock	74940	\$0.00	74940	D	
Class B Common Stock (11)	(11)	10/15/2014		С			<b>74940</b> (12)	(11)	(11)	Class A Common Stock	74940	\$0.00	0	D	

## **Explanation of Responses:**

- (1) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.19 to \$73.1867 per 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 (2).
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.19 to \$74.17 per 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 (3).
- (4) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the restricted stock units (the "RSUs") listed in Table II.
- (5) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.17 to \$72.16 per 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 (6).
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.17 to \$73.14 per 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 (7).
- (8) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust dated September 3, 2004.
- (9) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.
- (11) 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 of such shares, and has no expiration date.
- (12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

**Reporting Owners** 

Paparting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		Chief Operating Officer						

## **Signatures**

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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