

# FORM 4

[ ] 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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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)
<b>Andreessen Marc L</b> (Last) (First) (Middle)	<b>Facebook Inc [ FB ]</b>	<input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)
<b>C/O ANDREESSEN HOROWITZ, 2865 SAND HILL RD., STE. 101</b> (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/22/2012</b>	
<b>MENLO PARK, CA 94025</b> (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

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

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				
Series B Convertible Preferred Stock <sup>(1)</sup>	(1)	5/22/2012		C			3553982	(1)	(1)	Class B Common Stock <sup>(2)</sup>	3571431	\$0.00	0	I	By Andreessen Horowitz Fund II, L.P. as nominee <sup>(3)</sup>
Class B Common Stock <sup>(2)</sup>	(2)	5/22/2012		C/K			3571431	(2)	(2)	Class A Common Stock	3571431	\$0.00	3571431	I	By Andreessen Horowitz Fund II, L.P. as nominee <sup>(3)</sup>
Class B Common Stock <sup>(2)</sup>	(2)							(2)	(2)	Class A Common Stock	3035700		3035700	I	By FBAH, L.P. <sup>(4)</sup>

### Explanation of Responses:

- (1) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as

amended, and had no expiration date.

- (2) 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.
- (3) The reporting person is one of the Managing Members of AH Equity Partners II, L.L.C. ("AHEP"), which is the General Partner of Andreessen Horowitz Fund II, L.P. as nominee ("AH Fund"), and may be deemed to share voting and investment power over the securities held by AH Fund. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) The reporting person is one of the Managing Members of AHEP, which is the General Partner of FBAH, L.P. ("FBAH"), and may be deemed to share voting and investment power over the securities held by FBAH. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Andreessen Marc L</b> <b>C/O ANDREESSEN HOROWITZ</b>  <b>2865 SAND HILL RD., STE. 101</b> <b>MENLO PARK, CA 94025</b>	<b>X</b>			

#### Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L. Andreessen

5/22/2012

\*\* 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.