### FORM 5

Reported

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions

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

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# ANNUAL 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 P	erson *	2. Issuer Nam	e <b>and</b> Ticker o	or Tradir	ng Syml	ool	<ol><li>Relationship of Reporting Pers (Check all applicable)</li></ol>	son(s) to Is	ssuer		
Zuckerberg Mark		Facebook 1	[nc [FB]				(				
	Middle)	3. Statement f		cal Year	Ended		10% Ow	ner			
		(MM/DD/YYYY)	12/31/2	2015			X Officer (give title below) COB and CEO	Other (sp	ecify below)		
C/O FACEBOOK, INC.,  16 WILLOW ROAD	01		12/51/	2013			COB and CEO				
(Street)		4. If Amendm	ent, Date Orig	ginal File	d (MM/I	DD/YYY	Y) 6. Individual or Joint/Group Filin	g (Check A	pplicable Line		
MENLO PARK, CA 94025							X Form Filed by One Reporting Persor Form Filed by More than One Reporting				
(City) (State) (Z	Zip)										
		Derivative Sec	curities Acqui	ired Die	nosed a	of or	Beneficially Owned				
1.Title of Security		te 2A. Deemed	3. Trans. Code	_			5. Amount of Securities Beneficially Owned	6.	7. Nature of		
(Instr. 3)		Execution Date, if any	(Instr. 8)	or Disposed of (D)			Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial		
								Direct (D) or Indirect	Ownership		
				Amount	(A) or (D)	Price		(I) (Instr. 4)			
								( )	By Mark		
									Zuckerberg Trustee Of		
Class A Common Stock	5/11/2015		G	282883	D	\$0.00	1050117	I	The Mark Zuckerberg		
									2014 GRAT No. 1 Dated		
									5/8/2014 (1		
									By Mark Zuckerberg		
				282883			202424		Trustee Of The Mark		
Class A Common Stock	5/11/2015		G		A	\$0.00	283124	I	Zuckerberg Trust Dated		
									July 7, 2006		
									By Mark		
									Zuckerberg Trustee Of		
Class A Common Stock	5/11/2015		G	108413	D	\$0.00	1224587	I	The Mark Zuckerberg		
									2014 GRAT No. 2 Dated		
									5/8/2014 (3		
									By Mark Zuckerberg		
				108413					Trustee Of The Mark		
Class A Common Stock	5/11/2015		G	100413	A	\$0.00	391537	I	Zuckerberg		
									Trust Dated July 7, 2006		
									(2) By Mark		
									Zuckerberg		
Class A Common Stock	5/11/2015		G	54409	D	\$0.00	1278591	I	Trustee Of The Mark		
Chass It Common Stock	3/11/2013		G	34407		\$0.00	12700571	-	Zuckerberg 2014 GRAT		
									No. 3 Dated 5/8/2014 (4		
									By Mark		
									Zuckerberg Trustee Of		
Class A Common Stock	5/11/2015		G	54409	A	\$0.00	445946	I	The Mark Zuckerberg		
									Trust Dated July 7, 2006		
									(2)		
			1	1		Ī			By Mark		

1. Title of Security (Instr. 3)			2	. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Cod (Instr. 8)	or Disp	4. Securities Acquir 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)	7. Nature of Indirect Beneficial Ownership	
							Amoun	(A) or (D)	Price					or Indirect (I) (Instr. 4)	
Class A Common	Stock			12/22/2015		J (5)	160	D	\$0.00		44	5786		I	Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006
Class A Common	Stock			12/22/2015		J (5)	160	A	\$0.00	160		I	By Chan Zuckerberg Initiative, LLC (6)		
Class A Common	Stock			12/22/2015		J (5)	282883	D	\$0.00	162903		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006		
Class A Common	Stock			12/22/2015		J (5)	282883	A	\$0.00		28	3043		I	By Chan Zuckerberg Initiative, LLC (6)
Class A Common	Stock			12/22/2015		J (5)	54409	D	\$0.00	108494		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006		
Class A Common	Stock			12/22/2015		J (5)	54409	A	\$0.00	337452		I	By Chan Zuckerberg Initiative, LLC (6)		
Class A Common	Stock			12/22/2015		J (5)	108413	D	\$0.00	0 81		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006		
Class A Common	Stock			12/22/2015		J (5)	108413	A	\$0.00	0 445865		I	By Chan Zuckerberg Initiative, LLC (6)		
Class A Common	Stock			12/22/2015		J (5)	81	D	\$0.00	0		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006		
Class A Common	Stock			12/22/2015		J (5)	81	A	\$0.00 445946		I	By Chan Zuckerberg Initiative, LLC 6			
Table	e II - Deriv	vative Secu	ırities Ac	quired, Di	isposed of,	or Beneficia	ılly Owne	ed ( <i>e.g.</i>	, puts,	, calls,	, warrants, o	ptions, c	onvertible	e securitie	es)
	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if an	4. Trans. Code (Instr. 8)	5. Number of Securities Ad Disposed of (Instr. 3, 4 and	equired (A) or (D) and 5)	(MM/DD/YY	ate /YY)  Expiration	Securit Deriva (Instr. 2		derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year	Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock		5/11/2015		G	(A)	(D) 25986	(7)	(7)	Clas Com Stor	nmon	25986	\$0.00	(Instr. 4)	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2008 Annuity Trust Dated March 13, 2008 (8)

1. Title of Derivate Security (Instr. 3)	2.	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) of Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and		puts, calls, warrants, of 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	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		End of	Direct (D) or Indirect (I)	(Instr. 4)
Class B Common Stock (7)		5/11/2015		G	25986		(7)	(7)	Class A Common Stock	25986	\$0.00	373897306	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006
Class B Common Stock		5/11/2015		G (9)		3271779	(7)	(7)	Class A Common Stock	3271779	\$0.00	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2008 Annuity Trust Dated March 13, 2008
Class B Common Stock		12/1/2015		G		45083762	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	45083762	\$0.00	0	D	
Class B Common Stock		12/1/2015		G	45083762		(7)	(7)	Class A Common Stock	45083762	\$0.00	418981068	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006
Class B Common Stock		12/22/2015		J (5)		414123745	(7)	<u>(7)</u>	Class A Common Stock	414123745	\$0.00	4857323	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006
Class B Common Stock		12/22/2015		J (5)	414123745		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	414123745	\$0.00	414123745	I	By Chan Zuckerberg Initiative, LLC (6)
Class B Common Stock							<u>(7)</u>	<u>(7)</u>	Class A Common Stock	3		3	I	By Mark Zuckerberg, Trustee Of The Openness Trust Dated April 2, 2012 (10)

#### **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).
- 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 contributed from the 2006 Trust to Chan Zuckerberg Initiative, LLC (CZI). The 2006 Trust is the sole member of 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 have sole voting and investment
- 6) power over the securities held by CZI.
- ( 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.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- ( This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of
- 9) securities.

( Shares held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012.

### Reporting Owners

Paparting Owner Name / Address		Relationships							
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other					
Zuckerberg Mark									
C/O FACEBOOK, INC.	X	X	COB and CEO						
1601 WILLOW ROAD	Λ	Λ	COB allu CEO						
MENLO PARK, CA 94025									

#### **Signatures**

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg	2/12/2016
** 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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