



**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)                           |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|------------|--------|---|--|---|
|                                 |                |                                   |                           | Amount  | (A) or (D) | Price  |   |  |   |
| Class A Common Stock            | 12/22/2015     |                                   | J (5)                     | 160   | D          | \$0.00 | 445786  | I  | Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)         |
| 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 (2) |
| Class A Common Stock            | 12/22/2015     |                                   | J (5)                     | 282883  | A          | \$0.00 | 283043  | 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 (2) |
| 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 | 81  | I  | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2) |
| Class A Common Stock            | 12/22/2015     |                                   | J (5)                     | 108413  | A          | \$0.00 | 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 (2) |
| Class A Common Stock            | 12/22/2015     |                                   | J (5)                     | 81  | A          | \$0.00 | 445946  | I  | By Chan Zuckerberg Initiative, LLC (6)  |

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) |                 | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4)   |
|--|--|----------------|-----------------------------------|---------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   |                           | (A)  | (D) | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
| Class B Common Stock (7)                 |  | 5/11/2015      |                                   | G                         | 25986  |     | (7)  | (7)             | Class A Common Stock  | 25986                      | \$0.00                                     | 3271779   | I  | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2008 Annuity Trust Dated March 13, 2008 (8) |

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) |                 | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4)   |
|--|--|----------------|-----------------------------------|---------------------------|--|-----------|--|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   |                           | (A)  | (D)       | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
| 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 (2)                |
| Class B Common Stock (7)                 |  | 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 (8) |
| Class B Common Stock (7)                 |  | 12/1/2015      |                                   | G                         |  | 45083762  | (7)  | (7)             | Class A Common Stock  | 45083762                   | \$0.00                                     | 0   | D  |  |
| Class B Common Stock (7)                 |  | 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 (2)                |
| Class B Common Stock (7)                 |  | 12/22/2015     |                                   | J (5)                     |  | 414123745 | (7)  | (7)             | Class A Common Stock  | 414123745                  | \$0.00                                     | 4857323   | I  | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)                |
| Class B Common Stock (7)                 |  | 12/22/2015     |                                   | J (5)                     | 414123745  |           | (7)  | (7)             | Class A Common Stock  | 414123745                  | \$0.00                                     | 414123745   | I  | By Chan Zuckerberg Initiative, LLC (6)   |
| Class B Common Stock (7)                 |  |                |                                   |                           |  |           | (7)  | (7)             | Class A Common Stock  | 3                          |  | 3   | I  | By Mark Zuckerberg, Trustee Of The Openness Trust Dated April 2, 2012 (10)                     |

**Explanation of Responses:**

- (1) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- (2) 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.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (5) Shares contributed from the 2006 Trust to Chan Zuckerberg Initiative, LLC (CZI). The 2006 Trust is the sole member of CZI.
- (6) 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 power over the securities held by CZI.
- (7) 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.
- (8) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (9) 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 securities.

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

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Zuckerberg Mark<br>C/O FACEBOOK, INC.<br>1601 WILLOW ROAD<br>MENLO PARK, CA 94025 | X             | X         | COB and CEO |       |

**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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