

FORM 4

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

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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 Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Andriessen Marc L			Facebook Inc [FB]			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
C/O ANDRIESSEN HOROWITZ, 2865 SAND HILL RD., STE. 101			6/30/2016					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MENLO PARK, CA 94025						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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			
Class A Common Stock	6/30/2016		C		81978 (1)	A	\$0	81978	I	By Andriessen Horowitz Fund III, L.P., As Nominee (2)
Class A Common Stock	6/30/2016		C		56735 (1)	A	\$0	56735	I	By AH Parallel Fund III, L.P., As Nominee (3)
Class A Common Stock								171646	I	By The Andriessen 1996 Living Trust (4)

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				
Class B Common Stock (5)	(5)	6/30/2016		A		81978 (6)		(5)	(5)	Class A Common Stock	81978	\$69.35 (7)	306217	I	By Andriessen Horowitz Fund III, L.P., As Nominee (2)
Class B Common Stock (5)	(5)	6/30/2016		C		81978 (1)		(5)	(5)	Class A Common Stock	81978	\$0	224239 (8)	I	By Andriessen Horowitz Fund III, L.P., As Nominee (2)
Class B Common Stock (5)	(5)	6/30/2016		A		56735 (6)		(5)	(5)	Class A Common Stock	56735	\$69.35 (7)	211925	I	By AH Parallel Fund III, L.P., As Nominee (3)

By AH

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				
Class B Common Stock (5)	(5)	6/30/2016		C		56735 (1)		(5)	(5)	Class A Common Stock	56735	\$0	155190 (8)	I	Parallel Fund III, L.P., As Nominee (3)

Explanation of Responses:

- (The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis pursuant to an irrevocable commitment to 1) convert such shares (the "Conversion Notice"). The Conversion Notice was delivered to the issuer in connection with a proposal to reclassify the issuer's capital stock, as further described in the issuer's definitive proxy statement filed with the Securities and Exchange Commission on June 2, 2016.
- (The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C., which is the General Partner of Andreessen Horowitz Fund III, L.P., 2) as nominee ("AH Fund III"), and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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.
- (The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C., which is the General Partner of AH Parallel Fund III, L.P., 3) as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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.
- (The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreessen 1996 4) Living Trust.
- (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 5) such shares, and has no expiration date.
- (The holder became entitled to receive these shares on June 30, 2016 for no additional consideration pursuant to an earn-out provision in the agreement and 6) plan of merger (the "Merger Agreement") executed in connection with the acquisition of Oculus by the issuer (the "Merger"). Subject to achievement of the associated earnout milestones, the holder's right to receive these additional shares became irrevocable on July 21, 2014, the effective date of the Merger.
- (7) The value of these shares was established in the Merger Agreement.
- (Represents shares to be received by the holder in connection with the Merger, which are currently being held in escrow and are subject to forfeiture during the 8) escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

Reporting Owners

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

Signatures

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

7/5/2016

**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.

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.