

[] 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

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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 *										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Andreessen Marc L				Facebook	Inc [ F	B ]							
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)						X _ Director	10% Owi			
C/O ANDREESSEN HOROWITZ, 2865			8/2/2016						Officer (give title below)	_ Other (spe	cify below)		
			Z, 2865		,	ð/ Z/ Z	2010						
SAND HILL RD.	(Street)	U1		1 If Amend	ment Dat	ο Ori	ainal Ei	led an	1/DD/VVV	Y) 6. Individual or Joint/Group Fili	na (Chaola A	mulicable Line	
	,			4. II Amend	mem, Dai	e On	giliai i i	icu (Miv	1/DD/111	o. marvidual of John/Group Pili	ng (Check A	хррисаоте Етте)	
MENLO PARK,								X Form filed by One Reporting Person Form filed by More than One Reporti	X Form filed by One Reporting Person				
(City)	(State)	(Zip)								Tomi fied by More than One Report	ing i cison		
		Tab	la I Nan I	Dorivativa S	ogurities	Acan	rired D	lienoso	d of or I	Beneficially Owned			
1.Title of Security		1 40		e 2A. Deemed	3. Trans. C		1	ities Acqu		5. Amount of Securities Beneficially Owned	6.	7. Nature of	
(Instr. 3)			2. ITalis. Date	Execution	(Instr. 8)		or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of securities beneficiary Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)		
				Date, if any			(1113ti. 3, 4 and 3)					Ownership	
								(A) or			or Indirect (I) (Instr.	(Instr. 4)	
					Code	V	Amount	(D)	Price		4)	By	
												Andreessen	
Class A Common Stock			7/29/2016		J (1)	V	81978	D	\$0	0	I	Horowitz Fund III,	
												L.P., As Nominee (2)	
												Ву АН	
Class A Common Stock			7/29/2016		J (1)	$\mathbf{v}$	826	A	\$0	826	I	Equity Partners III,	
												L.L.C. (3)	
					(1)						_	By The Andreessen	
Class A Common Stock			7/29/2016		յ <u>(1)</u>	V	405	A	\$0	172051	I	1996 Living Trust (4)	
												By AH	
Class A Common Stock			7/29/2016		J (5)	v	56735	D	\$0	0	I	Parallel Fund III, L.P., As	
												Nominee (6)	
												By AH Equity	
Class A Common Stock			7/29/2016		J (5)	v	557	A	\$0	557	I	Partners III	
												(Parallel), L.L.C. (7)	
												By The	
Class A Common Stock			7/29/2016		J (5)	V	279	A	\$0	172330	I	Andreessen 1996 Living	
												Trust (4)	
Class A. Cassassas Starle			7/20/2017		J (8)	<b>X</b> 7	926	D.	60			By AH Equity	
Class A Common Stock			7/29/2016		J <u>w</u>	V	826	D	\$0	0	I	Partners III, L.L.C. (3)	
												Ву АН	
Class A Common Stock			7/29/2016		J (8)	v	15	A	\$0	15	I	Capital Management,	
												L.L.C. (9)	
					(0)							By The Andreessen	
Class A Common Stock			7/29/2016		J (8)	V	180	A	\$0	172510	I	1996 Living	
			-								1	Trust (4) By AH	
Class A Commercial			7/20/2017		J (10)	<b>1</b> 7	557		60	0		Equity Partners III	
Class A Common Stock			7/29/2016		J 1101	V	557	D	\$0	0	I	(Parallel),	
							-					L.L.C. (7)	
Class A Common Stock			7/29/2016		J (10)	v	10	A	\$0	25	I	By AH Capital	
Ciass A Common Stock			1/23/2010		ر ا	•	10	A	φU	23	'	Management, L.L.C. (9)	
												By The	

1.Title of Security (Instr. 3)			2. Ti	rans. Date	2A. De Execut Date, it	ion	3. Trans. Code (Instr. 8)		4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Following Reported To (Instr. 3 and 4)			Ownership Form:	Beneficial
							V	Amount	(A) or (D)	Price			01	Indirect (Instr.	Ownership (Instr. 4)	
Class A Common Stock  Class A Common Stock			7/2	7/29/2016				v		A D	\$0 \$0	172632			I	Andreessen 1996 Living Trust (4) By AH Capital Management L.L.C. (9)
			7/2					v								
Class A Common Stock			8/	2/2016			s		15	D	\$124.0	5	0		I	By AH Capital Managemen L.L.C. (9)
	Tab	le II - Der	ivative S	ecuritie	s Ben	eficial	ly Own	ed ( <i>e</i>	.g. , puts	s, calls,	warra	ants, options, conve	ertible secur	rities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative Date Exec		3A. Deemo Execution Date, if an	if any (Instr. 8) Deri Acqi Disp		Deriva Acqui Dispo			1		Sec Der	itle and Amount of urities Underlying ivative Security tr. 3 and 4)	8. Price of Derivative Security (Instr. 5) Beneficially Owned	erivative ecurities Beneficially Owned	Form of Derivati Security	ve Ownershi
	Security			Cod	e V	(A	) (		Date Exercisable	Expirati Date	on Titl	Amount or Number of Shares	Ro Ti	following Reported Transaction(s Instr. 4)	Direct (I or Indire (I) (Instr 4)	ect

## **Explanation of Responses:**

- ( The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Andreessen Horowitz Fund III, L.P., as nominee
- 1) ("AH Fund III") to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- ( The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C. ("AHEP III"), which is the General Partner of AH Fund III, and
- 2) 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 AHEP III, and may be deemed to share voting and investment power over the securities held by
- 3) AHEP III. 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.
- ( 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 shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Parallel Fund III, L.P., as nominee ("AHPF
- 5) III") to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- ( The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C. ("AHEP III (Parallel)"), which is the General Partner of
- 6) 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 is one of the Managing Members of AHEP III (Parallel), and may be deemed to share voting and investment power over the securities
- 7) held by AHEP III (Parallel). 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.
- ( The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III to its members and assignees without
- 8) consideration.
- ( The reporting person is one of the Managing Members of AH Capital Management, L.L.C. ("AHCM"), and may be deemed to share voting and investment
- power over the securities held by AHCM. 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.
- ( The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III (Parallel) to its members and assignees
- 10) without consideration.
- The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHCM to its members and assignees without
- 11) consideration.

**Reporting Owners** 

Panarting Owner Name / Address	Reporting Owner Name / Address	Relationships							
1	reporting Owner Traine / Address	Director	10% Owner	Officer	Other				
F	Andreessen Marc L								

C/O ANDREESSEN HOROWITZ 2865 SAND HILL RD., STE. 101 MENLO PARK, CA 94025	X				
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## **Signatures**

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

8/2/2016 Date

\*\* Signature of Reporting Person

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.