

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no  
longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

## 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<br>(Check all applicable)   |
| <b>Sandberg Sheryl</b>                          | <b>Facebook Inc [ FB ]</b>                           | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Operating Officer</b> |
| (Last) (First) (Middle)                         | 3. Date of Earliest Transaction (MM/DD/YYYY)         |  |
| <b>C/O FACEBOOK, INC., 1601<br/>WILLOW ROAD</b> | <b>10/25/2012</b>                                    |  |
| (Street)  | 4. If Amendment, Date Original Filed<br>(MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check<br>Applicable Line)   |
| <b>MENLO PARK, CA 94025</b>                     |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City) (State) (Zip)                            |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |                  | 5. Amount of Securities Beneficially<br>Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|--|------------------|---|---|---|
|                                    |                   |   | Code                            | V | Amount   | (A)<br>or<br>(D) |   |   |   |
| Class A Common Stock               | 10/25/2012        |   | C                               |   | 18094385<br>(1)  | A                | \$0.00  | 18094385  | D   |

**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 |  |   |  |   |
| Restricted Stock Units (RSU)             | (2)  | 10/25/2012     |                                   | M                         |   |  | 33928580     | (3)                                     | 7/31/2018       | Class B Common Stock (4)  | 33928580                   | \$0.00                                     | 4193420   | D  |   |
| Class B Common Stock (4)                 | (4)  | 10/25/2012     |                                   | M                         |   | 33928580   |              | (4)                                     | (4)             | Class A Common Stock  | 33928580                   | \$0.00                                     | 33928580  | D  |   |
| Class B Common Stock (4)                 | (4)  | 10/25/2012     |                                   | F                         |   |  | 15834195 (5) | (4)                                     | (4)             | Class A Common Stock  | 15834195                   | \$0.00                                     | 18094385  | D  |   |
| Class B Common Stock (4)                 | (4)  | 10/25/2012     |                                   | C                         |   |  | 18094385 (6) | (4)                                     | (4)             | Class A Common Stock  | 18094385                   | \$0.00                                     | 0   | D  |   |
| Class B Common Stock (4)                 | (4)  |                |                                   |                           |   |  |              | (4)                                     | (4)             | Class A Common Stock  | 1892206                    |  | 1892206   | I  | By Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, |

**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 |  |   |  |  |
|  |  |                |                                   |                           |   |  |     |   |                 |   |                            |  |   |  | <b>2008</b> <sup>(7)</sup>   |
| <b>Class B Common Stock</b> <sup>(4)</sup> | <sup>(4)</sup>   |                |                                   |                           |   |  |     | <sup>(4)</sup>                          | <sup>(4)</sup>  | <b>Class A Common Stock</b>   | <b>7780</b>                |  | <b>7780</b>   | <b>I</b>   | <b>By Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust dated September 3, 2004</b> <sup>(8)</sup> |

**Explanation of Responses:**

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, which settlement occurred at 9:30 p.m., Pacific Daylight Time, on October 25, 2012, based on a price of \$23.21 per share, which represented the closing price of the issuer's Class A Common Stock on October 24, 2012.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (3) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The service-based vesting condition was satisfied as to 89% of the total shares underlying the RSUs on October 1, 2012, and then 1.833% of the total number of remaining shares vest monthly thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012 at 9:30 p.m., Pacific Daylight Time.
- (4) 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.
- (5) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs, which settlement occurred at 9:30 p.m., Pacific Daylight Time, on October 25, 2012, and does not represent a sale by the reporting person.
- (6) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs, which settlement occurred at 9:30 p.m., Pacific Daylight Time, on October 25, 2012.
- (7) Shares held of record by Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008.
- (8) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust dated September 3, 2004.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| <b>Sandberg Sheryl<br/>C/O FACEBOOK, INC.<br/>1601 WILLOW ROAD<br/>MENLO PARK, CA 94025</b> | <b>X</b>      |           | <b>Chief Operating Officer</b> |       |

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg

10/26/2012

<sup>\*\*</sup> 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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