

[] 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Date Date Date Execution Date Date Execution Date Da	1. Name and Add	lress of Re	portin	g Person	*	2. I	[ssue	er Nan	ne an	d T	icker	or T	radii	ng Symb	ool 5. Relation (Check all			Person(s)	to Issuer	
Class A common stock	Moskovitz Du	ıstin A.				Fa	ceb	ook	Inc	[F	B]									
Street S						3. Date of Earliest Transaction (MM/DD/YYYY)								DD/YYYY) Direct	Director Y			X 10% Owner	
San Francisco																-			(specify	
Applicable Line Applicable Line X	P.O. BOX 292	29							:	8/2	7/201	2			Delow)					
Class A common stock Saze) Class A common stock Saze)		, ,								Da	te Orig	ginal	File	ed			nt/Group l	Filing (Che	eck	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Beneficially Owned Table I - Derivative Securities Secu	SAN FRANC	ISCO, (CA 94	1126											V Form f	ilad by Ona	Danastina Da	wa on		
1. Title of Security (Instr. 3)	(City)	(State)	(2	Zip)															n	
Date Deemed Execution (Instr. 3) Date Execution (Instr. 8) Date Execution (Instr. 8) Date Execution (Instr. 3) (A) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 5) (Instr. 5) (Instr. 4) (Instr. 5) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) (Instr. 4) (In			Tabl	e I - Nor	ı-Deri	iva	tive	Secui	rities	Ac	quire	l, D	ispo	sed of, o	or Beneficiall	y Owned				
Class A common stock					De Ex	eemed ecution	Code		or Disp		sposed of (D)		Owned Following			Ownership Form:	Beneficial			
Class A common stock								,	Code	e V	Amour	or		Price	(Instr. 3 and 4)			or Indirect (I) (Instr.	Ownership (Instr. 4)	
Class A common stock	Class A common stoc	ek			8/27/	/201	12		s		 	,	\$19	.2245 (2)	6	450000		I	By trust	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Security (Instr. 3) 2. Conversion of Exercise Price of Date Privative Security (Instr. 3) 2. Conversion of Exercise Date Price of Derivative Security (Instr. 3) 3. A. Conversion Date, if any 4. Trans. Code (Instr. 8) 5. Number of Date Execution Date, if any 6. Date Exercisable and Expiration Date Date Price of Derivative Security (Instr. 3 and 4) 6. Date Exercisable and Expiration Date Derivative Security (Instr. 3 and 4) 7. Title and Amount of Security (Instr. 5) 8. Price of 9. Number of Security (Instr. 3 and 4) 9. Ownership of Porn of Security (Instr. 3 and 4) 9. Ownership Owned Porn of Security (Instr. 5) 1. Title Amount or Number of Shares 2. Title Amount or Number of Shares 3. Title Amount or Number of Shares 3. Title Amount or Num	Class A common stock				8/28/	8/28/2012			s		15000	D	\$19	.2629 (3)	6300000		I	By trust		
1. Title of Derivate Security (Instr. 3) 2. Conversion of Exercise Date Price of Derivative Security (Instr. 3) 2. Conversion of Exercise Date Security (Instr. 8) 2. Conversion of Exercise Date Date, if any (Instr. 8) 2. Conversion of Exercise Date Date, if any (Instr. 8) 2. Conversion of Exercise Date Date, if any (Instr. 8) 3. Code (Instr. 8) 3. Code (Instr. 8) 4. Trans. Code (Instr. 8) 5. Number of Derivative Security (Instr. 3 and 4) 5. Number of Securities Underlying Derivative Security (Instr. 5) 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 8. Price of Omergian derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 8. Price of Securities Underlying Derivative Security (Instr. 5) 9. Number of Securities Underlying Derivative Security (Instr. 5) 9. Number of Securities Underlying Derivative Security (Instr. 5) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9.	Class A common stock				8/29/	8/29/2012			s		15000	D	\$19	.1918 (4)	6150000			I	By trust	
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Class B common stock (5) (5) (5) (5) (5) (5) (5) (6) (6) (6) (7) (7) (7) (7) (8) (7) (8) (1)	Security	Conversion or Exercise Price of Derivative	Trans.	Deemed Execution Date, if	Code		Deri Secu Acqı Disp	vative rities uired (A osed of) or (D)	and Expirati			ion Date Sec Der		Securities Underlying Derivative Security		of derivative Securities Beneficially Owned	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class B common stock 106756629 I 106756629 I (1)					Code	v	/ (A) (I		Exe			I I		Title	Number of		Reported Transaction	(I) (Instr.		
Class B common stock (5) (5) (5) (5) (6) (6) (6) (6) (7) (7) (8) (7) (8) (7) (8) (8) (7) (8) (7) (8) (7) (8) (7) (8) (7) (8) (7) (8) (8) (8) (7) (8)		(5)									(5)	(5)	common			106756629	I	By Trust	
Class B common stock (5) (5) (5) common stock 14404516 I (7) (7) (8) (5) (5) (5) Class A common stock (8) (8) (8) (8) (8) (9) (9) (1404516 14404516 1 (7) (7) (8) (8) (1404516 14404516 1 (7) (8) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516 14404516 1 (7) (8) (1404516		(5)									(5)	(5)	commor			174165	I	By trust (6)	
Class B common (5) (5) (5) common 4863335 I (8)		(5)									(5)	(5)	common			14404516	I	By trust	
		(5)									(5)	(5)	commor			4863335	I	By trust (8)	

Explanation of Responses:

- (1) Shares held of record by Dustin Moskovitz, Trustee of The Dustin A. Moskovitz Trust dated December 27, 2005.
- The range of prices for the shares of Class A common stock is from \$19.10 to \$19.49. Mr. Moskovitz undertakes that he will provide,

- upon request by the staff of the U.S.Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (3) The range of prices for the shares of Class A common stock is from \$19.00 to \$19.37. Mr. Moskovitz undertakes that he will provide, upon request by the staff of the U.S.Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (4) The range of prices for the shares of Class A common stock is from \$19.08 to \$19.37. Mr. Moskovitz undertakes that he will provide, upon request by the staff of the U.S.Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (5) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.
- (6) Shares held of record by Dustin A. Moskovitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.
- (7) Shares held of record by Dustin Moskovitz, Trustee of The Dustin Moskovitz 2008 Annuity Trust dated March 10, 2008.
- (8) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskovitz 2009 Trust, a trust established pursuant to the Dustin A. Moskovitz 2009 Trust Agreement dated January 1, 2009.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other			
Moskovitz Dustin A.								
P.O. BOX 2929			X					
SAN FRANCISCO, CA 94126								

Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskovitz

8/29/2012

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.