

# 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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>BOWLES ERSKINE B</b><br>(Last) (First) (Middle)<br><br><b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b><br>(Street)<br><br><b>MENLO PARK, CA 94025</b><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Facebook Inc [ FB ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below)     |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>7/15/2016</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |  |   |

**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 |   |  |   |

**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 |
| <b>Restricted Stock Units (RSU) (Class A)</b> | <b>(1)</b>   | <b>7/15/2016</b> |                                   | <b>A</b>                  |   | <b>2533</b>  |     | <b>(2)</b>                              | <b>7/14/2026</b> | <b>Class A Common Stock</b>   | <b>2533</b>                                | <b>\$0</b>   | <b>2533</b>  | <b>D</b>   |       |

**Explanation of Responses:**

- (1) Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement.
- (2) The RSUs vest as to 100% of the total shares on May 15, 2017; provided, however, in the event that (i) the Issuer's 2017 Annual Meeting of Stockholders is held prior to May 15, 2017 and (ii) the reporting person does not stand for re-election at, or is not re-elected at, the 2017 Annual Meeting of Stockholders (but the reporting person continues to serve on the Board until the date of such meeting), then 100% of the total shares shall vest on the date of the 2017 Annual Meeting of Stockholders.

**Reporting Owners**

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

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Erskine Bowles

7/19/2016

\*\*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.