

# FORM 4

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

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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 (Check all applicable)
<b>EBERSMAN DAVID A</b>	<b>Facebook Inc [ FB ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>
(Last) (First) (Middle) <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>	3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/6/2014</b>	
(Street) <b>MENLO PARK, CA 94025</b>	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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	5/6/2014		C		13742 (1)	A	\$0.00	321045	D	
Class A Common Stock								318924	I	By The Ebersman Family Trust UA DTD 5/29/02 (2)
Class A Common Stock								108090	I	By The Ebersman Family 2012 Irrevocable Trust (3)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy Class B Common Stock)	\$3.23	5/6/2014		M		13742	(4)	10/25/2019	Class B Common Stock (5)	13742	\$0.00	4362578	D	
Class B Common Stock (5)	(5)	5/6/2014		M		13742	(5)	(5)	Class A Common Stock	13742	\$0.00	13742	D	
Class B Common Stock (5)	(5)	5/6/2014		C		13742 (6)	(5)	(5)	Class A Common Stock	13742	\$0.00	0	D	

**Explanation of Responses:**

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
- (2) Shares held of record by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.
- (3) Shares held of record by The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.
- (4) The stock option was vested as to 1/5th of the total shares on September 8, 2010 after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.
- (5) 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.
- (6) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>EBERSMAN DAVID A C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025</b>			<b>Chief Financial Officer</b>	

**Signatures**/s/ Michael Johnson as attorney-in-fact for David A. Ebersman5/8/2014

\*\* 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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