

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 Add																			
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)					
Stretch Colin				F	ac	ebo	ok Iı	nc [F	B]	l									
(Last) (First) (Middle)						3. Date of Earliest Transaction (MM/DD/YYYY)									Director 10% Owner				
C/O FACEBOOK, INC., 1601 WILLOW ROAD						2/15/2014									X Officer (give title below) Other (specify below) VP, Gen. Counsel & Secretary				
(Street)															6. Individual or Joint/Group Filing (Check Applicable Line)				
MENLO PAI	RK, CA	94025												V Form f	ilad by One	Reporting Pe			
(City)	(State)	(Zip))													than One Rep		n	
		Table l	I - Non-I	Deriv	ati	ve S	ecurit	ties Ac	qui	red, D	ispo	sed of	or I	Beneficiall	y Owned	l			
				2. Tra Date	ıns.	Exe Dat	emed ecution te, if	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) Disposed of ((Instr. 3, 4 an		or Follov (Instr.		nount of Securities Beneficially Owned wing Reported Transaction(s) . 3 and 4)		Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
							7	Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)		
Class A Common Sto	ock			2/15/	2/15/2014			С		16016 (1)	A	\$0.00		7	77039		D		
Class A Common Sto	ock			2/15/	2/15/2014			М	М		A	\$0.00		83482		D			
Class A Common Sto	ock			2/18/	18/2014		s		(2)	D	\$66.92		71756			D			
m i																			
Tab	le II - Der	ivative	Securitio	es Be	nef	ficial	lly Ov	vned (e.g.	. , puts	, ca	lls, wa	rrant	ts, options	, convert	ible secui	rities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if	4. Trans	i.	5. Nur Deriv Secur Acqui Dispo	mber of	6. Da and F or D)	te E	. , puts Exercisable ration Da	e	7. Title Securit Deriva	and A	mount of lerlying curity	1	9. Number	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	4. Trans Code (Instr	-	5. Nur Deriv Secur Acqui Dispo	mber of rative rities ired (A) osed of (6. Da and E or D) d	te E	xercisabl	e te	7. Title Securit Deriva (Instr. 3	and A	mount of lerlying curity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership	
1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)	-	5. Nur Deriv Secur Acqui Dispo (Instr. 5)	mber of rative rities ired (A) osed of (or D) d	te E	Expir	e te ration	7. Title Securit Deriva (Instr. 1	e and A ies Und tive See 3 and 4	mount of derlying curity) Amount or Number of	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership	
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)	v v	5. Nur Deriv Secur Acqui Dispo (Instr. 5)	mber of rative rities ired (A) osed of (or D) d	tte E Expi	Expir Date 5/19/	e te ration	7. Title Securit Deriva (Instr. :	es and Asies Undiversely Ses B mon	mount of derlying curity) Amount or Number of Shares	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)	of Indirect Beneficial Ownership	
1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)	v v	5. Num Deriv. Secur Acqui Dispo (Instr. 5)	mber of rative rities ired (A) osed of (or D) d Date Exerc	eisal	Expir Date 5/19/	e tte	7. Title Securit Deriva (Instr. 3	es and Asies Unctive Sec 3 and 4	Amount or Number of Shares	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)	of Indirect Beneficial Ownership	
1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (5) Class B Common	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 2/15/2014 2/15/2014	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8) Code M	v v	5. Num Deriv. Secur Acqui Dispo (Instr. 5)	mber of ative ities ired (A) ssed of (. 3, 4 an (D)	or Date Exerc	eisal (4)	Expir Date 5/19/	e tte 2020	7. Title Securit Deriva (Instr. : Title Clas Com Stock Clas Com Stock Clas Com Clas Com	es and Asies Unctive Sec 3 and 4 ses B mon c	Amount or Number of Shares 8335	8. Price of Derivative Security (Instr. 5) \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Description of the control of the co	of Indirect Beneficial Ownership	
1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (5) Class B Common Stock (5)	2. Conversion or Exercise Price of Derivative Security (3)	3. Trans. Date 2/15/2014 2/15/2014	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8) Code M Code	v	5. Num Deriv. Secur Acqui Dispo (Instr. 5)	mber of ative ities ired (A) ssed of (. 3, 4 an (D) 8335	or Date Exerc	tte Expi	Expiration Date 5/19/	e tte 2020	7. Title Securit Deriva (Instr Title Clas Com Stock Clas Com	s and A: ies Und tive Sec 3 and 4 ss B mon ck ss A mon ck ss B mon cck ss B mon	Amount or Number of Shares 8335 8335	8. Price of Derivative Security (Instr. 5) \$0.00 \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 0 8335	D D D D D D D D D D D D	of Indirect Beneficial Ownership	

Tab	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	1 ′	4. Trans Code (Instr. 8)	5. Number of ans. Derivative Securities			6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following	Ownership Form of Derivative	Beneficial	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Restricted Stock Unit (RSU)	(8)	2/15/2014		М			6443	(7)	5/5/2023	Class A Common Stock	6443	\$0.00	96657	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 in connection with the settlement of the restricted stock units (the "RSUs") listed in Table II.
- (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (4) 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 liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on February 15, 2011 and then an additional 1/48th of the total number of shares vest monthly thereafter, 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.
- (7) The RSUs vest as to 1/16th of the total shares on February 15, 2014, and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

Reporting Owners

Paperting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP, Gen. Counsel & Secretary					

Signatures

/s/ Michael Johnson as attorney-in-fact for Colin Stretch

** 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.