

FORM 4

[] 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 Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| Andreessen Marc L | Facebook Inc [FB] | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | |
| C/O ANDREESSEN HOROWITZ, 2865 SAND HILL RD., STE. 101 | 11/17/2012 | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| MENLO PARK, CA 94025 | | <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 | 11/17/2012 | | C | | 5247490 (1) | A | \$0.00 | 5543069 | I | By The Andreessen 1996 Living Trust (2) |
| Class A Common Stock | 11/19/2012 | | S (3) | | 2013800 | D | \$23.3748 (4) | 3529269 | I | By The Andreessen 1996 Living Trust (2) |
| Class A Common Stock | 11/19/2012 | | S (3) | | 296145 | D | \$23.9325 (5) | 3233124 | I | By The Andreessen 1996 Living Trust (2) |
| Class A Common Stock | | | | | | | | 3571431 | I | By Andreessen Horowitz Fund II, L.P. as nominee (6) |
| Class A Common Stock | | | | | | | | 13626 | I | By The Andreessen 1996 Charitable Remainder Unitrust (7) |

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) | (8) | 11/17/2012 | | M | | 5247490 | | (9) | 6/29/2018 | Class B Common Stock (10) | 5247490 | \$0.00 | 0 | D | |
| Class B Common Stock (10) | (10) | 11/17/2012 | | M | | 5247490 | | (10) | (10) | Class A Common Stock | 5247490 | \$0.00 | 5247490 | I | By The Andreessen 1996 Living Trust (2) (11) |
| Class B Common Stock (10) | (10) | 11/17/2012 | | C | | 5247490 | (12) | (10) | (10) | Class A Common Stock | 5247490 | \$0.00 | 0 | I | By The Andreessen 1996 Living Trust (2) |
| Class B Common Stock (10) | (10) | | | | | | | (10) | (10) | Class A Common Stock | 178308 | | 178308 | I | By Andreessen Horowitz Fund I, L.P. as nominee (13) |

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 ("RSUs") listed in Table II.
- (2) The reporting person and JP Morgan Trust Company, NA are the Trustees of The Andreessen 1996 Living Trust.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established for the sole purpose of covering the reporting person's tax liability in connection with the settlement of the RSUs listed in Table II.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.85 to \$23.83 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.85 to \$24.06 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5).
- (6) The reporting person is one of the Managing Members of AH Equity Partners II, L.L.C., which is the General Partner of Andreessen Horowitz Fund II, L.P. as nominee ("AH Fund II"), and may be deemed to share voting and investment power over the securities held by AH Fund II. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (7) The reporting person and JP Morgan Trust Company, NA are the Trustees of The Andreessen 1996 Charitable Remainder Unitrust. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (9) 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 vesting condition was satisfied on November 17, 2012 and the service-based vesting condition was satisfied on July 30, 2012.
- (10) 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.
- (11) Pursuant to the terms of the RSU agreement, the shares of Class B Common Stock that are issued in connection with the settlement of the RSUs are issued to The Andreessen 1996 Living Trust.

- (12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (13) The reporting person is one of the Managing Members of AH Equity Partners I, L.L.C., which is the General Partner of Andreessen Horowitz Fund I, L.P. as nominee ("AH Fund I"), and may be deemed to share voting and investment power over the securities held by AH Fund I. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Andreessen Marc L C/O ANDREESSEN HOROWITZ 2865 SAND HILL RD., STE. 101 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L. Andreessen

** Signature of Reporting Person

11/20/2012

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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