

[] 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								ng Symbo		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Schroepfer M	ichael T	'odd		Fa	ıce	ebool	k Inc	c [Fl	B]									
(Last)	(First)	(Midd	le)	3.	Da	te of E	Earlie	est T	ra	nsacti	on (N	/M/I	OD/YYYY)) Direc	tor	_	10% O	vner	
(,	(-,												icer (give title	e below)	Othe	r (specify	
C/O FACEBOOK, INC., 1601					11/15/2014									/	below) Chief Technology Officer				
WILLOW RO	OAD																		
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)									6. Individ	6. Individual or Joint/Group Filing (Check Applicable Line)				
MENLO PAR	RK. CA	94025																	
(City)	(State)	(Zip)														Reporting Per han One Rep		1	
		Table I	- Non-I	Deriva	ıtiv	ze Sec	uritio	es A	Aco	uired	l, Dis	spos	sed of, o	r Beneficial	lv Owned				
1.Title of Security				2. Trans		2A.			_			_		5. Amount of Sec	•		6.	7. Nature	
(Instr. 3)				Date		Deeme Execut	d Co	ode			sposed of (D) : 3, 4 and 5)			Owned Followin	vned Following Reported Transaction(s)		Ownership Form:	of Indirect Beneficial	
						Date, i		nsu.					((Instr. 3 and 4)			Direct (D)	Ownership	
						any					(A) or						or Indirect (I) (Instr.	(Instr. 4)	
							C	ode	v	Amount			Price				4)		
Class A Common Sto	ck			11/15/2	014			С		86585 (1)	A		\$0		350423		D		
Class A Common Sto	ck			11/15/2	014			С		34122	A		\$0		384545		D		
Class A Common Sto	ck			11/17/2	014			s		55586 (2)	D	\$74.	3444 (3)		328959		D		
Class A Common Sto	ck			11/17/2	014			s		7400 (2)	D	\$75.	2224 (4)		321559		D		
Tab	le II - Dei	rivative S	ecuritio	es Ber	efi	icially	Owi	ned	. ((e.g. , p	outs,	cal	ls, warra	ants, options	s, convert	ible secur	ities)		
Title of Derivate	2.	3. Trans.	3A.	4.	$\overline{}$	5. Num		\neg		te Exerc		$\overline{}$		d Amount of	8. Price of		10.	11. Nature	
Security	Conversion		Deemed	Trans. Code		. Derivative Securities			and Expirati				Securities		g Derivative		Ownership	of Indirect	
(Instr. 3)	or Exercise Price of		Executio									e					Form of		
(mstr. 5)	Drice of		l	1			d (A)					e	Derivative	Security	Security	derivative	Form of 1	Beneficial Ownership	
(msu. 3)	Price of Derivative		Date, if	(Instr 8)	.	Acquire or Disp		f				e	Derivative (Instr. 3 an	Security		derivative Securities Beneficially	Form of Derivative Security:		
(IIIsu: 5)			Date, if	(Instr	.	Acquire or Disp (D)	osed o					e		Security	Security	derivative Securities Beneficially Owned	Form of Derivative Security: Direct (D)	Ownership	
(msu. 5)	Derivative		Date, if	(Instr	.	Acquire or Disp	osed o					e		Security	Security	derivative Securities Beneficially Owned Following Reported	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Ownership	
(1154.3)	Derivative		Date, if	(Instr 8)		Acquire or Disp (D) (Instr. 3	osed of	d Da	ate	isable [Expira Date		(Instr. 3 an	Amount or Number of	Security (Instr. 5)	derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D) or Indirect	Ownership	
(11541.3)	Derivative		Date, if	(Instr		Acquire or Disp (D) (Instr. 3	osed o	d Da		isable I	Expira Date		(Instr. 3 an	Amount or Number of Shares	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Ownership	
Restricted Stock	Derivative Security	11/15/2014	Date, if	(Instr 8)		Acquire or Disp (D) (Instr. 3	osed of	Da Ex	kero	isable I	Expira Date	tion	(Instr. 3 an Title Class B	Amount or Number of Shares	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
	Derivative	11/15/2014	Date, if	(Instr 8)		Acquire or Disp (D) (Instr. 3	osed of	Da Ex	kero	134010 1		tion	Title Class B Common	Amount or Number of Shares	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Ownership	
Restricted Stock Unit (RSU)	Derivative Security		Date, if	(Instr 8)	v	Acquire or Disp (D) (Instr. 3 5)	osed of	Da Ex	kero	isable I		tion	Title Class B Common Stock	Amount or Number of Shares 86585	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
Restricted Stock	Derivative Security	11/15/2014 11/15/2014	Date, if	(Instr 8)	v	Acquire or Disp (D) (Instr. 3	osed of	Da Ex	cerc	isable I		otion 020	Title Class B Common	Amount or Number of Shares a 86585	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
Restricted Stock Unit (RSU)	Derivative Security (5)		Date, if	(Instr 8) Code M	v	Acquire or Disp (D) (Instr. 3 5) (A) 86585	osed of	Da Ex	cerc	(6)	8/25/2	020	Title Class B Common Stock Class A Common	Amount or Number of Shares a 86585 a 86585	Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7)	Derivative Security (5)	11/15/2014 11/15/2014	Date, if	(Instr 8) Code M	v	Acquire or Disp (D) (Instr. 3 5) (A) 86585	(D) 86585 (8)	Da Ex	cerc	(6)	(7)	020	Title Class B Common Stock Class A Common Stock Class A Common Stock Class A Common Class A Common Class A Common Class A	Amount or Number of Shares n 86585 n 86585	\$0	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 1212185	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common	Derivative Security (5)	11/15/2014	Date, if	(Instr 8) Code M	v	Acquire or Disp (D) (Instr. 3 5) (A) 86585	(D) 86585	Da Ex	Kerc	7)	(7)	020	Title Class B Common Stock Class A Common Stock Class A Common Stock	Amount or Number of Shares n 86585 n 86585 n 34122	\$0	derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 1212185	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	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	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		Deriva Securit Acquir or Disp (D)	tive ties	6. Date Exer and Expirati		7. Title and A Securities Un- Derivative Se (Instr. 3 and 4	derlying curity	(Instr. 5)	of derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Class B Common Stock (7)	(7)	11/15/2014		С			34122 (8)	(7)	(7)	Class A Common Stock	34122	\$0	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 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.02 to \$74.9833 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 (3).
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.02 to \$75.37 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) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) 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 issuer's IPO was declared effective on May 17, 2012; no RSUs will vest until the date that is six months after the IPO, at which time the liquidity event-based vesting condition will have been satisfied. The service-based vesting condition will be satisfied as to 1/16th of the total number of shares on August 15, 2014, after which 1/16th of the total number of shares vest quarterly, subject to continued service through each vesting date.
- (7) 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.
- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.

Reporting Owners

Panarting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer					

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer

11/18/2014

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.

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