

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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	7/24/2014	
(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	7/24/2014		C		2018155	A	\$0.00	2018155	I	By Andreessen Horowitz Fund III, L.P., as nominee (1)
Class A Common Stock	7/24/2014		C		1396712	A	\$0.00	1396712	I	By AH Parallel Fund III, L.P., as nominee (2)
Class A Common Stock	7/24/2014		J (3)	V	1009079	D	\$0.00	1009076	I	By Andreessen Horowitz Fund III, L.P., as nominee (1)
Class A Common Stock	7/24/2014		J (3)	V	9974	A	\$0.00	9974	I	By AH Equity Partners III, L.L.C. (4)
Class A Common Stock	7/24/2014		J (3)	V	4977	A	\$0.00	1616325	I	By The Andreessen 1996 Living Trust (5)
Class A Common Stock	7/24/2014		J (6)	V	9974	D	\$0.00	0	I	By AH Equity Partners III, L.L.C. (4)
Class A Common Stock	7/24/2014		J (6)	V	187	A	\$0.00	187	I	By AH Capital Management, L.L.C. (7)
Class A Common Stock	7/24/2014		J (6)	V	2180	A	\$0.00	1618505	I	By The Andreessen 1996 Living

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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			
										Trust ⁽⁵⁾
Class A Common Stock	7/24/2014		J ⁽⁸⁾	V	698357	D	\$0.00	698355	I	By AH Parallel Fund III, L.P., as nominee ⁽²⁾
Class A Common Stock	7/24/2014		J ⁽⁸⁾	V	6913	A	\$0.00	6913	I	By AH Equity Partners III (Parallel), L.L.C. ⁽⁹⁾
Class A Common Stock	7/24/2014		J ⁽⁸⁾	V	3446	A	\$0.00	1621951	I	By The Andreessen 1996 Living Trust ⁽⁵⁾
Class A Common Stock	7/24/2014		J ⁽¹⁰⁾	V	6913	D	\$0.00	0	I	By AH Equity Partners III (Parallel), L.L.C. ⁽⁹⁾
Class A Common Stock	7/24/2014		J ⁽¹⁰⁾	V	139	A	\$0.00	326	I	By AH Capital Management, L.L.C. ⁽⁷⁾
Class A Common Stock	7/24/2014		J ⁽¹⁰⁾	V	1508	A	\$0.00	1623459	I	By The Andreessen 1996 Living Trust ⁽⁵⁾
Class A Common Stock	7/24/2014		J ⁽¹¹⁾	V	141	D	\$0.00	185	I	By AH Capital Management, L.L.C. ⁽⁷⁾
Class A Common Stock								7742	D	
Class A Common Stock								34084	I	By The Andreessen 1996 Charitable Remainder Unitrust ⁽¹²⁾

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				
Class B Common Stock ⁽¹³⁾	⁽¹³⁾	7/24/2014		C		2018155 ⁽¹⁴⁾	⁽¹³⁾	⁽¹³⁾	Class A Common Stock	2018155	\$0.00	224239 ⁽¹⁵⁾	I	By Andreessen Horowitz Fund III, L.P., as nominee ⁽¹⁾
Class B Common Stock ⁽¹³⁾	⁽¹³⁾	7/24/2014		C		1396712 ⁽¹⁴⁾	⁽¹³⁾	⁽¹³⁾	Class A Common Stock	1396712	\$0.00	155190 ⁽¹⁵⁾	I	By AH Parallel Fund III, L.P., as nominee ⁽²⁾

Explanation of Responses:

- (1) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C. ("AHEP III"), which is the General Partner of Andreessen Horowitz Fund III, L.P., as nominee ("AH Fund III"), and may be deemed to share voting and investment power over the securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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.
- (2) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C. ("AHEP III (Parallel)"), which is the General Partner of AH Parallel Fund III, L.P., as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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.
- (3) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund III to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- (4) The reporting person is one of the Managing Members of AHEP III, and may be deemed to share voting and investment power over the securities held by AHEP III. 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.
- (5) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the Trustees of The Andreessen 1996 Living Trust.
- (6) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III to its members and assignees without consideration.
- (7) The reporting person is one of the Managing Members of AH Capital Management, L.L.C. ("AHCM"), and may be deemed to share voting and investment power over the securities held by AHCM. 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) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHPF III to the general and limited partners or members and assignees of the funds for which it acts as nominee without consideration.
- (9) The reporting person is one of the Managing Members of AHEP III (Parallel), and may be deemed to share voting and investment power over the securities held by AHEP III (Parallel). 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.
- (10) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP III (Parallel) to its members and assignees without consideration.
- (11) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHCM to its members and assignees without consideration.
- (12) The reporting person and JPMorgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) 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, and 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.
- (13) 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.
- (14) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (15) Shares to be received by holder in connection with the acquisition of Oculus VR, Inc. ("Oculus") by the issuer, which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the amended and restated merger agreement dated April 21, 2014.

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

7/28/2014

** 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.

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.