

FORM 4

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

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[] Check this box if no
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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)
Koum Jan	Facebook Inc [FB]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW ROAD	10/6/2014	
(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
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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	10/6/2014		A		68721716 (1)	A	(1)	68721716	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (2)
Class A Common Stock	10/6/2014		A		3817873 (3)	A	(3)	3817873	I	By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 (4)
Class A Common Stock	10/6/2014		A		3817873 (3)	A	(3)	3817873	I	By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (5)

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				

Explanation of Responses:

- (1) Shares received in exchange for 90,000,000 shares of WhatsApp Inc. ("WhatsApp") common stock in connection with the acquisition of WhatsApp by the issuer (the "Merger"), the consideration of which consisted of shares of the issuer's Class A Common Stock and cash. The closing price of the issuer's Class A Common Stock on the preceding trading date prior to the effective date of the Merger was \$77.44 per share. Of the shares of Class A Common Stock reported, a portion 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, WhatsApp's breach of any of its representations and warranties or covenants and agreements set forth in the Agreement and Plan of Merger and Reorganization dated February 19, 2014, as amended.
- (2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
- (3) Shares received in exchange for 5,000,000 shares of WhatsApp common stock in connection with the Merger, the consideration of which consisted of shares of the issuer's Class A Common Stock and cash. The closing price of the issuer's Class A Common Stock on the preceding trading date prior to the effective date of the Merger was \$77.44 per share. Of the shares of Class A Common Stock reported, a portion 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, WhatsApp's breach of any of its representations and warranties or covenants and agreements set forth in the Agreement and Plan of Merger and Reorganization dated February 19, 2014, as amended.
- (4) Shares held of record by Jan Koum, Trustee of the Jan Koum Trust I U/A/D 4/29/2014.
- (5) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koum Jan C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X			

Signatures/s/ Michael Johnson as attorney-in-fact for Jan Koum10/6/2014

** 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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