# 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

## 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 * <br><br> **FISCHER DAVID B.** <br> (Last)  (First)  (Middle) <br><br> **C/O FACEBOOK, INC., 1601 WILLOW ROAD** <br> (Street) <br><br> **MENLO PARK, CA 94025** <br> (City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> **Facebook Inc [ FB ]** <br><br> 3. Date of Earliest Transaction (MM/DD/YYYY) <br><br> **10/25/2012** <br><br> 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> ____ Director  _____ 10% Owner <br> __ X __ Officer (give title below)  _____ Other (specify below) <br> **VP Marketing & Bus. Part.** <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> _ X _ Form filed by One Reporting Person <br> ___ 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 | 10/25/2012 | | C | | 568282 (1) | A | $0.00 | 568282 | D | |

## 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)** | (2) | 10/25/2012 | | M | | | 1061520 | (3) | 5/19/2020 | Class B Common Stock (4) | 1061520 | $0.00 | 1297420 | D | |
| **Class B Common Stock** (4) | (4) | 10/25/2012 | | M | | 1061520 | | (4) | (4) | Class A Common Stock | 1061520 | $0.00 | 1061520 | D | |
| **Class B Common Stock** (4) | (4) | 10/25/2012 | | F | | | 493238 (5) | (4) | (4) | Class A Common Stock | 493238 | $0.00 | 568282 | D | |
| **Class B Common Stock** (4) | (4) | 10/25/2012 | | C | | | 568282 (6) | (4) | (4) | Class A Common Stock | 568282 | $0.00 | 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 net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of $23.21 per share, which represented the closing price of the issuer's Class A Common Stock on October 24, 2012.

**( 2)** Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

**( 3)** 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. Pursuant to the terms of the RSU award, the service-based vesting condition

was satisfied as to 1/5th of the total number of shares on May 15, 2011 and then 1/20th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012.

( **4**) 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.

( **5**) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.

( **6**) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **FISCHER DAVID B.**<br>**C/O FACEBOOK, INC.**<br>**1601 WILLOW ROAD**<br>**MENLO PARK, CA 94025** | | | **VP Marketing & Bus. Part.** | |

**Signatures**

| | |
|---|---|
| **/s/ Michael Johnson as attorney-in-fact for David B. Fischer** | **10/26/2012** |
| ** 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.