

[] 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

| Name and Address of Reporting Person *         |   |         |        |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |          |                 |   |       |                  | ol             |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                     |  |  |             |  |   |
|--|---|---------|--------|---|--|----------|-----------------|---|-------|------------------|----------------|---|---|--|--|-------------|--|---|
| Cox Christopher K                              |   |         |        |   | <br>  Facebook Inc [ FB ]                          |          |                 |   |       |                  |                |   | (Check an ap)   | piicabic)                              |  |             |  |   |
| (Last) C/O FACEB                               | (Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW   |         |        | 3. Date of Earliest Transaction (MM/DD/YYYY)  2/29/2016     |  |          |                 |   |       |                  | )              |   | Director 10% Owner X Officer (give title below) Other (specify below) Chief Product Officer |  |  |             |  |   |
| ROAD   | (S  | Street) |        |   |  | 1 If A   | meno            | lment D   | ate C | riginal          | Filed (        | MM/DI   | D/VVV   | v) 6 Individual                        | or Ioint/G   | roup Filing | T (Chools An                                   | mliachla Lina)  |
| (Sueet)  |   |         |        | 4. If Amendment, Date Original Filed (MM/DD/YYYY)           |  |          |                 |   |       |                  | D/YYY          | v) o. marviduar   | 6. Individual or Joint/Group Filing (Check Applicable Line)                                 |  |  |             |  |   |
| MENLO PARK, CA 94025 (City) (State) (Zip)      |   |         |        |   |  |          |                 |   |       |                  |                |   | _ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person       |  |  |             |  |   |
|  |   |         | -      | Гable I - N   | lon-l  | Derivat  | tive S          | Securitie   | s Ac  | quired,          | Dispo          | sed o   | f, or I   | Beneficially Own                       | ed   |             |  |   |
| 1. Title of Security (Instr. 3)                |   |         | Date   | 2A. Deemed Execution Date, if any 3. Trans. Code (Instr. 8) |  |          | Disposed of (D) |   |       |                  |                | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) |   | 6.<br>Ownership<br>Form:<br>Direct (D) | Beneficial<br>Ownership                                    |             |  |   |
|  |   |         |        |   |  |          |                 | Code  | v     | Amount           | (A) or (D)     |   | Price   |  |  |             | or Indirect<br>(I) (Instr.<br>4)               | (Instr. 4)  |
| Class A Common St                              | tock  |         |        | 2/29/20   | 16   |          |                 | S (1)   |       | 6683             | D              | \$107.  | 4317  | 2) 4                                   | 18690  |             | D  |   |
| Class A Common St                              | tock  |         |        | 2/29/20   | 16   |          |                 | S (1)   |       | 8917             | D              | \$108.  | .232  | 1 4                                    | 09773  |             | D  |   |
| Class A Common St                              | tock  |         |        |   |  |          |                 |   |       |                  |                |   |   | 5                                      | 76945  |             | I  | By<br>Christopher<br>K. Cox<br>Revocable<br>Trust (4)   |
| Class A Common St                              | tock  |         |        |   |  |          |                 |   |       |                  |                |   |   | 2                                      | 28816  |             | I  | By<br>Remainder<br>Interest<br>Trust<br>Created<br>Under The<br>Christopher<br>K. Cox 2009<br>Annuity<br>Trust Dated<br>5/29/2009 |
|  | Ta  | able II | - Deri | vative Sec  | uriti  | es Ben   | eficia          | ally Own  | ed (  | <i>e.g.</i> , pı | ıts, ca        | lls, wa   | arran   | ts, options, conve                     | ertible sec  | curities)   |  |   |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative |         | J      | BA. Deemed<br>Execution<br>Date, if any                     | 4. Tra<br>(Instr                                   | Ac<br>Di |                 | Number of<br>rivative Securities<br>quired (A) or<br>posed of (D)<br>str. 3, 4 and 5) |       |                  |                |   | Securit<br>Deriva   | ies Underlying<br>tive Security        | Underlying Security Security (Instr. 5) Beneficially Owned |             | Ownersh<br>Form of<br>Derivativ<br>Security:   | Beneficial<br>Ownership<br>(Instr. 4)   |
|  | Security  |         |        |   | Co   |          | (.              | A) (  | (D)   | Date<br>Exercisa | Exp<br>ble Dat | oiration<br>e   |   | Amount or Number of<br>Shares          | Following<br>Reported<br>Transaction<br>(Instr. 4)         |             | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) |   |

## **Explanation of Responses:**

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.93 to \$107.88 per 2) 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
- 2) 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.
- ( The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.94 to \$108.86 per 3), share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Evolunge.
- 3) 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.
- (Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- ( Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra Vichit-Vadakan, Trustee,
- 5) the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims

beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

**Reporting Owners** 

| Paparting Owner Name / Address |          | Relationships        |                       |       |  |  |  |  |  |
|--------------------------------|----------|----------------------|-----------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Addres  | Director | 10% Owner            | Officer               | Other |  |  |  |  |  |
| Cox Christopher K              |          |                      |                       |       |  |  |  |  |  |
| C/O FACEBOOK, INC.             |          |                      | Chief Product Officer |       |  |  |  |  |  |
| 1601 WILLOW ROAD               |          | Chief Froduct Office |                       |       |  |  |  |  |  |
| MENLO PARK, CA 94025           |          |                      |                       |       |  |  |  |  |  |

## **Signatures**

| /s/ Michael Johnson as attorney-in-fact for Christopher K. Cox | 3/2/2016 |  |
|--|----------|--|
| **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.