

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. 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 * Koum Jan <small>(Last) (First) (Middle)</small> C/O FACEBOOK, INC., 1601 WILLOW ROAD <small>(Street)</small> MENLO PARK, CA 94025 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/11/2016</p> | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 | 5/11/2016 | | J | (U) | 1129552 | D | \$0 | 2370448 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 (2) |
| Class A Common Stock | 5/11/2016 | | J | (U) | 1129552 | A | \$0 | 32549458 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/15/2016 | | M | | 1242673 | A | \$0 | 33792131 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/16/2016 | | S | | 464402 (4) | D | \$117.9716 (5) | 33327729 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/16/2016 | | S | | 164117 (4) | D | \$118.5904 (5) | 33163612 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| | | | | | | | | | | By Jan Koum, Trustee of |

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|------------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 5/16/2016 | | S | | 19908 (4) | D | \$119.4163 (7) | 33143704 | I | The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/16/2016 | | S (8) | | 740177 | D | \$117.9615 (9) | 32403527 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/16/2016 | | S (8) | | 661853 | D | \$118.6454 (10) | 31741674 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | 5/16/2016 | | S (8) | | 32500 | D | \$119.412 (11) | 31709174 | I | By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3) |
| Class A Common Stock | | | | | | | | 3500000 | I | By Jan Koum and BNY Mellon Trust of Delaware Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 (12) |
| Class A Common Stock | | | | | | | | 2242343 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 (13) |
| Class A Common Stock | | | | | | | | 3500000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015 (14) |
| Class A Common Stock | | | | | | | | 3500000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D |

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 | | | |
| | | | | | | | | | | 10/20/2015 (15) |
| Class A Common Stock | | | | | | | | 141489 | I | By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (16) |
| Class A Common Stock | | | | | | | | 2528672 | I | By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014 (17) |
| Class A Common Stock | | | | | | | | 3500000 | I | By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016 (18) |

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) (Class A) | (19) | 5/15/2016 | | M | | | 1242673 | (20) | 11/16/2024 | Class A Common Stock | 1242673 | \$0 | 16983204 | D | |

Explanation of Responses:

- () Represents the transfer of shares from Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 to Jan
- 1) Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. The reporting person remains the beneficial owner of all of the shares after the transfer.
- ()
- 2) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.
- ()
- 3) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
- ()
- 4) 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 award agreements 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.
- ()
- 5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.37 to \$118.365 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.
- ()
- 6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.37 to \$119.36 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.
- ()
- 7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.37 to \$119.56 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.
- ()
- 8) 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 \$117.36 to \$118.355 per

- 9) 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 \$118.36 to \$119.35 per
- 10) 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 \$119.36 to \$119.56 per
- 11) 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.
- (
- 12) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.
- (
- 13) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.
- (
- 14) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015.
- (
- 15) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
- (
- 16) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.
- (
- 17) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.
- (
- 18) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016.
- (
- 19) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (The RSUs vest as to (a) 13/60th of the total shares on November 15, 2015, (b) 1/20th of the total shares each quarter thereafter through November 15, 2017,
- 20) (c) 2/20th of the total shares on each of February 15, 2018, May 15, 2018 and August 15, 2018 and (d) the final 5/60th of the total shares on November 15, 2018; provided, however, that in the event of the reporting person's termination of employment with the issuer under certain circumstances, all of the reporting person's then unvested RSUs shall vest as of the date of such termination of employment.

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 Koum

5/17/2016

**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.

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