

# 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

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### 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)	
Schroepfer Michael Todd		Facebook Inc [ FB ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Technology Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FACEBOOK, INC., 1601 WILLOW ROAD		12/2/2014			
(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	12/2/2014		C		40000 (1)	A	\$0	361559	D	
Class A Common Stock	12/2/2014		S (2)		40000	D	\$75.33	321559	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy Class B Common Stock)	\$1.85	12/2/2014		M		40000	(3)	1/11/2019	Class B Common Stock (4)	40000	\$0	952805	D	
Class B Common Stock (4)	(4)	12/2/2014		M		40000	(4)	(4)	Class A Common Stock	40000	\$0	40000	D	
Class B Common Stock (4)	(4)	12/2/2014		C		40000	(4)	(4)	Class A Common Stock	40000	\$0	0	D	
Stock Option (Right to Buy Class B Common Stock)	\$1.85						(5)	1/11/2019	Class B Common Stock (4)	63940		63940	I	By The Clover Irrevocable Nonexempt Trust (6)

**Explanation of Responses:**

- ( 1 ) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- ( 2 ) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

- (3) The option was 100% vested on August 13, 2013. In connection with certain estate planning transfers, options to purchase an aggregate of 736,060 vested shares are held by Michael Schroepfer and Erin Hoffmann, Co-Trustees of the HS Trust u/a/d 9/28/11.
- (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) The option was 100% vested on August 13, 2013.
- (6) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Schroepfer Michael Todd</b> <b>C/O FACEBOOK, INC.</b> <b>1601 WILLOW ROAD</b> <b>MENLO PARK, CA 94025</b>			<b>Chief Technology Officer</b>	

#### Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer

12/4/2014

\*\* 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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