Zuckerberg Mark Form 4 April 26, 2019

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Zuckerberg Mark Issuer Symbol Facebook Inc [FB] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ 10% Owner _X__ Director __ Other (specify X_ Officer (give title C/O FACEBOOK, INC., 1601 04/26/2019 below) WILLOW ROAD COB and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
Class A Common Stock	04/26/2019		C		340,000	A	\$0	340,000	I	By CZI Holdings, LLC (1)
Class A Common Stock	04/26/2019		G	V	340,000	D	\$0	0	I	By CZI Holdings, LLC (1)
Class A Common Stock	04/26/2019		G	V	340,000	A	\$0	491,969	I	By Chan Zuckerberg Advocacy (2)
Class A Common								10,383,855	I	By Chan Zuckerberg

OMB APPROVAL

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January 31,

2005

0.5

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Stock			Foundation (3)
Class A Common Stock	214,816	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (4)
Class A Common Stock	270,331	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (5)
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or indirectly. Persons who respond to the colleinformation contained in this for required to respond unless the formation contained in	m are not	SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

displays a currently valid OMB control

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (6)	<u>(6)</u>	04/26/2019		C		340,000	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	340,000
Class B Common Stock (6)	<u>(6)</u>						<u>(6)</u>	<u>(6)</u>	Class A Common Stock	1,908,602
Class B Common Stock (6)	<u>(6)</u>						<u>(6)</u>	<u>(6)</u>	Class A Common Stock	5,676,058

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting o where the control of	Director	10% Owner	Officer	Other			
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK CA 94025	X	X	COB and CEO				

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

04/26/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (1) ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole
- voting and investment power over the securities held by CZI.
- (2) Shares held of record by Chan Zuckerberg Advocacy. The reporting person is deemed to have voting and investment power over the shares held by Chan Zuckerberg Advocacy, but has no pecuniary interest in these shares.
- Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation"). The reporting person is deemed to have voting and investment power over the shares held by CZ Foundation, but has no pecuniary interest in these shares.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (5) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (6) 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.
- (7) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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