

Andreessen Marc L
 Form 4
 May 17, 2018

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Andreessen Marc L

(Last) (First) (Middle)

C/O ANDREESSEN
 HOROWITZ, 2865 SAND HILL
 RD., STE. 101

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Facebook Inc [FB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock	03/08/2018		G	V 156,641 D \$ 0	18,524	I	By The Andreessen 1996 Living Trust ⁽¹⁾
Class A Common Stock	03/08/2018		G	V 156,641 A \$ 0	158,868	I	By the LAMA Community Trust ⁽²⁾
Class A Common Stock	04/25/2018		G	V 15,991 D \$ 0	2,533	I	By The Andreessen 1996 Living

Class A Common Stock	04/25/2018	G	V	15,991	A	\$ 0	174,859	I	Trust ⁽¹⁾ By the LAMA Community Trust ⁽²⁾
Class A Common Stock	05/15/2018	M		1,997	A	\$ 0	4,530	I	By The Andreessen 1996 Living Trust ⁽¹⁾
Class A Common Stock							103,935	I	By Andreessen Horowitz Fund III, L.P., as Nominee ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units (RSU) (Class A) ⁽⁴⁾	⁽⁴⁾	05/15/2018		M	1,997	⁽⁵⁾ 06/14/2027	Class A Common Stock	1,997

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Andreessen Marc L
C/O ANDREESSEN HOROWITZ X
2865 SAND HILL RD., STE. 101
MENLO PARK, CA 94025

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L.
Andreessen

05/17/2018

__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).
- (1) The reporting person and JP Morgan Chase Bank, N.A. (successor-in-interest to J.P. Morgan Trust Company, N.A.) are the trustees of The Andreessen 1996 Living Trust.
- (2) The reporting person and his spouse are the trustees of the LAMA Community Trust.
The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C. ("AHEP III"), which is the General Partner of Andreessen Horowitz Fund III, L.P., as Nominee ("AH Fund III"), and may be deemed to share voting and investment power over the
- (3) securities held by AH Fund III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (5) The RSUs vested as to 100% of the total shares on May 15, 2018.

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.