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ANDREESSEN MARC L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/20/12 for the Period Ending 08/16/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB

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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

OMB APPROVAL
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) 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)
Andreessen Marc L (Last) (First) (Middle)	**Facebook Inc [FB]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
C/O ANDREESSEN HOROWITZ, 2865 SAND HILL RD., STE. 101 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/16/2012**	
MENLO PARK, CA 94025 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. 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	**8/16/2012**		**J** (1)		**5871**	**A**	**$0.00**	**5871**	**I**	**By The Andreessen 1996 Charitable Remainder Unitrust** (2)

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				
Class B Common Stock (3)	(3)							(3)	(3)	**Class A Common Stock**	**3571431**		**3571431**	**I**	**By Andreessen Horowitz Fund II, L.P. as nominee** (4)
Class B Common Stock (3)	(3)							(3)	(3)	**Class A Common Stock**	**3035700**		**3035700**	**I**	**By FBAH, L.P.** (5)

Explanation of Responses:

(1) The shares reported on this Form 4 represent a pro rata distribution, and not a purchase or sale of the shares, by Greylock XII Limited Partnership to its general and limited partners without consideration.

(2) The reporting person and JP Morgan Trust Company, NA are the Trustees of The Andreessen 1996 Charitable Remainder Unitrust. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. 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.

(3) 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.

(4) The reporting person is one of the Managing Members of AH Equity Partners II, L.L.C. ("AHEP"), which is the General Partner of Andreessen Horowitz Fund II, L.P. as nominee ("AH Fund"), and may be deemed to share voting and investment power over the securities held by AH Fund. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. 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.

(5) The reporting person is one of the Managing Members of AHEP, which is the General Partner of FBAH, L.P. ("FBAH"), and may be deemed to share voting and investment power over the securities held by FBAH. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreessen Marc L **C/O ANDREESSEN HOROWITZ** **2865 SAND HILL RD., STE. 101** **MENLO PARK, CA 94025**	**X**			

Signatures

/s/ Michael Johnson as attorney-in-fact for Marc L. Andreessen — **8/20/2012**

** 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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