

**FACEBOOK INC**  
Reported by  
**EBERSMAN DAVID A**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/12/13 for the Period Ending 11/08/13

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

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>EBERSMAN DAVID A</b><br><br>(Last) (First) (Middle)<br><br><b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b><br><br>(Street)<br><br><b>MENLO PARK, CA 94025</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>Facebook Inc [ FB ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>11/8/2013</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br>___ Director ___ 10% Owner<br>___ X ___ Officer (give title below) ___ Other (specify below)<br><b>Chief Financial Officer</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br>___ X ___ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |  |

**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            | 11/8/2013      |                                   | G (1)                     | V | 1400000   | D          | \$0.00        | 318924   | I  | By The Ebersman Family Trust UA DTD 5/29/02 (2)       |
| Class A Common Stock            | 11/8/2013      |                                   | G (3)                     | V | 1400000   | A          | \$0.00        | 1562662  | D  |   |
| Class A Common Stock            | 11/12/2013     |                                   | S (4)                     |   | 494399  | D          | \$46.5467 (5) | 1068263  | D  |   |
| Class A Common Stock            | 11/12/2013     |                                   | S (4)                     |   | 417301  | D          | \$47.0183 (6) | 650962   | D  |   |
| Class A Common Stock            |                |                                   |                           |   |   |            |               | 108090   | I  | By The Ebersman Family 2012 Irrevocable Trust (7)     |

**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 |  |   |  |  |

**Explanation of Responses:**

- (1) This transaction represents the transfer of shares that are beneficially owned by the reporting person from The Ebersman Family Trust UA DTD 5/29/02 to his individual account and does not reflect a purchase or sale of securities.
- (2) Shares held of record by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.

- (3) This transaction represents the transfer of shares for the purposes of estate planning, and not a purchase or sale, of securities by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees to David Ebersman.
- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted 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 \$45.84 to \$46.8371 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 (5).
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.84 to \$47.35 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).
- (7) Shares held of record by The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| <b>EBERSMAN DAVID A<br/>C/O FACEBOOK, INC.<br/>1601 WILLOW ROAD<br/>MENLO PARK, CA 94025</b> |               |           | <b>Chief Financial Officer</b> |       |

#### Signatures

/s/ Michael Johnson as attorney-in-fact for David A. Ebersman

11/12/2013

\*\* 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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