

Andreessen Marc L
Form 4
July 21, 2017

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)
07/19/2017

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	07/19/2017		C	245,935 (1)	A \$ 0 245,935	I	By Andreessen Horowitz Fund III, L.P., As Nominee (2)
Class A Common Stock	07/19/2017		C	170,205 (1)	A \$ 0 170,205	I	By AH Parallel Fund III, L.P., as Nominee (3)

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Class A Common Stock		175,165	I	By The Andreessen 1996 Living Trust ⁽⁴⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	07/19/2017		A	245,935 ⁽⁶⁾		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	245,935
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	07/19/2017		C	245,935 ⁽¹⁾		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	245,935
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	07/19/2017		A	170,205 ⁽⁶⁾		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	170,205
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	07/19/2017		C	170,205 ⁽¹⁾		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	170,205

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
2865 SAND HILL RD., STE. 101
MENLO PARK, CA 94025 X

Signatures

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

07/21/2017

**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 holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis pursuant to an irrevocable commitment to convert such shares that was delivered to the issuer in connection with the approval by the issuer's board of directors of the reclassification of the issuer's capital stock as described in further detail in the issuer's definitive proxy statement filed with the Securities and Exchange Commission on June 2, 2016.
(2) The reporting person is one of the Managing Members of AH Equity Partners III, L.L.C., 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 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.
(3) The reporting person is one of the Managing Members of AH Equity Partners III (Parallel), L.L.C., which is the General Partner of AH Parallel Fund III, L.P., as nominee ("AHPF III"), and may be deemed to share voting and investment power over the securities held by AHPF 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) 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.
(5) 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.
(6) The reporting person became entitled to receive these shares on July 19, 2017 for no additional consideration pursuant to an earn-out provision in the agreement and plan of merger (the "Merger Agreement") executed in connection with the acquisition of Oculus VR, Inc. ("Oculus") by the issuer (the "Merger"). Subject to achievement of the associated earnout milestones, the reporting person's right to receive these additional shares became irrevocable on July 21, 2014, the effective date of the Merger.
(7) The value of these shares was established in the Merger Agreement.
(8) Represents shares to be received by the holder in connection with the Merger, which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

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.