Andreessen Marc L
Form 4
November 20, 2012

FORM 4

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

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

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).

(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)
11/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/17/2012		C		5,247,490 (1)	A	$ 0	5,543,069	I	By The Andreessen 1996 Living Trust (2)
Class A Common Stock	11/19/2012		S(3)		2,013,800	D	$ 23.3748 (4)	3,529,269	I	By The Andreessen 1996 Living Trust (2)
Class A Common Stock	11/19/2012		S(3)		296,145	D	$ 23.9325 (5)	3,233,124	I	By The Andreessen 1996 Living

				Trust (2)
Class A Common Stock		3,571,431	I	By Andreessen Horowitz Fund II, L.P. as nominee (6)
Class A Common Stock		13,626	I	By The Andreessen 1996 Charitable Remainder Unitrust (7)

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 Underlying (Instr. 3 and
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Restricted Stock Units (RSU)	(8)	11/17/2012		M			5,247,490	(9)	06/29/2018	Class B Common Stock (10)
Class B Common Stock (10)	(10)	11/17/2012		M		5,247,490		(10)	(10)	Class A Common Stock
Class B Common Stock (10)	(10)	11/17/2012		C			5,247,490 (12)	(10)	(10)	Class A Common Stock
Class B Common Stock (10)	(10)							(10)	(10)	Class A Common Stock

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 — 11/20/2012

**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) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the restricted stock units ("RSUs") listed in Table II.

(2) The reporting person and JP Morgan Trust Company, NA are the Trustees of The Andreessen 1996 Living Trust.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established for the sole purpose of covering the reporting person's tax liability in connection with the settlement of the RSUs listed in Table II.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.85 to $23.83 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 (4).

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $23.85 to $24.06 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 reporting person is one of the Managing Members of AH Equity Partners II, L.L.C., which is the General Partner of Andreessen Horowitz Fund II, L.P. as nominee ("AH Fund II"), and may be deemed to share voting and investment power over the securities held by AH Fund II. 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.

(7) 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.

(8) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(9) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012 and the service-based vesting condition was satisfied on July 30, 2012.

(10) 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.

(11)

Pursuant to the terms of the RSU agreement, the shares of Class B Common Stock that are issued in connection with the settlement of the RSUs are issued to The Andreessen 1996 Living Trust.

(12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(13) The reporting person is one of the Managing Members of AH Equity Partners I, L.L.C., which is the General Partner of Andreessen Horowitz Fund I, L.P. as nominee ("AH Fund I"), and may be deemed to share voting and investment power over the securities held by AH Fund I. 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.

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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