

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

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REPORTING OWNER

Zuckerberg Mark

CIK: **1548760**

Type: **4/A** | Act: **34** | File No.: **001-35551** | Film No.: **13535526**

Mailing Address

C/O FACEBOOK, INC.
1601 WILLOW ROAD
MENLO PARK CA 94025

ISSUER

Facebook Inc

CIK: **1326801** | IRS No.: **201665019**

SIC: **7370** Computer programming, data processing, etc.

Mailing Address

1601 WILLOW ROAD
MENLO PARK CA 94025

Business Address

1601 WILLOW ROAD
MENLO PARK CA 94025
650-618-7714

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

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

1. Name and Address of Reporting Person Zuckerberg Mark			2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB and CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012			
C/O FACEBOOK, INC., 1601 WILLOW ROAD			4. If Amendment, Date Original Filed(Month/Day/Year) 12/18/2012		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
MENLO PARK, CA 94025						
(City)						
(State)						
(Zip)						

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	12/18/2012		C	(1)	18,000,000	(1)	A	\$ 0	18,000,116	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
Class A Common Stock	12/18/2012		G	V	18,000,000	(3)	D	\$ 0	116	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)

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 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 (4)	(4)	12/18/2012		C		18,000,000		(4)	(4)	Class A Common Stock (5)	18,000,000	\$ 0	391,788,289 (6)	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)

Class B Common Stock ⁽⁴⁾	(4)							(4)	(4)	Class A Common Stock	3,380,796 ⁽⁷⁾		3,380,796 ⁽⁷⁾	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008 ⁽⁸⁾
Class B Common Stock ⁽⁴⁾	(4)							(4)	(4)	Class A Common Stock	3		3	I	By Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012 ⁽⁹⁾
Class B Common Stock ⁽⁴⁾	(4)							(4)	(4)	Class A Common Stock	30,432,762 ⁽¹⁰⁾		30,432,762 ⁽¹⁰⁾	D	

Explanation of Responses:

1. Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
2. Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
3. Represents shares of Class A Common Stock that Mark Zuckerberg donated as a gift to Silicon Valley Community Foundation ("SVCF"). Mr. Zuckerberg does not exercise voting or investment control, directly or indirectly, over SVCF or any of its affiliates, or over the donated shares following this transfer.
4. 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.
5. The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
6. Includes 36,027 shares distributed by The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
7. Excludes 36,027 shares contributed to The Mark Zuckerberg Trust dated July 7, 2006.
8. Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
9. Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 2012.
10. This amendment is being filed solely to include the share holdings reported in this line, which were inadvertently omitted from the reporting person's original Form 4 filed on December 18, 2012. No new transactions are being reported herein.

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

** Signature of Reporting Person

01/17/2013

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.