

Andreessen Marc L
Form 4
November 14, 2012

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)
11/13/2012

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 11/13/2012 | | C | | 1,604,776 | A | \$ 0 1,604,776 | I | By Andreessen Horowitz Fund I, L.P. as nominee ⁽¹⁾ |
| Class A Common Stock | 11/13/2012 | | J ⁽²⁾ | V | 1,604,776 | D | \$ 0 0 | I | By Andreessen Horowitz Fund I, L.P. as nominee ⁽¹⁾ |
| Class A Common | 11/13/2012 | | C | | 3,571,431 | A | \$ 0 3,571,431 | I | By Andreessen |

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| Stock | | | | | | | | | |
|----------------------|------------|-------------------|-------------|---|------|-----------|---|--|--|
| | | | | | | | | | Horowitz Fund II, L.P. as nominee ⁽³⁾ |
| Class A Common Stock | 11/13/2012 | C | 3,035,700 | A | \$ 0 | 3,035,700 | I | | By FBAH, L.P. ⁽⁴⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽⁵⁾ | V 3,035,700 | D | \$ 0 | 0 | I | | By FBAH, L.P. ⁽⁴⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽⁶⁾ | V 466,125 | A | \$ 0 | 466,125 | I | | By AH Equity Partners I, L.L.C. ⁽⁷⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽⁸⁾ | V 466,125 | D | \$ 0 | 0 | I | | By AH Equity Partners I, L.L.C. ⁽⁷⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽⁹⁾ | V 159,675 | A | \$ 0 | 159,675 | I | | By AH Equity Partners II, L.L.C. ⁽¹⁰⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽¹¹⁾ | V 159,675 | D | \$ 0 | 0 | I | | By AH Equity Partners II, L.L.C. ⁽¹⁰⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽¹²⁾ | V 9,509 | A | \$ 0 | 9,509 | I | | By AH Capital Management, L.L.C. ⁽¹³⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽¹⁴⁾ | V 9,509 | D | \$ 0 | 0 | I | | By AH Capital Management, L.L.C. ⁽¹³⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽¹⁵⁾ | 7,755 | A | \$ 0 | 13,626 | I | | By The Andreessen 1996 Charitable Remainder Unitrust ⁽¹⁶⁾ |
| Class A Common Stock | 11/13/2012 | J ⁽¹⁷⁾ | V 295,579 | A | \$ 0 | 295,579 | I | | By The Andreessen 1996 Living Trust ⁽¹⁸⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------------------------------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Class B Common Stock ⁽¹⁹⁾ | <u>(19)</u> | 11/13/2012 | | C | | 1,604,776 | | <u>(19)</u> | <u>(19)</u> | Class A Common Stock ⁽²⁰⁾ | 1,604,776 |
| Class B Common Stock ⁽¹⁹⁾ | <u>(19)</u> | 11/13/2012 | | C | | 3,571,431 | | <u>(19)</u> | <u>(19)</u> | Class A Common Stock ⁽²⁰⁾ | 3,571,431 |
| Class B Common Stock ⁽¹⁹⁾ | <u>(19)</u> | 11/13/2012 | | C | | 3,035,700 | | <u>(19)</u> | <u>(19)</u> | Class A Common Stock ⁽²⁰⁾ | 3,035,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Andreessen Marc L
 C/O ANDREESSEN HOROWITZ X
 2865 SAND HILL RD., STE. 101
 MENLO PARK, CA 94025

Signatures

/s/ David Kling as attorney-in-fact for Marc L. Andreessen

11/14/2012

__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) The reporting person is one of the Managing Members of AH Equity Partners I, L.L.C. ("AHEP I"), 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.

(2) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund I to general and limited partners of funds for which it acts as nominee without consideration.

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- (3) The reporting person is one of the Managing Members of AH Equity Partners II, L.L.C. ("AHEP II"), 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.

- (4) The reporting person is one of the Managing Members of AHEP II, 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.

- (5) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by FBAH to its general and limited partners without consideration.

- (6) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund I to general and limited partners of funds for which it acts as nominee without consideration.

- (7) The reporting person is one of the Managing Members of AHEP I, and may be deemed to share voting and investment power over the securities held by AHEP 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.

- (8) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP I to its members and assignees without consideration.

- (9) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by FBAH to its general and limited partners without consideration.

- (10) The reporting person is one of the Managing Members of AHEP II, and may be deemed to share voting and investment power over the securities held by AHEP 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.

- (11) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHEP II to its members and assignees without consideration. See also footnote (3) above.

- (12) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund I to general and limited partners of funds for which it acts as nominee, and by AHEP II to its members and assignees, without consideration.

- (13) The reporting person is one of the Managing Members of AH Capital Management, L.L.C. ("AHCM"), and may be deemed to share voting and investment power over the securities held by AHCM. 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.

- (14) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AHCM to its members and assignees without consideration.

- (15) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Greylock XII Limited Partnership to its general and limited partners without consideration.

- (16) 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.

- (17) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by AH Fund I to general and limited partners of funds for which it acts as nominee, and by each of AHEP I and AHEP II to its members and assignees, without consideration.

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

- (19) 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.

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

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.