

Andreessen Marc L
 Form 4
 September 05, 2012

FORM 4

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

OMB APPROVAL

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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, 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)
 08/31/2012

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 Ownership (Instr. 4)
Class A Common Stock				(A) Code V Amount (D) Price	5,871	I	By The Andreessen 1996 Charitable Remainder Unitrust ⁽¹⁾

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

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SEC 1474 (9-02)

number.

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 Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock ⁽²⁾	<u>(2)</u>	08/31/2012		A	1,783,084 ⁽³⁾	<u>(2)</u> <u>(2)</u>	Class A Common Stock 1,783,084
Class B Common Stock ⁽²⁾	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Class A Common Stock 3,571,434
Class B Common Stock ⁽²⁾	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Class A Common Stock 3,035,700

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
 **Signature of Reporting Person
 09/05/2012
 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)

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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.

- (2) 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.

Shares received in exchange for 1,731,301 shares of Instagram, Inc. ("Instagram") common stock in connection with the merger of Instagram into the issuer (the "Merger"), the Merger consideration of which consisted of shares of the issuer's Class B Common Stock and cash. On the effective date of the Merger, the closing price of the issuer's Class A Common Stock (into which the Class B Common Stock is convertible) was \$18.058 per share. Of the 1,783,084 shares of Class B Common Stock issued to Andreessen Horowitz Fund I, L.P. as nominee ("AH Fund I") in the Merger, 178,308 shares are currently being held in escrow and are subject to forfeiture during the escrow period to satisfy claims arising as a result of, among other things, Instagram's breach of any of its representations and warranties or covenants and agreements set forth in the amended and restated merger agreement dated April 20, 2012.

- (4) The reporting person is one of the Managing Members of AH Equity Partners I, L.L.C., which is the General Partner of 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.

- (5) 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.

- (6) 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.

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.