

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

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2012

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

C/O ANDREESSEN
HOROWITZ, 2865 SAND HILL
RD., STE. 101

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)			
				(A) or (D)	Price					
				Code	V	Amount				
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⁾
	11/13/2012		C	3,571,431	A	\$ 0	3,571,431	I		

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Class A Common Stock									By Andreessen 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.

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- (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.
- 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.
- (3) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) The reporting person and JP Morgan Trust Company, NA are the Trustees of The Andreessen 1996 Living Trust.
- (18)

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- (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.

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