Facebook Inc
Form SC 13G/A
February 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)***

**Facebook, Inc.**

**(Name of Issuer)**

**Class A Common Stock, par value $0.000006 per share**

**(Title of Class of Securities)**

**30303M 102**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

¨ Rule 13d-1(c)

þ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAMES OF REPORTING PERSONS

S.S. or I.R.S. Identification Nos. of Above Persons (Entities Only)

Mark Zuckerberg

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ¨ (b) ¨

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER<br>475,145,004 (1)(2) |
| | **6** | SHARED VOTING POWER<br>0 |
| | **7** | SOLE DISPOSITIVE POWER<br>426,252,091 (2)(3) |
| | **8** | SHARED DISPOSITIVE POWER<br>0 |

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

475,145,004 (1)(2)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ¨

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

17.6% (2)(4)(5)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Consists of (i) 45,083,762 shares of Class B Common Stock held of record by Mark Zuckerberg, (ii) 3,297,765 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008, (iii) 241 shares of Class A Common Stock and 373,871,320 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006, (iv) 3 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012, (v) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated May 8, 2014, (vi) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated May 8, 2014, (vii) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated May 8, 2014, and (viii) 48,892,913 shares of Class B Common Stock held by other stockholders, over which, under all but certain limited circumstances, Mark Zuckerberg holds an irrevocable proxy, pursuant to voting agreements between Mark Zuckerberg, the Issuer, and such stockholders.

(2) Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock.

(3) Consists of (i) 45,083,762 shares of Class B Common Stock held of record by Mark Zuckerberg, (ii) 3,297,765 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008, (iii) 241 shares of Class A Common Stock and 373,871,320 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006, (iv) 3 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012, (v) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated May 8, 2014, (vi) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated May 8, 2014, and (vii) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated May 8, 2014.

(4) Based on the quotient obtained by dividing (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 2,234,113,007 shares of Class A Common Stock outstanding as of December 31, 2014, as reported by the Issuer to the Reporting Person, and (ii) the aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Person. The aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.

(5) Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes. There were 562,792,201 shares of Class B Common Stock outstanding as of December 31, 2014, as reported by the Issuer to the Reporting Person, including the 471,145,763 shares of Class B Common Stock beneficially owned by the Reporting Person. The percentage reported does not reflect the ten for one voting power of the Class B Common Stock because these shares are treated as converted into Class A Common Stock for the purpose of this report.

**Item 1(a) Name of Issuer:**
Facebook, Inc.

**Item 1(b) Address of Issuer s Principal Executive Offices:**
1601 Willow Road, Menlo Park, California 94025

**Item 2(a) Name of Person Filing:**
Mark Zuckerberg

**Item 2(b) Address of Principal Business Office or, if none, Residence:**
The address for the principal business office of Mark Zuckerberg is:

c/o Facebook, Inc.

1601 Willow Road, Menlo Park, California 94025

**Item 2(c) Citizenship:**
Mark Zuckerberg-United States

**Item 2(d) Title of Class of Securities:**
Class A Common Stock, par value $0.000006 per share

**Item 2(e) CUSIP No.:**
30303M 102

**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
This statement is not filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c).

**Item 4 Ownership**:
**(a) Amount beneficially owned:**

475,145,004 (1)(2)

**(b) Percent of class:**

17.6% (2)(3)(4)

**(c) Number of shares as to which the person has:**

*(i) Sole power to vote or direct the vote or to direct the vote:*

475,145,004 (1)(2)

*(ii) Shared power to vote or to direct the vote:*

None.

*(iii) Sole power to dispose or to direct the disposition of:*

426,252,091 (2)(5)

*(iv) Shared power to dispose of or direct the disposition of:*

None.

(1) Consists of (i) 45,083,762 shares of Class B Common Stock held of record by Mark Zuckerberg, (ii) 3,297,765 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008, (iii) 241 shares of Class A Common Stock and 373,871,320 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006, (iv) 3 shares of Class B Common Stock held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012, (v) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated May 8, 2014, (vi) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated May 8, 2014, (vii) 1,333,000 shares of Class A Common Stock held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated May 8, 2014, and (viii) 48,892,913 shares of Class B Common Stock held by other stockholders, over which, under all but certain limited circumstances, Mark Zuckerberg holds an irrevocable proxy, pursuant to voting agreements between Mark Zuckerberg, the Issuer, and such stockholders.

(2) Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock.

(3) Based on the quotient obtained by dividing (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Item 4(a) by (b) the sum of (i) 2,234,113,007 shares of Class A Common Stock outstanding as of December 31, 2014, as reported by the Issuer to the Reporting Person, and (ii) the aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Person. The aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.

(4) Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes. There were 562,792,201 shares of Class B Common Stock outstanding as of December 31, 2014, as reported by the Issuer to the Reporting Person, including the 471,145,763 shares of Class B Common Stock beneficially owned by the Reporting Person. The percentage reported does not reflect the ten for one voting power of the Class B Common Stock because these shares are treated as converted into Class A Common Stock for the purpose of this report.

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Zuckerberg 2014 GRAT No. 3 dated May 8, 2014.

**Item 5 Ownership of Five Percent or Less of a Class:**
Not applicable.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**
Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**
Not applicable.

**Item 8 Identification and Classification of Members of the Group:**
Not applicable.

**Item 9 Notice of Dissolution of Group:**
Not applicable.

**Item 10 Certifications:**
Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2015

**MARK ZUCKERBERG**

/s/ Mark Zuckerberg
Name: Mark Zuckerberg