

Facebook Inc
Form 4
May 24, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DST USA II Ltd

(Last) (First) (Middle)

24 DE CASTRO ST. WICKAMS
CAY 1

(Street)

TORTOLA, D8

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	05/22/2012		C ⁽³⁾		2,104,467	A	\$ 0
Class A Common Stock	05/22/2012		S		27,178,393	D	\$ 37.582

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V	Date Exercisable	Expiration Date	Title
Series A Preferred Stock	(1)	05/22/2012		C		(1)	(1)	Class B Common Stock
Series E Preferred Stock	(1)	05/22/2012		C		(1)	(1)	Class B Common Stock
Class B Common Stock	(2)	05/22/2012		C	25,297,887 (1)	(2)	(2)	Class A Common Stock
Class B Common Stock	(2)	05/22/2012		C	2,104,467 (2)	(2)	(2)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DST USA II Ltd 24 DE CASTRO ST. WICKAMS CAY 1 TORTOLA, D8	X

Signatures

/s/ Brett Armitage, director of DST USA II Limited
 05/24/2012
 **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) 17,790,052 shares of the Series A Preferred Stock and 7,507,835 shares of the Series E Preferred Stock, which were each convertible into shares of Class B Common Stock on a one-for-one basis at any time and had no expiration date, converted into 25,297,887 shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- (2) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value (subject to certain exceptions). 2,104,467 shares of Class B Common Stock were converted on a 1-for-1 basis into shares of Class A Common Stock in connection with the sale of such shares in the initial public offering.

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- (3) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

Remarks:

Due to the management agreement with DST Global Advisors Limited, DST USA II Limited ("DUSAI") was deemed to be p

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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