

BREYER JAMES  
Form 4  
February 05, 2013

**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 \*  
**BREYER JAMES**

(Last) (First) (Middle)

**C/O ACCEL PARTNERS, 428  
UNIVERSITY AVENUE**

(Street)

**PALO ALTO, CA 94301**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2013**

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/01/2013		J <sup>(1)</sup>		101,722	D	\$ 0	0	I	By Accel Meritech Associates III L.L.C. <sup>(2)</sup>
Class A Common Stock	02/01/2013		J <sup>(1)</sup>		56,518	D	\$ 0	0	I	By Accel Meritech Investors III L.L.C. <sup>(3)</sup>
Class A Common	02/01/2013		J <sup>(1)</sup>		20,425	A	\$ 0	10,984,169	I	By James W. Breyer

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Stock								as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 <sup>(4)</sup>
Class A Common Stock	02/01/2013	S <sup>(5)</sup>	1,007,957	D	\$ 30.1568 <u>(6)</u>	9,976,212	I	By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 <sup>(4)</sup>
Class A Common Stock	02/01/2013	S <sup>(5)</sup>	95,726	D	\$ 30.8304 <u>(7)</u>	9,880,486	I	By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 <sup>(4)</sup>
Class A Common Stock	02/01/2013	S <sup>(5)</sup>	82,165	D	\$ 30.1568 <u>(6)</u>	622,098	I	By James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <sup>(8)</sup>
Class A Common Stock	02/01/2013	S <sup>(5)</sup>	7,801	D	\$ 30.8303 <u>(7)</u>	614,297	I	By James W. Breyer as Trustee of the James W. Breyer 2011 Annuity

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									Trust 1, dated March 10, 2011 <sup>(8)</sup>
									By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 <sup>(4)</sup>
Class A Common Stock	02/04/2013		S <sup>(5)</sup>	1,275,820	D	\$ 28.6 <u>(9)</u>	8,604,666	I	
Class A Common Stock	02/04/2013		S <sup>(5)</sup>	52,309	D	\$ 29.11 <u>(10)</u>	8,552,357	I	By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 <sup>(4)</sup>

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

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(9-02)

**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)	8. Price Derivati Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>	Class A Common	139,144

Stock (11)

Class B Common Stock <u>(11)</u>	<u>(11)</u>	<u>(11)</u>	<u>(11)</u>	Class A Common	15,461
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301			X	

## Signatures

/s/ Michael Johnson as attorney-in-fact for James W. Breyer	02/05/2013
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  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) Transactions reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Accel Meritech Associates III L.L.C. ("AMA III") and Accel Meritech Investors III L.L.C. ("AMI III") to their respective members without consideration.

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(2) The reporting person is one of the Managing Members of AMA III, and may be deemed to share voting and investment power over the securities held by AMA III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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) The reporting person is one of the Managing Members of AMI III, and may be deemed to share voting and investment power over the securities held by AMI III. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.

(5) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.64 to \$30.63 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.64 to \$31.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (7).

(8) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.07 to \$29.0611 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9).

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.07 to \$29.16 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (10).

(11) 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.

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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