

Facebook Inc
Form 4
May 24, 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 *
DST Global III, L.P.

(Last) (First) (Middle)

C/O TULLOCH & CO., 4 HILL STREET

(Street)

LONDON, X0 W1J5NE

(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)
___ Form filed by One Reporting Person
X 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 | | S | | 590,337 | D | \$ 37.582 |
| Class A Common Stock | 05/22/2012 | | S | | 17,750,421 | D | \$ 37.582 |
| | | | | | | I | 1,106,880 |
| | | | | | | I | 30,372,774 |
| | | | | | | | D (1) |
| | | | | | | | See Footnote (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DST Global III, L.P. C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J5NE | | X | | |
| DST Managers Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| DST Global Advisors Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| Cardew Services Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |

Signatures

| | |
|--|------------|
| /s/ DST Global III, L.P., By: DST Managers Limited, its general partner, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| **Signature of Reporting Person | Date |
| /s/ DST Managers Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee | 05/24/2012 |
| <u>Signature of Reporting Person</u> | 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).

These shares are owned directly by DST Global III, L.P., whose general partner is DST Manager Limited, which is a wholly-owned subsidiary of DST Global Advisors Limited, which is a wholly-owned subsidiary of Cardew Services Limited, which is a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST Global III, L.P. and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.
- (1) DST Global Advisors Limited may be deemed to have an indirect pecuniary interest in these shares, which are held by an unrelated third party, by virtue of an entitlement to fees based on investment performance of the shares. DST Global Advisors Limited disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

Remarks:

Due to a management agreement with DST USA II Limited, DST Global Advisors Limited was deemed to have beneficial ownership of the shares.

Exhibit List:

Exhibit 99 - Joint Filer Information

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.