

Facebook Inc
Form 3
May 17, 2012

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 II, L.P. (Last) (First) (Middle) C/O TULLOCH & CO., 4 HILL STREET (Street) LONDON, X0 W1J 5NE (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2012 | 3. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Class A Common Stock | 5,995,203 | D ⁽¹⁾ | ^ |
| Class A Common Stock | 48,123,195 | I | See Footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|---------------------------------------|---|
|---|--|--|--|---------------------------------------|---|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|------------------------|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DST GLOBAL II, L.P. C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | ^ | ^ 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

| | |
|---|------------|
| DST Global II, L.P., By: DST Managers Limited, its general partner, By: /s/ Alastair Tulloch, Secretary | 05/17/2012 |
| __Signature of Reporting Person | Date |
| DST Managers Limited, By: /s/ Alastair Tulloch, Secretary | 05/17/2012 |
| __Signature of Reporting Person | Date |
| DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary | 05/17/2012 |
| __Signature of Reporting Person | Date |
| Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary | 05/17/2012 |
| __Signature of Reporting Person | Date |
| Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary | 05/17/2012 |
| __Signature of Reporting Person | Date |
| The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee | 05/17/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are owned directly by DST Global II, 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 II, L.P. and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.

(2) Of the reporting persons, only 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.

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Remarks:

ExhibitÂ List

ExhibitÂ 99Â -Â JointÂ FilerÂ 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.