PATTERSON ARTHUR C
Form 4
May 22, 2012

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACCEL IX LP

(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)
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		C		10,844,263	A	$ 0	10,844,263	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 (1)

Class A Common Stock	05/22/2012	S	3,375,545	D	$ 37.58	7,468,718	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 (1)
Class A Common Stock	05/22/2012	C	704,263	A	$ 0	704,263	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 (2)
Class A Common Stock	05/22/2012	C	149,527,730	A	$ 0	149,527,730	I	By Accel IX L.P. (3)
Class A Common Stock	05/22/2012	S	43,216,317	D	$ 37.58	106,311,413	I	By Accel IX L.P. (3)
Class A Common Stock	05/22/2012	C	15,931,653	A	$ 0	15,931,653	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	05/22/2012	S	4,604,228	D	$ 37.58	11,327,425	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	05/22/2012	C	13,939,214	A	$ 0	13,939,214	I	By Accel Investors 2005 L.L.C. (5)

Class A Common Stock	05/22/2012	S	4,028,678	D	$ 37.58	9,910,536	I	By Accel Investors 2005 L.L.C. (5)
Class A Common Stock	05/22/2012	C	2,422,564	A	$ 0	2,422,564	I	By Accel Growth Fund L.P. (6)
Class A Common Stock	05/22/2012	S	2,422,564	D	$ 37.58	0	I	By Accel Growth Fund L.P. (6)
Class A Common Stock	05/22/2012	C	47,291	A	$ 0	47,291	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	05/22/2012	S	47,291	D	$ 37.58	0	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	05/22/2012	C	32,278	A	$ 0	32,278	I	By Accel Growth Fund Investors 2009 L.L.C. (8)
Class A Common Stock	05/22/2012	S	32,278	D	$ 37.58	0	I	By Accel Growth Fund Investors 2009 L.L.C. (8)

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.

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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 Underl (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preferred Stock (9)	(9)	05/22/2012		C			10,161,282	(9)	(9)	Clas Comm Stock
Class B Common Stock (10)	(10)	05/22/2012		C		10,211,171		(10)	(10)	Clas Comm Sto
Series C Convertible Preferred Stock (11)	(11)	05/22/2012		C			630,000	(11)	(11)	Clas Comm Stock
Class B Common	(10)	05/22/2012		C		633,092		(10)	(10)	Clas Comm

Stock (10)							Sto
Class B Common Stock (10)	(10)	05/22/2012	C		10,844,263	(10)	(10)	Clas Com Stock
Series B Convertible Preferred Stock (9)	(9)	05/22/2012	C		630,823	(9)	(9)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	633,920		(10)	(10)	Clas Com Sto

Series C Convertible Preferred Stock (11)	(11)	05/22/2012	C		70,000	(11)	(11)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	70,343		(10)	(10)	Clas Com Sto
Class B Common Stock (10)	(10)	05/22/2012	C		704,263	(10)	(10)	Clas Com Stock
Series B Convertible Preferred	(9)	05/22/2012	C		139,733,902	(9)	(9)	Clas Com Stock

Stock (9)							
Class B Common Stock (10)	(10)	05/22/2012	C	140,419,959		(10)	(10)	Clas Com Sto
Series C Convertible Preferred Stock (11)	(11)	05/22/2012	C		9,063,280	(11)	(11)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	9,107,771		(10)	(10)	Clas Com Sto
Class B Common Stock (10)	(10)	05/22/2012	C		149,527,730	(10)	(10)	Clas Com Stock
Series B Convertible Preferred Stock (9)	(9)	05/22/2012	C		14,888,296	(9)	(9)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	14,961,394		(10)	(10)	Clas Com Sto
Series C Convertible Preferred Stock (11)	(11)	05/22/2012	C		965,520	(11)	(11)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	970,259		(10)	(10)	Clas Com Sto
Class B Common Stock (10)	(10)	05/22/2012	C		15,931,653	(10)	(10)	Clas Com Stock
Series B Convertible Preferred Stock (9)	(9)	05/22/2012	C		13,026,232	(9)	(9)	Clas Com Stock
Class B Common	(10)	05/22/2012	C	13,090,187		(10)	(10)	Clas Com

Stock (10)							Sto
Series C Convertible Preferred Stock (11)	(11)	05/22/2012	C		844,880	(11)	(11)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C	849,027		(10)	(10)	Clas Com Sto
Class B Common Stock (10)	(10)	05/22/2012	C		13,939,214	(10)	(10)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C		2,422,564	(10)	(10)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C		47,291	(10)	(10)	Clas Com Stock
Class B Common Stock (10)	(10)	05/22/2012	C		32,278	(10)	(10)	Clas Com Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL IX LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005 C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

James W. Breyer, Trustee of The James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	
EFRUSY KEVIN C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	
GOUW RANZETTA THERESIA C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	
PATTERSON ARTHUR C C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	

Signatures

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX L.P.	05/22/2012
**Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005	05/22/2012
**Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011	05/22/2012
**Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for Kevin Efrusy	05/22/2012
**Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for Theresia Gouw Ranzetta	05/22/2012
**Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for Arthur C. Patterson	05/22/2012
**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) James W. Breyer, a Director of the issuer, is trustee of the James W. Breyer 2005 Trust dated March 25, 2005.

(2) James W. Breyer, a Director of the issuer, is Trustee the of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.

(3) Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), has sole voting and investment power over the securities held by Accel IX. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of A9A and may be deemed to share voting and investment power over the shares held of record by Accel IX. Each of such individuals disclaims beneficial ownership of such securities except to the

extent of his or her pecuniary interest therein. 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) A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), has sole voting and investment power over the securities held by Accel SP. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of A9A and may be deemed to share voting and investment power over the shares held of record by Accel SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(5) Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of Accel Investors 2005 L.L.C. ("Accel 2005"), and may be deemed to share voting and investment power over the securities held by Accel 2005. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

(6) Accel Growth Fund Associates L.L.C ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), has sole voting and investment power over the securities held by Accel Growth. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a managing member of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(7) AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), has sole voting and investment power over the securities held by Accel Growth SP. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(8) Each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009"), and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

(9) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(10) 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.

(11) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1.004909 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

Remarks:

This report is the same as the Form 4 filed by Accel IX L.P. of identical date and together comprise a single Form 4. Combine

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.

Explanation of Responses: