

BREYER JAMES
Form 4
October 29, 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 *
BREYER JAMES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2012

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

(Street)
PALO ALTO, CA 94301

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

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	10/25/2012		J ⁽¹⁾	V	724,144	D	\$ 0	0	I	By Accel Growth Fund Associates L.L.C. ⁽²⁾
Class A Common Stock	10/25/2012		J ⁽¹⁾	V	16,491,451	D	\$ 0	0	I	By Accel IX Associates L.L.C. ⁽³⁾
Class A Common Stock	10/25/2012		J ⁽¹⁾	V	4,632,980	D	\$ 0	5,277,556	I	By Accel Investors 2005

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Class A Common Stock	10/25/2012	C	37,120	A	\$ 0	37,120	I	L.L.C. ⁽⁴⁾ By Accel Growth Fund Investors 2009 L.L.C. ⁽⁵⁾
Class A Common Stock	10/25/2012	J ⁽¹⁾	V 37,120	D	\$ 0	0	I	By Accel Growth Fund Investors 2009 L.L.C. ⁽⁵⁾
Class A Common Stock	10/25/2012	J ⁽⁶⁾	V 176,416	D	\$ 0	0	I	By Accel Meritech Associates III L.L.C. ⁽⁷⁾
Class A Common Stock	10/25/2012	J ⁽⁶⁾	V 98,018	D	\$ 0	0	I	By Accel Meritech Investors III L.L.C. ⁽⁸⁾
Class A Common Stock	10/25/2012	J ⁽⁹⁾	V 3,280,320	A	\$ 0	10,749,038	I	By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 ⁽¹⁰⁾
Class A Common Stock	10/25/2012	S ⁽¹¹⁾	3,563,387	D	\$ 22.7736 ⁽¹²⁾	7,185,651	I	By James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005 ⁽¹⁰⁾
Class A Common Stock						704,263	I	By James W. Breyer as Trustee of the

James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 ⁽¹³⁾

Class A Common Stock		56,612,648	I	By Accel IX L.P. ⁽¹⁴⁾
Class A Common Stock		6,032,562	I	By Accel IX Strategic Partners L.P. ⁽¹⁵⁾

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock ⁽¹⁶⁾	<u>(16)</u>	10/25/2012		C	37,120	<u>(16)</u> <u>(16)</u>	Class A Common Stock ⁽¹⁷⁾ 37,120
Class B Common Stock ⁽¹⁶⁾	<u>(16)</u>					<u>(16)</u> <u>(16)</u>	Class A Common Stock 4,741,307
Class B Common	<u>(16)</u>					<u>(16)</u> <u>(16)</u>	Class A Common 92,554

Stock <u>(16)</u>								Stock	
Class B Common Stock <u>(16)</u>	<u>(16)</u>		<u>(16)</u>	<u>(16)</u>				Class A Common Stock	139,144
Class B Common Stock <u>(16)</u>	<u>(16)</u>		<u>(16)</u>	<u>(16)</u>				Class A Common Stock	15,461

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

10/29/2012

 **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) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel Growth Fund Associates L.L.C. ("AGFA"), Accel IX Associates L.L.C. ("A9A"), Accel Investors 2005 L.L.C. ("Accel 2005") and Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009") to their respective members without consideration. Distribution transactions were executed pursuant to a plan established in compliance with the requirements of Rule 10b5-1.
 - (2) The reporting person is one of the Managing Members of AGFA, and may be deemed to share voting and investment power over the securities held by AGFA. 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 A9A, and may be deemed to share voting and investment power over the shares held of record by A9A. 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) The reporting person is one of the Managing Members of Accel 2005, and may be deemed to share voting and investment power over the securities held by Accel 2005. 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.
 - (5) The reporting person is one of the Managing Members of Accel Growth 2009, and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by AGFA, A9A, Accel 2005, Accel Growth 2009, AMA III and AMI III to their respective members without consideration.
 - (10) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.
 - (11) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 1, 2012.
 - (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.48 to \$23.29 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 (12).
 - (13) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.
 - (14) 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, the reporting person is one of the Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by Accel IX. The reporting person disclaims beneficial ownership of such securities except to the extent of his 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.
 - (15) 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, the reporting person is one of the Managing Members of A9A and may be deemed to share voting and investment

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power over the shares held of record by Accel SP. 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.

- (16) 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.
- (17) 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.

- (18) 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, the reporting person is one of the Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth. 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.

- (19) 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, the reporting person is one of the Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth SP. 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.

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.