FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Mail.ru Group Ltd
   OFFICE 3307, SHATHA TOWER
   DUBAI MEDIA CITY, DUBAI CO

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   Officer (give title below) X 10% Owner
   Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)
   05/22/2012

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/22/2012

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/22/2012</td>
<td>C (1)</td>
<td>A (1)</td>
<td>18,274,924</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/22/2012</td>
<td>S</td>
<td>D</td>
<td>19,600,699</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Series E Preferred Stock</td>
<td>(1)</td>
<td>05/22/2012</td>
<td>C (1)</td>
<td>29,359,825</td>
<td>(1)</td>
<td>Class B Common Stock 29,359,825</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(1)</td>
<td>05/22/2012</td>
<td>C (1)</td>
<td>29,359,825</td>
<td>(1)</td>
<td>Class A Common Stock 29,359,825</td>
<td>$0</td>
<td>55,026,235</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(1)</td>
<td>05/22/2012</td>
<td>C (1)</td>
<td>18,274,924</td>
<td>(1)</td>
<td>Class A Common Stock 18,274,924</td>
<td>$0</td>
<td>36,751,311</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The Series E Preferred Stock automatically converted into shares of Class B Common Stock on a 1-for-1 basis in connection with consummation of the initial public offering. 18,274,924 shares of Class B Common Stock were converted on a 1-for-1 basis into shares of Class A Common Stock in connection with the sale of such shares in the initial public offering. The Class B Common Stock is convertible on a 1-for-1 basis into shares of Class A Common stock (i) at any time at the option of the holder, and (ii) mandatorily upon the occurrence of specified events.

2. No expiration date.

/s/ Mail.ru Group Limited. By: /s/
Matthew Hammond, Managing Director
05/24/2012

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.