

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>DST GLOBAL II, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Facebook Inc [ FB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2012</u>					
C/O TULLOCH & CO., 4 HILL STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	LONDON	X0						
(City)	(State)	(Zip)						

**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		2,085,289	D	\$37.582	3,909,914	D <sup>(1)</sup>	
Class A Common Stock	05/22/2012		S		17,750,421	D	\$37.582	30,372,774	I	See Footnote <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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)

1. Name and Address of Reporting Person\*  
DST Managers Ltd

(Last) (First) (Middle)  
C/O TULLOCH & CO., 4 HILL STREET

(Street)  
LONDON X0 W1J 5NE

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">DST Global Advisors Ltd</a>		
(Last)	(First)	(Middle)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)		
LONDON	X0	W1J 5NE
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Cardew Services Ltd</a>		
(Last)	(First)	(Middle)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)		
LONDON	X0	W1J 5NE
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Orland Properties Ltd</a>		
(Last)	(First)	(Middle)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)		
LONDON	X0	W1J 5NE
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Channel Trustees Ltd as trustee of the Yury Milner Trust</a>		
(Last)	(First)	(Middle)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)		
LONDON	X0	W1J 5NE
(City)	(State)	(Zip)

**Explanation of Responses:**

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. 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 shares held directly and reported by DST USA II Limited, including shares sold on May 22, 2012, but DST Global Advisors Limited had no pecuniary interest in such shares. The management agreement was terminated on May 22, 2012 following consummation of the Issuer's initial public offering, and DST Global Advisors Limited now has no beneficial ownership or pecuniary interest in such shares. Exhibit List: Exhibit 99 - Joint Filer Information

/s/ DST Global II, L.P. By:  
DST Managers Limited, its  
general partner By: /s/ 05/24/2012  
Alastair Tulloch, Secretary  
/s/ DST Managers Limited,  
By: /s/ Alastair Tulloch, 05/24/2012  
Secretary

/s/ DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary 05/24/2012  
/s/ Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary 05/24/2012  
/s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary 05/24/2012  
/s/ The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee 05/24/2012  
\*\* Signature of Reporting Person    Date

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.**