

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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 USA II Ltd</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>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
24 DE CASTRO ST. WICKAMS CAY 1			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>TORTOLA D8</u>								
(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		C <sup>(3)</sup>		2,104,467	A	\$0	27,178,393	D		
Class A Common Stock	05/22/2012		S		27,178,393	D	\$37.582	0	D		

**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						Title
Series A Preferred Stock	(1)	05/22/2012		C		17,790,052		(1)	(1)	Class B Common Stock	17,790,052	\$0	0	D	
Series E Preferred Stock	(1)	05/22/2012		C		7,507,835		(1)	(1)	Class B Common Stock	7,507,835	\$0	0	D	
Class B Common Stock	(2)	05/22/2012		C		25,297,887 <sup>(1)</sup>		(2)	(2)	Class A Common Stock	25,297,887 <sup>(2)</sup>	\$0	53,063,958	D	
Class B Common Stock	(2)	05/22/2012		C		2,104,467 <sup>(2)</sup>		(2)	(2)	Class A Common Stock	2,104,467	\$0	50,959,491	D	

**Explanation of Responses:**

- 17,790,052 shares of the Series A Preferred Stock and 7,507,835 shares of the Series E Preferred Stock, which were each convertible into shares of Class B Common Stock on a one-for-one basis at any time and had no expiration date, converted into 25,297,887 shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value (subject to certain exceptions). 2,104,467 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.
- Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

**Remarks:**

Due to the management agreement with DST Global Advisors Limited, DST USA II Limited ("DUSAII") was deemed to be part of a "group" with DST Global Advisors Limited and the other persons for whom DST Global Advisors Limited served as investment manager at the time of the closing of the initial public offering. Following Facebook, Inc.'s (the "Issuer") IPO, such management agreement became terminable. After the right to terminate arose, the shares of the Issuer beneficially owned by DUSAII are also beneficially owned by Epion Holdings Limited ("Epion") as the owner of a class of shares of DUSAII that would enable Epion to control the voting and disposition of the Issuer's shares held by DUSAII. The management agreement was terminated after the closing of the IPO. Epion also owns a 25.3% economic interest in Mail.ru Group Limited ("Mail.ru"). Because of its ownership of Class A shares of Mail.ru, which carry increased voting rights, Epion, according to Mail.ru, currently holds approximately 50.3% of the voting power of Mail.ru; Epion, however, is currently entitled to name 3 out of 10 members of the board of directors of Mail.ru. According to the Issuer's final prospectus relating to the IPO, Mail.ru beneficially owns 36,751,311 shares of Class B Common Stock of the Issuer after the closing of the IPO.

/s/ Brett Armitage, director of 05/24/2012  
DST USA II Limited

\*\* 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.