

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 USA Ltd</u> (Last) (First) (Middle) <u>C/O TULLOCH & CO., 4 HILL STREET</u> (Street) <u>LONDON X0 WIJ 5NE</u> (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

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	(1)	5,875,646	A	(2)	9,821,228	D	(3)
Class A Common Stock	05/22/2012		S		9,821,228	D		0	D	(3)

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	Amount or Number of Shares				
Series A Preferred Stock	(2)	05/22/2012		C			3,630,428	(2)	(4)	Class B Common Stock	3,630,428	\$0	0	D	(3)
Class B Common Stock	(2)	05/22/2012		C		3,630,428		(2)	(4)	Class A Common Stock	3,630,428	\$0	17,120,567	D	(3)
Series E Preferred Stock	(2)	05/22/2012		C		7,169,880		(2)	(4)	Class B Common Stock	7,169,880	\$0	0	D	(3)
Class B Common Stock	(2)	05/22/2012		C		7,169,880		(2)	(4)	Class A Common Stock	7,169,880	\$0	24,290,447	D	(3)
Class B Common Stock	(2)	05/22/2012		C		5,875,646		(2)	(4)	Class A Common Stock	5,875,646	\$0	18,414,801	D	(3)

1. Name and Address of Reporting Person* <u>DST USA Ltd</u> (Last) (First) (Middle) <u>C/O TULLOCH & CO., 4 HILL STREET</u> (Street) <u>LONDON X0 WIJ 5NE</u> (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>DST Holdings Ltd</u> (Last) (First) (Middle) <u>C/O TULLOCH & CO., 4 HILL STREET</u> (Street) <u>LONDON X0 WIJ 5NE</u> (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
United Venture 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*		
Orland Properties 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*		
Channel Trustees Ltd as trustee of the Yury Milner Trust		
(Last)	(First)	(Middle)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)		
LONDON	X0	W1J 5NE
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.
- The Series A Preferred Stock and 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. 5,875,646 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.
- These shares are owned directly by DST USA Limited, whose majority ordinary shareholder is DST Holdings Limited, whose majority ordinary shareholder is United Venture Limited, a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST USA Limited and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.
- No expiration date.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

/s/ DST USA Limited, By: DST Holdings Limited, its manager 05/24/2012
By: /s/ Alastair Tulloch, Secretary
/s/ DST Holdings Limited, By: /s/ Alastair Tulloch, Secretary 05/24/2012
/s/ United Venture 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.