

Facebook Inc
Form 4
May 24, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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		S		2,085,289	D \$ 37.582	3,909,914	D ⁽¹⁾
Class A Common Stock	05/22/2012		S		17,750,421	D \$ 37.582	30,372,774	I
								See Footnote ⁽²⁾

See
Footnote
(2)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST GLOBAL II, L.P. C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
DST Managers Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
DST Global Advisors Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Cardew Services Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		

Signatures

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

__Signature of Reporting Person

Date

/s/ DST Managers Limited, By: /s/ Alastair Tulloch, Secretary 05/24/2012

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<u>Signature of Reporting Person</u>	Date
/s/ DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
<u>Signature of Reporting Person</u>	Date
/s/ Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
<u>Signature of Reporting Person</u>	Date
/s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
<u>Signature of Reporting Person</u>	Date
/s/ The Yury Milner Trust, By: /s/ Alastair, Tulloch, Trustee	05/24/2012
<u>Signature of Reporting Person</u>	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) 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 the shares.

Exhibit List:

Exhibit 99 - Joint Filer Information

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.