

Zuckerberg Mark
Form 3
May 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>^ Zuckerberg Mark</p> <p>(Last) (First) (Middle)</p> <p>C/O FACEBOOK, INC., ^ 1601 WILLOW ROAD</p> <p>(Street)</p> <p>MENLO PARK, ^ CA ^ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/17/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Facebook Inc [FB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) COB and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	632,762	\$ 0	D	Â
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	3,416,823	\$ 0	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008 ⁽²⁾
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	409,752,262	\$ 0	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ⁽³⁾
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	3	\$ 0	I	By Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012 ⁽⁴⁾
Stock option (right to buy Class B Common Stock) ⁽¹⁾	Â ⁽⁵⁾	11/07/2015	Class B Common Stock ⁽¹⁾	120,000,000	\$ 0.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Â X	Â X	Â COB and CEO	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg 05/17/2012

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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)

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The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, the Class B Common Stock will also become convertible into the issuer's Class A Common Stock on the same basis upon certain transfers of such shares.

- (2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (4) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012.
- (5) Option was fully vested on November 1, 2010.

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

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