

BREYER JAMES
Form 4
May 22, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BREYER JAMES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE**

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

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

(Street)
PALO ALTO, CA 94301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	05/22/2012		C	10,844,263 A \$0	10,844,263	I	

By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005
(1)

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Class A Common Stock	05/22/2012	S	3,375,545	D	\$ 37.58	7,468,718	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(1)</u>
Class A Common Stock	05/22/2012	C	704,263	A	\$ 0	704,263	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(2)</u>
Class A Common Stock	05/22/2012	C	149,527,730	A	\$ 0	149,527,730	I	By Accel IX L.P. <u>(3)</u>
Class A Common Stock	05/22/2012	S	43,216,317	D	\$ 37.58	106,311,413	I	By Accel IX L.P. <u>(3)</u>
Class A Common Stock	05/22/2012	C	15,931,653	A	\$ 0	15,931,653	I	By Accel IX Strategic Partners L.P. <u>(4)</u>
Class A Common Stock	05/22/2012	S	4,604,228	D	\$ 37.58	11,327,425	I	By Accel IX Strategic Partners L.P. <u>(4)</u>
Class A Common Stock	05/22/2012	C	13,939,214	A	\$ 0	13,939,214	I	By Accel Investors 2005 L.L.C. <u>(5)</u>

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Class A Common Stock	05/22/2012	S	4,028,678	D	\$ 37.58	9,910,536	I	By Accel Investors 2005 L.L.C. <u>(5)</u>
Class A Common Stock	05/22/2012	C	2,422,564	A	\$ 0	2,422,564	I	By Accel Growth Fund L.P. <u>(6)</u>
Class A Common Stock	05/22/2012	S	2,422,564	D	\$ 37.58	0	I	By Accel Growth Fund L.P. <u>(6)</u>
Class A Common Stock	05/22/2012	C	47,291	A	\$ 0	47,291	I	By Accel Growth Fund Strategic Partners L.P. <u>(7)</u>
Class A Common Stock	05/22/2012	S	47,291	D	\$ 37.58	0	I	By Accel Growth Fund Strategic Partners L.P. <u>(7)</u>
Class A Common Stock	05/22/2012	C	32,278	A	\$ 0	32,278	I	By Accel Growth Fund Investors 2009 L.L.C. <u>(8)</u>
Class A Common Stock	05/22/2012	S	32,278	D	\$ 37.58	0	I	By Accel Growth Fund Investors 2009 L.L.C. <u>(8)</u>

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Instrument (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preferred Stock ⁽⁹⁾	<u>(9)</u>	05/22/2012		C	10,161,282	<u>(9)</u>	<u>(9)</u>	Class B Common Stock
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012		C	10,211,171	<u>(10)</u>	<u>(10)</u>	Class B Common Stock
Series C Convertible Preferred Stock ⁽¹¹⁾	<u>(11)</u>	05/22/2012		C	630,000	<u>(11)</u>	<u>(11)</u>	Class C Common Stock
Class B Common	<u>(10)</u>	05/22/2012		C	633,092	<u>(10)</u>	<u>(10)</u>	Class B Common

Stock (10)

Sto

Class B
Common
Stock (10)

(10)

05/22/2012

C

10,844,263

(10)

(10)

Clas
Com
Stock

Series B
Convertible
Preferred
Stock (9)

(9)

05/22/2012

C

630,823

(9)

(9)

Clas
Com
Stock

Class B
Common
Stock (10)

(10)

05/22/2012

C

633,920

(10)

(10)

Clas
Com
Sto

Series C
Convertible
Preferred
Stock (11)

(11)

05/22/2012

C

70,000

(11)

(11)

Class
Common
Stock

Class B
Common
Stock (10)

(10)

05/22/2012

C

70,343

(10)

(10)

Class
Common
Stock

Class B
Common
Stock (10)

(10)

05/22/2012

C

704,263

(10)

(10)

Class
Common
Stock

Series B
Convertible
Preferred

(9)

05/22/2012

C

139,733,902

(9)

(9)

Class
Common
Stock

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Stock ⁽⁹⁾								
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C	140,419,959		<u>(10)</u>	<u>(10)</u>	Class Comm Sto
Series C Convertible Preferred Stock ⁽¹¹⁾	<u>(11)</u>	05/22/2012	C		9,063,280	<u>(11)</u>	<u>(11)</u>	Class Comm Stock
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C	9,107,771		<u>(10)</u>	<u>(10)</u>	Class Comm Sto
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C		149,527,730	<u>(10)</u>	<u>(10)</u>	Class Comm Stock
Series B Convertible Preferred Stock ⁽⁹⁾	<u>(9)</u>	05/22/2012	C		14,888,296	<u>(9)</u>	<u>(9)</u>	Class Comm Stock
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C	14,961,394		<u>(10)</u>	<u>(10)</u>	Class Comm Sto
Series C Convertible Preferred Stock ⁽¹¹⁾	<u>(11)</u>	05/22/2012	C		965,520	<u>(11)</u>	<u>(11)</u>	Class Comm Stock
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C	970,259		<u>(10)</u>	<u>(10)</u>	Class Comm Sto
Class B Common Stock ⁽¹⁰⁾	<u>(10)</u>	05/22/2012	C		15,931,653	<u>(10)</u>	<u>(10)</u>	Class Comm Stock
Series B Convertible Preferred Stock ⁽⁹⁾	<u>(9)</u>	05/22/2012	C		13,026,232	<u>(9)</u>	<u>(9)</u>	Class Comm Stock
Class B Common	<u>(10)</u>	05/22/2012	C	13,090,187		<u>(10)</u>	<u>(10)</u>	Class Comm

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) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.

(2) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.

The reporting person is one of the Managing Members of Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), and may be deemed to share voting and investment power over the securities held by Accel IX. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) The reporting person is one of the Managing Members of A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), and may be deemed to share voting and investment power over the securities held by Accel SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(5) The reporting person is one of the Managing Members of Accel Investors 2005 L.L.C. ("Accel 2005"), and may be deemed to share voting and investment power over the securities held by Accel 2005. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(6) The reporting person is one of the Managing Members of Accel Growth Fund Associates L.L.C. ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), and may be deemed to share voting and investment power over the securities held by Accel Growth. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(7) The reporting person is one of the Managing Members of AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), and may be deemed to share voting and investment power over the securities held by Accel Growth SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(8) The reporting person is one of the Managing Members of Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009"), and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(9) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(10) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.

(11) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1.004909 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

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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