

Facebook Inc
Form 4
May 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
DST USA Ltd

(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 | | C ⁽¹⁾ | | 5,875,646 | A | ② |
| Class A Common Stock | 05/22/2012 | | S | | 9,821,228 | D | \$ 37.582 |
| | | | | | 0 | D | ③ |

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

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(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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Preferred Stock | (2) | 05/22/2012 | | C | | 3,630,428 | (2) | (4) | Class B Common Stock |
| Class B Common Stock | (2) | 05/22/2012 | | C | 3,630,428 | | (2) | (4) | Class A Common Stock |
| Series E Preferred Stock | (2) | 05/22/2012 | | C | | 7,169,880 | (2) | (4) | Class B Common Stock |
| Class B Common Stock | (2) | 05/22/2012 | | C | 7,169,880 | | (2) | (4) | Class A Common Stock |
| Class B Common Stock | (2) | 05/22/2012 | | C | | 5,875,646 | (2) | (4) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DST USA Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| DST Holdings Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE | | X | | |
| United Venture 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 | | X | | |

LONDON, X0 W1J 5NE

Signatures

| | |
|--|------------|
| /s/ DST USA Limited, By: DST Holdings Limited, its manager, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ DST Holdings Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ United Venture Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary | 05/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee | 05/24/2012 |
| __Signature of Reporting Person | 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) 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.
 - (3) 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.
 - (4) No expiration date.

Remarks:

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.