

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)

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

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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)

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

(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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