

Facebook Inc  
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	
DST USA Ltd		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/17/2012	
C/O TULLOCH & CO., 4 HILL STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LONDON, X0 W1J 5NE			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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)
Class A Common Stock	3,945,582	D <sup>(1)</sup>	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (1) (Instr. 5)	
Class B Common Stock	Â (2)	Â (3)	Class A Common Stock	13,490,139	\$ (2)	D (1)	Â
Series A Preferred Stock	Â (2)	Â (3)	Class B Common Stock	3,630,428	\$ (2)	D (1)	Â
Series E Preferred Stock	Â (2)	Â (3)	Class B Common Stock	7,169,880	\$ (2)	D (1)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
DST Holdings Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
United Venture Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â

## Signatures

DST USA Limited, By: DST Holdings Limited, its manager, By: /s/ Alastair Tulloch, Secretary

05/17/2012

\_\_Signature of Reporting Person

Date

DST Holdings Limited, By: /s/ Alastair Tulloch, Secretary

05/17/2012

\_\_Signature of Reporting Person

Date

United Venture Limited, By: /s/ Alastair Tulloch, Secretary

05/17/2012

\_\_Signature of Reporting Person

Date

Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary 05/17/2012  
\_\_Signature of Reporting Person Date

The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee 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).  

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.
- (1) The Series A Preferred Stock and Series E Preferred Stock will automatically convert into shares of Class B Common Stock on a 1-for-1 basis in connection with consummation of an 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.
- (2) No expiration date.
- (3)

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### Remarks:

ExhibitÂ List:

ExhibitÂ 99Â -Â JointÂ FilerÂ 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.