

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 II Ltd		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/17/2012	
24 DE CASTRO ST. WICKAMS CAY 1		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
TORTOLA, D8		<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input 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	25,073,926	D	D

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)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock 27,766,071 \$ (1)		D Â
Series A Preferred Stock	Â (2)	Â (2)	Class B Common Stock (1) 17,790,052 \$ (2)		D Â
Series E Preferred Stock	Â (3)	Â (3)	Class B Common Stock (1) 7,507,835 \$ (3)		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA II Ltd 24 DE CASTRO ST. WICKAMS CAY 1 TORTOLA, D8	Â	Â X	Â	Â

Signatures

/s/ Brett Armitage, director of DST USA II Limited

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).

Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A

(1) Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value (subject to certain exceptions).

The Series A Preferred Stock is convertible into Class B Common Stock on a one-for-one basis at any time and has no expiration date.

(2) The Series A Preferred Stock will automatically convert into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock.

The Series E Preferred Stock is convertible into Class B Common Stock on a one-for-one basis at any time and has no expiration date.

(3) The Series E Preferred Stock will automatically convert into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock.

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Remarks:

Due to the management agreement with DST Global Advisors Limited, DST USA II Limited is a de

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.