

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	
Mail.ru Group Ltd			05/17/2012	Facebook Inc [FB]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
OFFICE 3307, SHATHA TOWER				(Check all applicable)	
(Street)				☐ Director ☐ Officer (give title below)	☒ 10% Owner ☐ Other (specify below)
DUBAI MEDIA CITY, DUBAI, C0				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		☒ Form filed by One Reporting Person ☐ 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	1,325,775	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) Title	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 (2)	Class A Common Stock	25,666,410 \$ (1)		D	Â
Series E Preferred Stock	Â (1)	Â (2)	Class B Common Stock	29,359,825 \$ (1)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mail.ru Group Ltd OFFICE 3307, SHATHA TOWER DUBAI MEDIA CITY, DUBAI, C0	Â	Â X	Â	Â

Signatures

Mail.ru Group Limited, By: /s/ Matthew Hammond, Managing Director

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).

- The Series E Preferred Stock will automatically convert into shares of Class B Common Stock on a 1-for-1 basis in connection with
- (1) 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.

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.