Meritech Capital Partners III LP
Form 4
May 22, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meritech Management Associates III L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE 350

(Street)

PALO ALTO, CA 94301

(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)]		6,873,496	A	[(2)]	6,873,496	I	See footnote [(3)]
Class A Common Stock	05/22/2012		S		6,873,496	D	$ 37.58	0	I	See footnote [(3)]
Class A Common Stock	05/22/2012		C[(1)]		125,284	A	[(2)]	125,284	I	See footnote [(4)]
Class A Common	05/22/2012		S		125,284	D	$ 37.58	0	I	See footnote

Stock	(4)

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

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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) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C Convertible Preferred Stock	(5)	05/22/2012		C(5)			34,367,483	(5)	(5)	Class B Common Stock	34,36
Series C Convertible Preferred Stock	(5)	05/22/2012		C(5)			626,420	(5)	(5)	Class B Common Stock	626
Class B Common Stock	(2)	05/22/2012		C(1)			6,873,496	(2)	(2)	Class A Common Stock	6,87
Class B Common Stock	(2)	05/22/2012		C(1)			125,284	(2)	(2)	Class A Common Stock	125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meritech Management Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
Meritech Capital Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
Meritech Capital Partners III LP		X		

245 LYTTON AVENUE, SUITE 350
PALO ALTO, CA 94301

MERITECH CAPITAL AFFILIATES III L P
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

MADERA PAUL S
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

GORDON MICHAEL B
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

Bischof George
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

Ward Rob
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

Signatures

/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C. 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C. 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Partners III L.P. 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Affiliates III L.P. 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Paul S. Madera 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Michael B. Gordon 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for George H. Bischof 05/22/2012

**Signature of Reporting Person Date

/s/ Joel Backman, by power of attorney for Rob Ward

05/22/2012

**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.

(2) Each share of Class B Common Stock is convertible at any time (a) at the holder's option or (b) upon certain transfers of such shares, into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

(3) The reported securities are held of record by Meritech Capital Partners III L.P. ("MCP III"). Meritech Capital Associates III L.L.C., the general partner of MCP III, has sole voting and dispositive power with respect to the securities held by MCP III. The managing member of Meritech Capital Associates III L.L.C. is Meritech Management Associates III L.L.C. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of Meritech Management Associates III L.L.C., share voting and dispositive power with respect to the shares held by MCP III. Such persons and entities disclaim beneficial ownership of the securities held by MCP III except to the extent of any pecuniary interest therein.

(4) The reported securities are held of record by Meritech Capital Affiliates III L.P ("MCA III"). Meritech Capital Associates III L.L.C., the general partner of MCA III, has sole voting and dispositive power with respect to the securities held by MCA III. The managing member of Meritech Capital Associates III L.L.C. is Meritech Management Associates III L.L.C. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of Meritech Management Associates III L.L.C., share voting and dispositive power with respect to the shares held by MCA III. Such persons and entities disclaim beneficial ownership of the securities held by MCA III except to the extent of any pecuniary interest therein.

(5) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1.004909 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had 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.
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