Facebook Inc
Form 4
May 24, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] DST Global III, L.P.	2. Issuer Name **and** Ticker or Trading Symbol Facebook Inc [FB]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2012	(Check all applicable) _____ Director __X__ 10% Owner _____ Officer (give title _____ Other (specify below) below)
C/O TULLOCH & CO., 4 HILL STREET		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
LONDON, X0 W1J5NE		

| (City)   (State)   (Zip) | **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		S		590,337	D	$37.582	1,106,880	D [(1)]	
Class A Common Stock	05/22/2012		S		17,750,421	D	$37.582	30,372,774	I	See Footnote [(2)]

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

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SEC 1474
(9-02)

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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST Global III, L.P. C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J5NE		X		
DST Managers Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
DST Global Advisors Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Cardew Services Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		

Signatures

/s/ DST Global III, L.P., By: DST Managers Limited, its general partner, By: /s/ Alastair Tulloch, Secretary	05/24/2012
[**]Signature of Reporting Person	Date
/s/ DST Managers Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012

**Signature of Reporting Person	Date
/s/ DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
**Signature of Reporting Person	Date
/s/ Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
**Signature of Reporting Person	Date
/s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary	05/24/2012
**Signature of Reporting Person	Date
/s/ The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee	05/24/2012
**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)   These shares are owned directly by DST Global III, L.P., whose general partner is DST Manager Limited, which is a wholly-owned subsidiary of DST Global Advisors Limited, which is a wholly-owned subsidiary of Cardew Services Limited, which is a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST Global III, L.P. and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.

(2)   DST Gl obal Advisors Limited may be deemed to have an indirect pecuniary interest in these shares, which are held by an unrelated third party, by virtue of an entitlement to fees based on investment performance of the shares. DST Global Advisors Limited disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

Remarks:
Due to a management agreement with DST USA II Limited, DST Global Advisers Limited was deemed to have beneficial ow

Exhibit List:
Exhibit 99 - Joint Filer Information

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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