

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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
Meritech Management Associates III L.L.C.	5/17/2012	Facebook Inc [FB]
(Last) (First) (Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
245 LYTTON AVENUE, SUITE 350	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
PALO ALTO, CA 94301		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock (1)	(1)	(1)	Class B Common Stock (2)	34367483	(1)	I	See footnote (3)
Series C Convertible Preferred Stock (1)	(1)	(1)	Class B Common Stock (2)	626420	(1)	I	See footnote (4)
Class B Common Stock (2)	(2)	(2)	Class A Common Stock	5265340	(2)	I	See footnote (3)
Class B Common Stock (2)	(2)	(2)	Class A Common Stock	95980	(2)	I	See footnote (4)

Explanation of Responses:

- (1) Each share of the issuer's Series C Convertible Preferred Stock will automatically be converted into 1.00491 shares of the issuer's Class B Common Stock immediately upon the closing of issuer's IPO (as defined in FN 2) and has no expiration date.
- (2) Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended (the "IPO"), the Class B Common Stock will become convertible (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) Shares held directly by Meritech Capital Partners III L.P. ("MCP III"). Meritech Management Associates III L.L.C. (the managing member of Meritech Capital Associates III L.L.C., which serves as the general partner of MCP III) and Paul Madera, Michael Gordon, Rob Ward and George Bischof (the managing members of Meritech Management Associates III L.L.C.) may be deemed to share voting and dispositive power over the shares held by MCP III. Such persons and entities disclaim beneficial ownership of shares held by MCP III except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Shares held directly by Meritech Capital Partners III L.P. ("MCA III"). Meritech Management Associates III L.L.C. (the managing member of Meritech Capital Associates III L.L.C., which serves as the general partner of MCA III) and Paul Madera, Michael Gordon, Rob Ward and George Bischof (the managing members of Meritech Management Associates III L.L.C.) may be deemed to share voting and dispositive power over the shares held by MCA III. Such persons and entities disclaim beneficial ownership of shares held by MCA III except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
MERITECH CAPITAL AFFILIATES III L P 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
MADERA PAUL S 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
Bischof George 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		

Signatures

/s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C.	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C.	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Partners III L.P.	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Affiliates III L.P.	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Paul S. Madera	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Michael B. Gordon	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for Rob Ward	5/17/2012
** Signature of Reporting Person	Date
/s/ Joel Backman as attorney-in-fact for George Bischof	5/17/2012
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Meritech Management Associates III L.L.C. or such other person or entity as is designated in writing by Paul Madera (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to each Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Joel Backman (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

December 5, 2011 MERITECH MANAGEMENT ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company

By: /s/ Paul Madera
Paul Madera,
Managing Member

December 5, 2011 MERITECH CAPITAL ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company

By: MERITECH MANAGEMENT ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Paul Madera
Paul Madera,
Managing Member

December 5, 2011 MERITECH CAPITAL PARTNERS III L.P.,
a Delaware Limited Partnership

By: MERITECH CAPITAL ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: MERITECH MANAGEMENT ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Paul Madera
Paul Madera,
Managing Member

December 5, 2011 MERITECH CAPITAL AFFILIATES III L.P.,
a Delaware Limited Partnership

By: MERITECH CAPITAL ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company

Its General Partner

By: MERITECH MANAGEMENT ASSOCIATES III L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Paul Madera
Paul Madera,
Managing Member

December 5, 2011 By: /s/ Paul Madera
Paul Madera

December 5, 2011 By: /s/ Mike Gordon
Mike Gordon

December 5, 2011 By: /s/ George Bischof
George Bischof

December 5, 2011 By: /s/ Rob Ward
Rob Ward