

# FORM 3

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

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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

1. Name and Address of Reporting Person *  <b>DST Global III, L.P.</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>5/17/2012</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>Facebook Inc [FB]</b>
(Last) (First) (Middle)  <b>C/O TULLOCH &amp; CO., 4 HILL STREET</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	
(Street)  <b>LONDON, X0 W1J5NE</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  ____ Form filed by One Reporting Person <input checked="" 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)
<b>Class A Common Stock</b>	<b>1697217</b>	<b>D (1)</b>	
<b>Class A Common Stock</b>	<b>48123195</b>	<b>I</b>	<b>See Footnote (2)</b>

**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			

### Explanation of Responses:

- (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) Of the reporting persons, only DST Global 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:

## Exhibit List

### Exhibit 99 - Joint Filer Information

#### Reporting Owners

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

#### Signatures

**DST Global III, L.P., By: DST Managers Limited, its general partner, By: /s/ Alastair Tulloch, Secretary**

**5/17/2012**

\*\* Signature of Reporting Person

Date

**DST Managers Limited, By: /s/ Alastair Tulloch, Secretary**

**5/17/2012**

\*\* Signature of Reporting Person

Date

**DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary**

**5/17/2012**

\*\* Signature of Reporting Person

Date

**Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary**

**5/17/2012**

\*\* Signature of Reporting Person

Date

**Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary**

**5/17/2012**

\*\* Signature of Reporting Person

Date

**The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee**

**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.

## Form 3 Joint Filer Information

Names: DST Global III, L.P.  
DST Managers Limited  
DST Global Advisors Limited  
Cardew Services Limited  
Orland Properties Limited

Address: c/o Tulloch & Co.  
4 Hill Street  
London W1J 5NE  
United Kingdom

Designated Filer: DST Global III, L.P.

Issuer & Ticker Symbol: Facebook, Inc. (FB)

Date of Event Requiring  
Statement: 5/17/12

Signature: /s/ Alastair Tulloch  
-----  
Secretary

Name: The Yury Milner Trust

Address: c/o Tulloch & Co.  
4 Hill Street  
London W1J 5NE  
United Kingdom

Designated Filer: DST Global III, L.P.

Issuer & Ticker Symbol: Facebook, Inc. (FB)

Date of Event Requiring  
Statement: 5/17/12

Signature: /s/ Alastair Tulloch  
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Trustee