

FORM 4

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

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
DST USA Ltd			Facebook Inc [FB]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O TULLOCH & CO., 4 HILL STREET			5/22/2012					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LONDON, X0 W1J 5NE						<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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/22/2012		C (1)	5875646 A (2)	9821228	D (3)	
Class A Common Stock	5/22/2012		S	9821228 D \$37.582	0	D (3)	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Series A Preferred Stock	(2)	5/22/2012		C	3630428	(2) (4)	Class B Common Stock 3630428	\$0	0	D (3)	
Class B Common Stock	(2)	5/22/2012		C	3630428	(2) (4)	Class A Common Stock 3630428	\$0	17120567	D (3)	
Series E Preferred Stock	(2)	5/22/2012		C	7169880	(2) (4)	Class B Common Stock 7169880	\$0	0	D (3)	
Class B Common Stock	(2)	5/22/2012		C	7169880	(2) (4)	Class A Common Stock 7169880	\$0	24290447	D (3)	
Class B Common Stock	(2)	5/22/2012		C	5875646	(2) (4)	Class A Common Stock 5875646	\$0	18414801	D (3)	

Explanation of Responses:

- (1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.
- (2) The Series A Preferred Stock and Series E Preferred Stock automatically converted into shares of Class B Common Stock on a 1-for-1

basis in connection with consummation of the initial public offering. 5,875,646 shares of Class B Common Stock were converted on a 1-for-1 basis into shares of Class A Common Stock in connection with the sale of such shares in the 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.

- (3) These shares are owned directly by DST USA Limited, whose majority ordinary shareholder is DST Holdings Limited, whose majority ordinary shareholder is United Venture Limited, a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST USA Limited and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.
- (4) No expiration date.

Remarks:

Exhibit List:

Exhibit 99 - Joint Filer Information

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
DST Holdings Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
United Venture 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 USA Limited, By: DST Holdings Limited, its manager, By: /s/ Alastair Tulloch, Secretary

5/24/2012

** Signature of Reporting Person

Date

/s/ DST Holdings Limited, By: /s/ Alastair Tulloch, Secretary

5/24/2012

** Signature of Reporting Person

Date

/s/ United Venture Limited, By: /s/ Alastair Tulloch, Secretary

5/24/2012

** Signature of Reporting Person

Date

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

5/24/2012

** Signature of Reporting Person

Date

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

5/24/2012

** 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 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).

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 4 Joint Filer Information

Names: DST USA Limited
DST Holdings Limited
United Venture Limited
Orland Properties Limited

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

Designated Filer: DST USA Limited

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

Date of Event Requiring
Statement: 5/22/12

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 USA Limited

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

Date of Event Requiring
Statement: 5/22/12

Signature: /s/ Alastair Tulloch

Trustee