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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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)
ACCEL IX LP	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)
<div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE	3. Date of Earliest Transaction (MM/DD/YYYY) 5/22/2012	
<div style="display: flex; justify-content: space-between;"> (Street) </div> PALO ALTO, CA 94301	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

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		S		43216317	D	\$37.58	106311413	I	IX L.P. (3)
Class A Common Stock	5/22/2012		C		15931653	A	\$0.00	15931653	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	5/22/2012		S		4604228	D	\$37.58	11327425	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	5/22/2012		C		13939214	A	\$0.00	13939214	I	By Accel Investors 2005 L.L.C. (5)
Class A Common Stock	5/22/2012		S		4028678	D	\$37.58	9910536	I	By Accel Investors 2005 L.L.C. (5)
Class A Common Stock	5/22/2012		C		2422564	A	\$0.00	2422564	I	By Accel Growth Fund L.P. (6)
Class A Common Stock	5/22/2012		S		2422564	D	\$37.58	0	I	By Accel Growth Fund L.P. (6)
Class A Common Stock	5/22/2012		C		47291	A	\$0.00	47291	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	5/22/2012		S		47291	D	\$37.58	0	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	5/22/2012		C		32278	A	\$0.00	32278	I	By Accel Growth Fund Investors 2009 L.L.C. (8)
Class A Common Stock	5/22/2012		S		32278	D	\$37.58	0	I	By Accel Growth Fund Investors 2009 L.L.C. (8)

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

[illegible]

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				
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		633920		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock	633920	\$0.00	649381	I	Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 ⁽²⁾
Series C Convertible Preferred Stock ⁽¹¹⁾	⁽¹¹⁾	5/22/2012		C		70000		⁽¹¹⁾	⁽¹¹⁾	Class B Common Stock ⁽¹⁰⁾	70343	\$0.00	0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 ⁽²⁾
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		70343		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock	70343	\$0.00	719724	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 ⁽²⁾
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		704263		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock ⁽¹²⁾	704263	\$0.00	15461	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 ⁽²⁾
Series B Convertible Preferred Stock ⁽⁹⁾	⁽⁹⁾	5/22/2012		C		139733902		⁽⁹⁾	⁽⁹⁾	Class B Common Stock ⁽¹⁰⁾	140419959	\$0.00	0	I	By Accel IX L.P. ⁽³⁾
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		140419959		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock	140419959	\$0.00	140419959	I	By Accel IX L.P. ⁽³⁾
Series C Convertible Preferred Stock ⁽¹¹⁾	⁽¹¹⁾	5/22/2012		C		9063280		⁽¹¹⁾	⁽¹¹⁾	Class B Common Stock ⁽¹⁰⁾	9107771	\$0.00	0	I	By Accel IX L.P. ⁽³⁾
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		9107771		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock	9107771	\$0.00	149527730	I	By Accel IX L.P. ⁽³⁾
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	5/22/2012		C		149527730		⁽¹⁰⁾	⁽¹⁰⁾	Class A Common Stock ⁽¹²⁾	149527730	\$0.00	0	I	By Accel IX L.P. ⁽³⁾
Series B Convertible Preferred Stock	⁽⁹⁾	5/22/2012		C		14888296		⁽⁹⁾	⁽⁹⁾	Class B Common Stock	14961394	\$0.00	0	I	By Accel IX Strategic Partners

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				
(9)										(10)					L.P. (4)
Class B Common Stock (10)	(10)	5/22/2012		C		14961394		(10)	(10)	Class A Common Stock	14961394	\$0.00	14961394	I	By Accel IX Strategic Partners L.P. (4)
Series C Convertible Preferred Stock (11)	(11)	5/22/2012		C		965520		(11)	(11)	Class B Common Stock (10)	970259	\$0.00	0	I	By Accel IX Strategic Partners L.P. (4)
Class B Common Stock (10)	(10)	5/22/2012		C		970259		(10)	(10)	Class A Common Stock	970259	\$0.00	15931653	I	By Accel IX Strategic Partners L.P. (4)
Class B Common Stock (10)	(10)	5/22/2012		C		15931653		(10)	(10)	Class A Common Stock (12)	15931653	\$0.00	0	I	By Accel IX Strategic Partners L.P. (4)
Series B Convertible Preferred Stock (9)	(9)	5/22/2012		C		13026232		(9)	(9)	Class B Common Stock (10)	13090187	\$0.00	0	I	By Accel Investors 2005 L.L.C. (5)
Class B Common Stock (10)	(10)	5/22/2012		C		13090187		(10)	(10)	Class A Common Stock	13090187	\$0.00	13090187	I	By Accel Investors 2005 L.L.C. (5)
Series C Convertible Preferred Stock (11)	(11)	5/22/2012		C		844880		(11)	(11)	Class B Common Stock (10)	849027	\$0.00	0	I	By Accel Investors 2005 L.L.C. (5)
Class B Common Stock (10)	(10)	5/22/2012		C		849027		(10)	(10)	Class A Common Stock	849027	\$0.00	13939214	I	By Accel Investors 2005 L.L.C. (5)
Class B Common Stock (10)	(10)	5/22/2012		C		13939214		(10)	(10)	Class A Common Stock (12)	13939214	\$0.00	0	I	By Accel Investors 2005 L.L.C. (5)
Class B Common Stock (10)	(10)	5/22/2012		C		2422564		(10)	(10)	Class A Common Stock (13)	2422564	\$0.00	7527256	I	By Accel Growth Fund L.P. (6)
Class B Common Stock (10)	(10)	5/22/2012		C		47291		(10)	(10)	Class A Common Stock (13)	47291	\$0.00	146939	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class B Common Stock (10)	(10)	5/22/2012		C		32278		(10)	(10)	Class A Common Stock (13)	32278	\$0.00	100292	I	By Accel Growth Fund Investors 2009 L.L.C. (8)

Explanation of Responses:

- (1) James W. Breyer, a Director of the issuer, is trustee of the James W. Breyer 2005 Trust dated March 25, 2005.
- (2) James W. Breyer, a Director of the issuer, is Trustee the of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.
- (3) Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), has sole voting and investment power over the securities held by Accel IX. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of A9A and may be deemed to share voting and investment power over the shares held of record by Accel IX. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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) A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), has sole voting and investment power over the securities held by Accel SP. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of A9A and may be deemed to share voting and investment power over the shares held of record by Accel SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.
- (5) Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of Accel Investors 2005 L.L.C. ("Accel 2005"), and may be deemed to share voting and investment power over the securities held by Accel 2005. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.
- (6) Accel Growth Fund Associates L.L.C ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), has sole voting and investment power over the securities held by Accel Growth. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a managing member of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.
- (7) AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), has sole voting and investment power over the securities held by Accel Growth SP. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.
- (8) Each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member of Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009"), and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.
- (9) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 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.
- (10) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.
- (11) 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.
- (12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

Remarks:

This report is the same as the Form 4 filed by Accel IX L.P. of identical date and together comprise a single Form 4. Combined the reports report the holdings for the following reporting persons: Accel Growth Fund Investors 2009 L.L.C., Accel Growth Fund Associates L.L.C., Accel Growth Fund L.P., Accel Growth Fund Strategic Partners L.P., Accel IX Associates L.L.C., Accel IX L.P., Accel IX Strategic Partners L.P., Accel Investors 2005 L.L.C., James W.

Breyer, Trustee of James W. Breyer 2005 Trust dated March 25, 2005, James W. Breyer, Trustee, James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011, James W. Breyer, Ping Li, Kevin J. Efrusy, Theresia Gouw Ranzetta and Arthur C. Patterson.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL IX LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005 C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
James W. Breyer, Trustee of The James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
EFRUSY KEVIN C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
GOUW RANZETTA THERESIA C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
PATTERSON ARTHUR C C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Signatures

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX L.P.

5/22/2012

** Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005

5/22/2012

** Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011

5/22/2012

** Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for Kevin Efrusy

5/22/2012

** Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for Theresia Gouw Ranzetta

5/22/2012

** Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for Arthur C. Patterson

5/22/2012

** 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.

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