

[] 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 Addr	ess of Re	porting Person	* 2. Iss	suer Nam	ne <b>and</b>	Ti	cker or Tr	adi	ng Syn	bol 5. Relationship of Reporting (Check all applicable)	Person(s)	to Issuer			
ACCEL IX LI			Fac	ebook l	Inc [ l	FE	<b>3</b> ]								
(Last)	3. Da	ate of Ear	rliest T	rai	nsaction (1	MM/	11)	<b>X</b> 10%							
							Officer (give title below) _below)	Other	(specify						
C/O ACCEL I	PARTN	ERS, 428			5/2	22	2/2012			below)					
UNIVERSITY	AVEN	IUE													
		Amendn DD/YYYY		ate	Original	File	ed	6. Individual or Joint/Group (Applicable Line)	6. Individual or Joint/Group Filing (Check						
PALO ALTO,	(141141)	<i>DD</i> , 1111,	,					ripplicable Ellicy	Applicable Line)						
(City)		Form filed by One Reporting Pers.  X Form filed by More than One Re													
										· ·	,				
		Table I - Non				_				or Beneficially Owned		1			
1.Title of Security (Instr. 3)			2. Trans. Date		3. Trans. Code	•	4. Securitie (A) or Disp			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	7. Nature of Indirect			
				Execution Date, if	(Instr. 8)	_	(Instr. 3, 4 a	and 5	5)	(Instr. 3 and 4)	Form: Direct (D)	Beneficial Ownership			
				any				(A) or			or Indirect (I) (Instr.	(Instr. 4)			
					Code	V	Amount	(D)	Price		4)				
												By James W.			
												Breyer as Trustee of			
			5/22/2012									James W.			
Class A Common Stoc	k		5/22/2012		С		10844263	A	\$0.00	10844263	I	Breyer 2005			
												Trust dated			
												March 25,			
												2005 (1)			
												By James W.			
												Breyer as Trustee of			
	_		5/22/2012		_			D			_	James W. Breyer			
Class A Common Stoc	k				S		3375545		\$37.58	7468718	I	2005			
												Trust dated			
												March 25,			
						L						2005 (1) By James			
												W.			
												Breyer as Trustee of			
												James W. Breyer			
Class A Common Stoc	k		5/22/2012		C		704263	A	\$0.00	704263	I	2011			
												Annuity Trust 1,			
												dated March 10,			
												2011 <sup>(2)</sup>			
			5/22/2012			T	149527730					By Accel			
Class A Common Stoc	k		31 221 2012		С		17/34/130	A	\$0.00	149527730	I	IX L.P.			
												By Accel			

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if	3. Trans. Code (Instr. 8)		4. Securitie (A) or Disp (Instr. 3, 4	osed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		any	Code	v	Amount	(A) or (D)			Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock	5/22/2012		s		43216317	D	\$37.58	106311413	I	IX L.P.
Class A Common Stock	5/22/2012		С		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		С		13939214	A	\$0.00	13939214	I	By Accel Investors 2005 L.L.C.
Class A Common Stock	5/22/2012		s		4028678	D	\$37.58	9910536	I	By Accel Investors 2005 L.L.C.
Class A Common Stock	5/22/2012		С		2422564	A	\$0.00	2422564	I	By Accel Growth Fund L.P.
Class A Common Stock	5/22/2012		s		2422564	D	\$37.58	0	I	By Accel Growth Fund L.P.
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		С		32278	A	\$0.00	32278	I	By Accel Growth Fund Investors 2009 L.L.C.
Class A Common Stock	5/22/2012		s		32278	D	\$37.58	0	I	By Accel Growth Fund Investors 2009 L.L.C.

2. Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative	3. Trans. Date	Execution Date, if	4. Trans. Code (Instr. 8)		Acquired (A Disposed of	A) or f (D)		on Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	derivative Securities Beneficially Owned	Form of Derivative Security: Direct (D)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported	(I) (Instr.		
(9)	5/22/2012		С			10161282	(9)	(9)	Class B Common Stock (10)	10211171	\$0.00	0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25 2005 (1)	
(10)	5/22/2012		С		10211171		(10)	(10)	Class A Common Stock	10211171	\$0.00	10350315	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005	
(11)	5/22/2012		С			630000	(11)	(11)	Class B Common Stock (10)	633092	\$0.00	0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25 2005 (1)	
(10)	5/22/2012		С		633092		(10)	(10)	Class A Common Stock	633092	\$0.00	10983407	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005 (1)	
(10)	5/22/2012		С			10844263	(10)	(10)	Class A Common Stock	108442643	\$0.00	139144	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005 (1)	
(9)	5/22/2012		С			630823	(9)	(9)	Class B Common Stock (10)	633920	\$0.00	0	I	By James W. Breyer as Trustee o James W. Breyer 2011 Annuity Trust 1, dated March 10	
	(10)	Conversion or Exercise Price of Derivative Security  (9) 5/22/2012  (10) 5/22/2012  (10) 5/22/2012	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Price of Price of Poerivative Security	Conversion or Exercise Price of Depting any   Code   Cod	Conversion of Exercise Price of Derivative Securities Security   Security	Conversion of Exercise Price of Derivative Securities   Execution Conde   Price of Derivative Security   Price of Derivative Securities   Pr	Conversion   Core   Exercise   Price of   Date   Execution   Code   Date, if any   Code   V   (A)   (D)   Date   Expiration Date   Code   V   (A)   (D)   Date   Expiration   Date   Expiration   Date   Expiration   Date   Expiration   Date   Expiration   Date   Expiration   Date   Date	Conversion   Dute of Exercise   Price of   Dute   Execution   Price of   Price of   Dute   Security   Price of   Dute   Security   Price of   Dute   Security   Price of   Dute   Security   Securit	Conversion   Date of Exercise   Date of Code   Date of Code o	Conversion   Date   Demonstrative   Demonstr	Conversion   Date   December   Executive   December   Executive   December   December	Conversion   Date   Defended   Execution   Date   Execution   Date   Execution   Date   Defended   Defended	

1. Title of Derivate Security	ble II - Do	3. Trans.	3A. Deemed	4.		5. Number of	of	6. Date Exe	rcisable	7. Title an	d Amount	8. Price of Derivative	9. Number	10.	11. Nature of Indirect
(Instr. 3)	or Exercise Price of Derivative Security	Date	Execution Date, if any	Trans Code (Instr 8)		Derivative S Acquired (A Disposed of (Instr. 3, 4 a	A) or f (D)	and Expirati	on Date	of Securiti Underlyin Derivative (Instr. 3 and	g Security		derivative Securities Beneficially Owned Following	Form of Derivative	Beneficia Ownershi (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			(I) (Instr.	
Class B Common Stock (10)	(10)	5/22/2012		С		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
Series C Convertible Preferred Stock (11)	(11)	5/22/2012		С			70000	(11)	(11)	Class B Common Stock (10)	70343	\$0.00	0	I	By James W. Breyer as Trustee o James W Breyer 2011 Annuity Trust 1, dated March 10 2011
Class B Common Stock (10)	(10)	5/22/2012		С		70343		(10)	(10)	Class A Common Stock	70343	\$0.00	719724	I	By James W. Breyer as Trustee o James W Breyer 2011 Annuity Trust 1, dated March 10 2011
Class B Common Stock (10)	(10)	5/22/2012		С			704263	(10)	(10)	Class A Common Stock	704263	\$0.00	15461	Ī	By James W. Breyer as Trustee of James W Breyer 2011 Annuity Trust 1, dated March 10
Series B Convertible Preferred Stock	(9)	5/22/2012		С			139733902	(9)	(9)	Class B Common Stock	140419959	\$0.00	0	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С		140419959		(10)	(10)	Class A Common Stock	140419959	\$0.00	140419959	I	By Accel IX L.P.
Series C Convertible Preferred Stock	(11)	5/22/2012		С			9063280	(11)	(11)	Class B Common Stock (10)	9107771	\$0.00	0	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С		9107771		(10)	(10)	Class A Common Stock	9107771	\$0.00	149527730	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С			149527730	(10)	(10)	Class A Common Stock (12)	149527730	\$0.00	0	I	By Accel IX L.P.
Series B Convertible Preferred Stock	(9)	5/22/2012		С			14888296	(9)	(9)	Class B Common Stock	14961394	\$0.00	0	I	By Accel IX Strategic Partners

Ta	ble II - De	erivative	Securit	ies B	en	eficially (	Owned (	e.g., puts	s, calls, v	varrants	, options	, convert	ible secur	rities)	
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)	3. ·.	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4 a	Securities A) or C(D)	6. Date Exercisable and Expiration Date		7. Title an of Securiti Underlyin Derivative (Instr. 3 ar	es g Security	8. Price of Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned	Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction (s) (Instr. 4)	(I) (Instr.	
(9)										(10)					L.P. <sup>(4)</sup>
Class B Common Stock (10)	(10)	5/22/2012		С		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)	5/22/2012		С			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		С		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		С			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)	5/22/2012		С			13026232	(9)	(9)	Class B Common Stock	13090187	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С		13090187		(10)	(10)	Class A Common Stock	13090187	\$0.00	13090187	I	By Accel Investors 2005 L.L.C.
Series C Convertible Preferred Stock	(11)	5/22/2012		С			844880	(11)	(11)	Class B Common Stock	849027	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С		849027		(10)	(10)	Class A Common Stock	849027	\$0.00	13939214	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С			13939214	(10)	(10)	Class A Common Stock	13939214	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С			2422564	(10)	(10)	Class A Common Stock (13)	2422564	\$0.00	7527256	I	By Accel Growth Fund L.P.
Class B Common Stock (10)	(10)	5/22/2012		С			47291	(10)	(10)	Class A Common Stock	47291	\$0.00	146939	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class B Common Stock (10)	(10)	5/22/2012		С			32278	(10)	(10)	Class A Common Stock (13)	32278	\$0.00	100292	I	By Accel Growth Fund Investors 2009 L.L.C.

#### **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** 

Panerting Owner Name / Address		Relationsh	ips	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
ACCEL IX LP				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE		24		
PALO ALTO, CA 94301				
James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE		A		
PALO ALTO, CA 94301				
James W. Breyer, Trustee of The James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE				
PALO ALTO, CA 94301				
EFRUSY KEVIN				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE		21		
PALO ALTO, CA 94301				
GOUW RANZETTA THERESIA				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE		21		
PALO ALTO, CA 94301				
PATTERSON ARTHUR C				
C/O ACCEL PARTNERS		X		
428 UNIVERSITY AVENUE		A		
PALO ALTO, CA 94301				

### **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.						
** Signature of Reporting Person						
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						
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						
** Signature of Reporting Person	Date					
Tracy L. Sedlock as attorney-in-fact for Kevin Efrusy						
** Signature of Reporting Person	Date					
Tracy L. Sedlock as attorney-in-fact for Theresia Gouw Ranzetta						
** 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.

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.