

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
DST USA II Ltd	5/17/2012	Facebook Inc [FB]
(Last) (First) (Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
24 DE CASTRO ST. WICKAMS CAY 1	<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)
TORTOLA, D8		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Class A Common Stock	25073926	D	

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			
Class B Common Stock	(1)	(1)	Class A Common Stock	27766071	(1)	D	
Series A Preferred Stock	(2)	(2)	Class B Common Stock (1)	17790052	(2)	D	
Series E Preferred Stock	(3)	(3)	Class B Common Stock (1)	7507835	(3)	D	

Explanation of Responses:

- (1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value (subject to certain exceptions).
- (2) The Series A Preferred Stock is convertible into Class B Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Preferred Stock will automatically convert into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock.
- (3) The Series E Preferred Stock is convertible into Class B Common Stock on a one-for-one basis at any time and has no expiration date. The Series E Preferred Stock will automatically convert into Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock.

Remarks:

Due to the management agreement with DST Global Advisors Limited, DST USA II Limited is deemed to be part of a "group" with DST Global Advisors Limited and the other persons it advises.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA II Ltd 24 DE CASTRO ST. WICKAMS CAY 1 TORTOLA, D8		X		

Signatures

/s/ Brett Armitage, director of DST USA II Limited

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.