

# 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>BREYER JAMES</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 ACCEL PARTNERS, 428 UNIVERSITY AVENUE</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)  <b>PALO ALTO, CA 94301</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
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**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			
<b>Class B Common Stock</b> (1)	(1)	(1)	<b>Class A Common Stock</b>	<b>139144</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005</b> (2)
<b>Series B Convertible Preferred Stock</b> (3)	(3)	(3)	<b>Class B Common Stock</b> (1)	<b>10211171</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005</b> (2)

**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			
<b>Series C Convertible Preferred Stock</b> <sup>(4)</sup>	(4)	(4)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>633093</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005</b> <sup>(2)</sup>
<b>Class B Common Stock</b> <sup>(1)</sup>	(1)	(1)	<b>Class A Common Stock</b>	<b>15461</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011</b> <sup>(5)</sup>
<b>Series B Convertible Preferred Stock</b> <sup>(3)</sup>	(3)	(3)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>633920</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011</b> <sup>(5)</sup>
<b>Series C Convertible Preferred Stock</b> <sup>(4)</sup>	(4)	(4)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>70343</b>	<b>\$0.00</b>	<b>I</b>	<b>By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011</b> <sup>(5)</sup>
<b>Series B Convertible Preferred Stock</b> <sup>(3)</sup>	(3)	(3)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>140419959</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel IX L.P.</b> <sup>(6)</sup>
<b>Series C Convertible Preferred Stock</b> <sup>(4)</sup>	(4)	(4)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>9107771</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel IX L.P.</b> <sup>(6)</sup>
<b>Series B Convertible Preferred Stock</b> <sup>(3)</sup>	(3)	(3)	<b>Class B Common Stock</b> <sup>(1)</sup>	<b>14961394</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel IX Strategic Partners L.P.</b> <sup>(7)</sup>
<b>Series C Convertible Preferred Stock</b> <sup>(4)</sup>	(4)	(4)	<b>Class B Common Stock</b>	<b>970259</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel IX Strategic Partners</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			
			(1)				<b>L.P.</b> (7)
<b>Series B Convertible Preferred Stock</b> (3)	(3)	(3)	<b>Class B Common Stock</b> (1)	<b>13090187</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel Investors 2005 L.L.C.</b> (8)
<b>Series C Convertible Preferred Stock</b> (4)	(4)	(4)	<b>Class B Common Stock</b> (1)	<b>849027</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel Investors 2005 L.L.C.</b> (8)
<b>Class B Common Stock</b> (1)	(1)	(1)	<b>Class A Common Stock</b>	<b>9949820</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel Growth Fund L.P.</b> (9)
<b>Class B Common Stock</b> (1)	(1)	(1)	<b>Class A Common Stock</b>	<b>194230</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel Growth Fund Strategic Partners L.P.</b> (10)
<b>Class B Common Stock</b> (1)	(1)	(1)	<b>Class A Common Stock</b>	<b>132570</b>	<b>\$0.00</b>	<b>I</b>	<b>By Accel Growth Fund Investors 2009 L.L.C.</b> (11)

**Explanation of Responses:**

- (1) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended (the "IPO"), the Class B Common Stock will also become convertible into the issuer's Class A Common Stock on the same basis upon certain transfers of such shares.
- (2) Shares held of record by James W. Breyer, Trustee of James W. Breyer 2005 Trust dated March 25, 2005.
- (3) Each share of the issuer's Series B Convertible Preferred Stock will be automatically converted into 1.00491 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (4) Each share of the issuer's Series C Convertible Preferred Stock will be automatically converted into 1.004909 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (5) Shares held of record by James W. Breyer, Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.
- (6) The reporting person is one of the Managing Members of Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), and may be deemed to share voting and investment power over the securities held by Accel IX. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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.
- (7) The reporting person is one of the Managing Members of A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), and may be deemed to share voting and investment power over the securities held by Accel SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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.
- (8) The reporting person is one of the Managing Members 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. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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) The reporting person is one of the Managing Members of Accel Growth Fund Associates L.L.C ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), and may be deemed to share voting and investment power over the securities held by Accel Growth. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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.
- (10) The reporting person is one of the Managing Members of AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), and may be deemed to share voting and investment power over the securities held by Accel Growth SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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.
- (11) The reporting person is one of the Managing Members 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. The reporting person disclaims beneficial ownership over such securities except to the extent of his 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301</b>	<b>X</b>	<b>X</b>		

#### Signatures

/s/ Michael Johnson as attorney-in-fact for James W. Breyer

\*\* Signature of Reporting Person

5/17/2012

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.

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Theodore W. Ullyot, David Kling and Michael Johnson, or either of them, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Facebook, Inc. (the "Company"), Forms 3, 4s and 5s in accordance with Section 16(a) of the Exchange Act, and the rules and regulations thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4s and 5s and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to each such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4s or 5s (including amendments thereto) and agrees to reimburse the Company and each such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4s and 5s with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of April, 2012.

*/s/ JAMES W. BREYER*  
*James W. Breyer*