

# 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)
<b>Mail.ru Group Ltd</b>	<b>Facebook Inc [ FB ]</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>OFFICE 3307, SHATHA TOWER</b>	<b>5/22/2012</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>DUBAI MEDIA CITY, DUBAI, C0</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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)	18274924 A (1)	19600699	D	
Class A Common Stock	5/22/2012		S	19600699 D \$37.582	0	D	

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 E Preferred Stock	(1)	5/22/2012		C (1)	29359825	(1) (2)	Class B Common Stock 29359825	\$0	0	D	
Class B Common Stock	(1)	5/22/2012		C (1)	29359825	(1) (2)	Class A Common Stock 29359825	\$0	55026235	D	
Class B Common Stock	(1)	5/22/2012		C (1)	18274924	(1) (2)	Class A Common Stock 18274924	\$0	36751311	D	

Explanation of Responses:

- (1) The 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. 18,274,924 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.
- (2) No expiration date.

Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Mail.ru Group Ltd</b> <b>OFFICE 3307, SHATHA TOWER</b> <b>DUBAI MEDIA CITY, DUBAI, C0</b>		<b>X</b>		

### Signatures

/s/ Mail.ru Group limited, By: /s/ Matthew Hammond, Managing Director

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.

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