

Facebook Inc
Form 3
May 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â DST USA Ltd

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/17/2012

3. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

C/O TULLOCH & CO., 4 HILL STREET

(Street)

LONDON,Â X0Â W1J 5NE

(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

3,945,582

D (1) Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (2)	Â (3)	Class A Common Stock	13,490,139	\$ (2)	D (1)	Â
Series A Preferred Stock	Â (2)	Â (3)	Class B Common Stock	3,630,428	\$ (2)	D (1)	Â
Series E Preferred Stock	Â (2)	Â (3)	Class B Common Stock	7,169,880	\$ (2)	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
DST Holdings Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
United Venture Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON,Â X0Â W1J 5NE	Â	Â X	Â	Â

Signatures

DST USA Limited, By: DST
Holdings Limited, its manager, By: 05/17/2012
/s/ Alastair Tulloch, Secretary

__Signature of Reporting Person

Date

DST Holdings Limited, By: /s/
Alastair Tulloch, Secretary 05/17/2012

__Signature of Reporting Person

Date

United Venture Limited, By: /s/
Alastair Tulloch, Secretary 05/17/2012

__Signature of Reporting Person

Date

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Orland Properties Limited, By: /s/
Alastair Tulloch, Secretary

05/17/2012

__Signature of Reporting Person

Date

The Yury Milner Trust, By: /s/
Alastair Tulloch, Trustee

05/17/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These shares are owned directly by DST USA Limited, whose majority ordinary shareholder is DST Holdings Limited, whose majority ordinary shareholder is United Venture Limited, a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST USA Limited and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.

(2) The Series A Preferred Stock and Series E Preferred Stock will automatically convert into shares of Class B Common Stock on a 1-for-1 basis in connection with consummation of an 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.

(3) No expiration date.

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Remarks:

ExhibitÂ List:

ExhibitÂ 99Â -Â JointÂ FilerÂ Information

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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