

Facebook Inc
Form 4
May 24, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mail.ru Group Ltd

(Last) (First) (Middle)

OFFICE 3307, SHATHA TOWER

(Street)

DUBAI MEDIA CITY, DUBAI, C0

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock	05/22/2012		C ⁽¹⁾	18,274,924 A	19,600,699	D	
Class A Common Stock	05/22/2012		S	19,600,699 D	\$ 37.582 0	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
Series E Preferred Stock	<u>(1)</u>	05/22/2012		C <u>(1)</u>	29,359,825	<u>(1)</u>	<u>(2)</u>	Class B Common Stock
Class B Common Stock	<u>(1)</u>	05/22/2012		C <u>(1)</u>	29,359,825	<u>(1)</u>	<u>(2)</u>	Class A Common Stock
Class B Common Stock	<u>(1)</u>	05/22/2012		C <u>(1)</u>	18,274,924	<u>(1)</u>	<u>(2)</u>	Class A Common Stock

Reporting Owners

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

Signatures

/s/ Mail.ru Group limited, By: /s/ Matthew Hammond, Managing Director 05/24/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

(1) 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.

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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