

BREYER JAMES  
Form 3  
May 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BREYER JAMES		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/17/2012	
C/O ACCEL PARTNERS,Â 428 UNIVERSITY AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO,Â CAÂ 94301			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			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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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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(Instr. 5)

Class B Common Stock <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	139,144	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	10,211,171	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Series C Convertible Preferred Stock <u>(4)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Class B Common Stock <u>(1)</u>	633,093	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Class B Common Stock <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	15,461	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	633,920	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series C Convertible Preferred Stock <u>(4)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Class B Common Stock <u>(1)</u>	70,343	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	140,419,959	\$ 0	I	By Accel IX L.P. <u>(6)</u>
	Â <u>(4)</u>	Â <u>(4)</u>		9,107,771	\$ 0	I	

Series C Convertible Preferred Stock <sup>(4)</sup>			Class B Common Stock <sup>(1)</sup>				By Accel IX L.P. <sup>(6)</sup>
Series B Convertible Preferred Stock <sup>(3)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Class B Common Stock <sup>(1)</sup>	14,961,394	\$ 0	I	By Accel IX Strategic Partners L.P. <sup>(7)</sup>
Series C Convertible Preferred Stock <sup>(4)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Class B Common Stock <sup>(1)</sup>	970,259	\$ 0	I	By Accel IX Strategic Partners L.P. <sup>(7)</sup>
Series B Convertible Preferred Stock <sup>(3)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Class B Common Stock <sup>(1)</sup>	13,090,187	\$ 0	I	By Accel Investors 2005 L.L.C. <sup>(8)</sup>
Series C Convertible Preferred Stock <sup>(4)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Class B Common Stock <sup>(1)</sup>	849,027	\$ 0	I	By Accel Investors 2005 L.L.C. <sup>(8)</sup>
Class B Common Stock <sup>(1)</sup>	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Class A Common Stock	9,949,820	\$ 0	I	By Accel Growth Fund L.P. <sup>(9)</sup>
Class B Common Stock <sup>(1)</sup>	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Class A Common Stock	194,230	\$ 0	I	By Accel Growth Fund Strategic Partners L.P. <sup>(10)</sup>
Class B Common Stock <sup>(1)</sup>	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Class A Common Stock	132,570	\$ 0	I	By Accel Growth Fund Investors 2009 L.L.C. <sup>(11)</sup>

## Reporting Owners

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

## Signatures

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

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) 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

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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.

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

- (6) 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.

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

- (7) 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.

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.

- (8)

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

- (9) 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.

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

- (10) 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.

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

- (11) 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.

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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