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ROTHSCHILD JEFFREY

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/17/12 for the Period Ending 05/17/12

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Telephone	650-618-7714
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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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Rothschild Jeffrey	**5/17/2012**	**Facebook Inc [FB]**
(Last) (First) (Middle) **P.O. BOX 2929**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director ___ **X** ___ 10% Owner _____ Officer (give title below) _____ Other (specify below)	
(Street) **SAN FRANCISCO, CA 94126** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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 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)

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			
Restricted Stock Units	(2)	(2)	**Class B common stock** (1)	**525940**	**$0**	**D**	
Restricted Stock Units	(3)	(3)	**Class B common stock** (1)	**66320**	**$0**	**D**	
Restricted Stock Units	(4)	(4)	**Class B common stock** (1)	**29540**	**$0**	**D**	
Class B common stock	(1)	(1)	**Class A common**	**19177130**	(1)	**I**	**By trust** (5)

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			
			stock				
Class B common stock	(1)	(1)	**Class A common stock**	**1188190**	(1)	**I**	**By trust** (6)
Class B common stock	(1)	(1)	**Class A common stock**	**2000000**	(1)	**I**	**By trust** (7)
Class B common stock	(1)	(1)	**Class A common stock**	**2000000**	(1)	**I**	**By trust** (8)

Explanation of Responses:

(1) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.

(2) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units are vested as to 438,280 shares; the remaining shares vest at a rate of 1/48th of the total number of shares underlying the restricted stock units on the first day of each month thereafter. Vested shares will be delivered to the reporting person six months following the completion of Issuer's initial public offering.

(3) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units are vested as to 37,305 shares; the remaining shares vest at a rate of 1/16th of the total number of shares underlying the restricted stock units on each quarter thereafter, beginning on August 15, 2012. Vested shares will be delivered to the reporting person six months following the completion of Issuer's initial public offering.

(4) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units vest at a rate of 1/16th of the total number of shares underlying the restricted stock units on each quarter, beginning on January 15, 2013.

(5) Shares held of record by Jeffrey J. Rothschild and Marieke H. Rothschild as Trustees of the Jeffrey and Marieke Rothschild Revocable Living Trust Created UTA dated September 11, 2003 fbo Jeffrey J. Rothschild.

(6) Shares held of record by John Colgrove, as Trustee of the Rothschild Irrevocable Children's Trust created UTA dated April 23, 2008.

(7) Shares held of record by Jeffrey J. Rothschild, as Trustee of the Jeffrey J. Rothschild 2011 Annuity Trust dated November 29, 2011.

(8) Shares held of record by Marieke H. Rothschild, as Trustee of the Marieke H. Rothschild 2011 Annuity Trust dated November 29, 2011.

Remarks:

Exhibit 24.1: Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothschild Jeffrey **P.O. BOX 2929** **SAN FRANCISCO, CA 94126**		**X**		

Signatures

/s/ Rakesh Mehta, by Power of Attorney for Jeffrey J. Rothschild — **5/17/2012**

** 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 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 Divesh Makan and Rakesh Mehta, and each of them, his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a person who beneficially holds more than 10% of the Class A stock of Facebook, Inc. (the "Company"), Forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, Forms 4 or Forms 5 and timely file any such forms with the United States Securities and Exchange Commission and any other authority; and

(3) 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 his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any 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 or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done pursuant to this power of attorney. The undersigned acknowledges that 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.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, Forms 4, and Forms 5 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 attorneys-in-fact.

The undersigned has caused this Power of Attorney to be executed as of this 17 day of May, 2012.

/s/ Jeffrey Rothschild

Jeffrey Rothschild