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ACCEL GROWTH FUND ASSOCIATES L.L.C.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/20/12 for the Period Ending 08/16/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB

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FORM 4

[ ] 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)
ACCEL IX LP	**Facebook Inc [FB]**	
(Last) (First) (Middle) **C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE**	3. Date of Earliest Transaction (MM/DD/YYYY) **8/16/2012**	____ Director __ **X** __ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) **PALO ALTO, CA 94301** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ **X** _ 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	**8/16/2012**		**J** (1)	**V**	**49698765**	**D**	**$0.00**	**56612648**	**I**	**By Accel IX L.P.** (2)
Class A Common Stock	**8/16/2012**		**J** (1)	**V**	**5294863**	**D**	**$0.00**	**6032562**	**I**	**By Accel IX Strategic Partners L.P.** (3)
Class A Common Stock	**8/16/2012**		**C**		**2785949**	**A**	**$0.00**	**2785949**	**I**	**By Accel Growth Fund L.P.** (4)
Class A Common Stock	**8/16/2012**		**J** (1)	**V**	**2785949**	**D**	**$0.00**	**0**	**I**	**By Accel Growth Fund L.P.** (4)
Class A Common Stock	**8/16/2012**		**C**		**54385**	**A**	**$0.00**	**54385**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (5)
Class A Common Stock	**8/16/2012**		**J** (1)	**V**	**54385**	**D**	**$0.00**	**0**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (5)
Class A Common Stock	**8/16/2012**		**J** (1)	**V**	**724144**	**A**	**$0.00**	**724144**	**I**	**By Accel Growth Fund Associates L.L.C.** (6)
										By Accel

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	**8/16/2012**		**J** (1)	**V**	**16491451**	**A**	**$0.00**	**16491451**	**I**	**IX Associates L.L.C.** (7)
Class A Common Stock	**8/16/2012**		**J** (8)		**176416**	**A**	**$0.00**	**176416**	**I**	**By Accel Meritech Associates III L.L.C.** (9)
Class A Common Stock	**8/16/2012**		**J** (8)		**98018**	**A**	**$0.00**	**98018**	**I**	**By Accel Meritech Investors III L.L.C.** (10)
Class A Common Stock								**9910536**	**I**	**By Accel Investors 2005 L.L.C.** (11)

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				
Class B Common Stock (12)	(12)	**8/16/2012**		**C**			**2785949**	(12)	(12)	**Class A Common Stock** (13)	**2785949**	**$0.00**	**4741307**	**I**	**By Accel Growth Fund L.P.** (4)
Class B Common Stock (12)	(12)	**8/16/2012**		**C**			**54385**	(12)	(12)	**Class A Common Stock** (13)	**54385**	**$0.00**	**92554**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (5)
Class B Common Stock (12)	(12)							(12)	(12)	**Class A Common Stock**	**100292**		**100292**	**I**	**By Accel Growth Fund Investors 2009 L.L.C.** (14)

Explanation of Responses:

(1) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel IX L.P., Accel IX Strategic Partners L.P., Accel Growth Fund L.P. and Accel Growth Fund Strategic Partners L.P. to their respective general and limited partners or members without consideration. Distribution transactions were executed pursuant to a plan established in compliance with the requirements of Rule 10b5-1.

(2) Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), has sole voting and investment power over the securities held by Accel IX. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by Accel IX. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(3) A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), has sole voting and investment power over the

securities held by Accel SP. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by Accel SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(4) Accel Growth Fund Associates L.L.C ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), has sole voting and investment power over the securities held by Accel Growth. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(5) AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), has sole voting and investment power over the securities held by Accel Growth SP. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(6) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by AGFA. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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.

(7) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by A9A. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. 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) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Meritech Capital Associates III L.L.C. and Meritech Capital Affiliates III L.P. to their respective general and limited partners or members without consideration.

(9) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Meritech Associates III L.L.C. ("AMA III"), and may be deemed to share voting and investment power over the securities held by AMA III. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

(10) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Meritech Investors III L.L.C. ("AMI III"), and may be deemed to share voting and investment power over the securities held by AMI III. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

(11) James W. Breyer, who is a Director of the issuer, and certain other individuals are 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. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

(12) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.

(13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

(14) James W. Breyer, who is a Director of the issuer, and certain other individuals are 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. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her 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.

Remarks:

In prior filings for the issuer, certain individual managing members of Accel IX Associates L.L.C., Accel Growth Fund Associates L.L.C., Accel Investors 2005 L.L.C. and Accel Growth Fund Investors 2009 L.L.C. were included as reporting persons. These individuals are not beneficial owners of shares amounting to 10% or more of the issuer and are therefore not required to report on this or future filings.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL IX LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Growth Fund Associates L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Growth Fund Investors 2009 L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Growth Fund L.P. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Growth Fund Strategic Partners L.P. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Investors 2005 L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel IX Associates L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
ACCEL IX STRATEGIC PARTNERS LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Meritech Associates III L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Accel Meritech Investors III L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		

Signatures

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX L.P. — **8/20/2012**

** Signature of Reporting Person — Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C. — **8/20/2012**

** Signature of Reporting Person — Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Investors 2009 L.L.C. — **8/20/2012**

** Signature of Reporting Person — Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C., the General Partner of Accel Growth Fund L.P. — **8/20/2012**

** Signature of Reporting Person — Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C., the General Partner of Accel Growth Fund Strategic Partners L.P. — **8/20/2012**

** Signature of Reporting Person — Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Investors 2005 L.L.C.	**8/20/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C.	**8/20/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX Strategic Partners L.P.	**8/20/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Meritech Associates III L.L.C.	**8/20/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Meritech Investors III L.L.C.	**8/20/2012**
** 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.

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.