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BREYER JAMES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/12 for the Period Ending 05/22/12

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

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FORM 4

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

OMB APPROVAL
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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)
BREYER JAMES	**Facebook Inc [FB]**	
(Last) (First) (Middle) **C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/22/2012**	__ **X** __ 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) _ **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. 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	**5/22/2012**		**C**		**10844263**	**A**	**$0.00**	**10844263**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Class A Common Stock	**5/22/2012**		**S**		**3375545**	**D**	**$37.58**	**7468718**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Class A Common Stock	**5/22/2012**		**C**		**704263**	**A**	**$0.00**	**704263**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
Class A Common Stock	**5/22/2012**		**C**		**149527730**	**A**	**$0.00**	**149527730**	**I**	**By Accel IX L.P.** (3)
										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	**5/22/2012**		**S**		**43216317**	**D**	**$37.58**	**106311413**	**I**	**IX L.P.** (3)
Class A Common Stock	**5/22/2012**		**C**		**15931653**	**A**	**$0.00**	**15931653**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Class A Common Stock	**5/22/2012**		**S**		**4604228**	**D**	**$37.58**	**11327425**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Class A Common Stock	**5/22/2012**		**C**		**13939214**	**A**	**$0.00**	**13939214**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class A Common Stock	**5/22/2012**		**S**		**4028678**	**D**	**$37.58**	**9910536**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class A Common Stock	**5/22/2012**		**C**		**2422564**	**A**	**$0.00**	**2422564**	**I**	**By Accel Growth Fund L.P.** (6)
Class A Common Stock	**5/22/2012**		**S**		**2422564**	**D**	**$37.58**	**0**	**I**	**By Accel Growth Fund L.P.** (6)
Class A Common Stock	**5/22/2012**		**C**		**47291**	**A**	**$0.00**	**47291**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (7)
Class A Common Stock	**5/22/2012**		**S**		**47291**	**D**	**$37.58**	**0**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (7)
Class A Common Stock	**5/22/2012**		**C**		**32278**	**A**	**$0.00**	**32278**	**I**	**By Accel Growth Fund Investors 2009 L.L.C.** (8)
Class A Common Stock	**5/22/2012**		**S**		**32278**	**D**	**$37.58**	**0**	**I**	**By Accel Growth Fund Investors 2009 L.L.C.** (8)

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				
Series B Convertible Preferred Stock (9)	(9)	**5/22/2012**		**C**			**10161282**	(9)	(9)	**Class B Common Stock** (10)	**10211171**	**$0.00**	**0**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**10211171**		(10)	(10)	**Class A Common Stock**	**10211171**	**$0.00**	**10350315**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Series C Convertible Preferred Stock (11)	(11)	**5/22/2012**		**C**			**630000**	(11)	(11)	**Class B Common Stock** (10)	**633092**	**$0.00**	**0**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**633092**		(10)	(10)	**Class A Common Stock**	**633092**	**$0.00**	**10983407**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**10844263**	(10)	(10)	**Class A Common Stock** (12)	**108442643**	**$0.00**	**139144**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (1)
Series B Convertible Preferred Stock (9)	(9)	**5/22/2012**		**C**			**630823**	(9)	(9)	**Class B Common Stock** (10)	**633920**	**$0.00**	**0**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
															By James W. Breyer as

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 (10)	(10)	**5/22/2012**		**C**		**633920**		(10)	(10)	**Class A Common Stock**	**633920**	**$0.00**	**649381**	**I**	**Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
Series C Convertible Preferred Stock (11)	(11)	**5/22/2012**		**C**			**70000**	(11)	(11)	**Class B Common Stock** (10)	**70343**	**$0.00**	**0**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**70343**		(10)	(10)	**Class A Common Stock**	**70343**	**$0.00**	**719724**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**704263**	(10)	(10)	**Class A Common Stock** (12)	**704263**	**$0.00**	**15461**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (2)
Series B Convertible Preferred Stock (9)	(9)	**5/22/2012**		**C**			**139733902**	(9)	(9)	**Class B Common Stock** (10)	**140419959**	**$0.00**	**0**	**I**	**By Accel IX L.P.** (3)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**140419959**		(10)	(10)	**Class A Common Stock**	**140419959**	**$0.00**	**140419959**	**I**	**By Accel IX L.P.** (3)
Series C Convertible Preferred Stock (11)	(11)	**5/22/2012**		**C**			**9063280**	(11)	(11)	**Class B Common Stock** (10)	**9107771**	**$0.00**	**0**	**I**	**By Accel IX L.P.** (3)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**9107771**		(10)	(10)	**Class A Common Stock**	**9107771**	**$0.00**	**149527730**	**I**	**By Accel IX L.P.** (3)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**149527730**	(10)	(10)	**Class A Common Stock** (12)	**149527730**	**$0.00**	**0**	**I**	**By Accel IX L.P.** (3)
Series B Convertible Preferred Stock	(9)	**5/22/2012**		**C**			**14888296**	(9)	(9)	**Class B Common Stock**	**14961394**	**$0.00**	**0**	**I**	**By Accel IX Strategic Partners**

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				
(9)										(10)					L.P. (4)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**14961394**		(10)	(10)	**Class A Common Stock**	**14961394**	**$0.00**	**14961394**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Series C Convertible Preferred Stock (11)	(11)	**5/22/2012**		**C**			**965520**	(11)	(11)	**Class B Common Stock** (10)	**970259**	**$0.00**	**0**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**970259**		(10)	(10)	**Class A Common Stock**	**970259**	**$0.00**	**15931653**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**15931653**	(10)	(10)	**Class A Common Stock** (12)	**15931653**	**$0.00**	**0**	**I**	**By Accel IX Strategic Partners L.P.** (4)
Series B Convertible Preferred Stock (9)	(9)	**5/22/2012**		**C**			**13026232**	(9)	(9)	**Class B Common Stock** (10)	**13090187**	**$0.00**	**0**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**13090187**		(10)	(10)	**Class A Common Stock**	**13090187**	**$0.00**	**13090187**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Series C Convertible Preferred Stock (11)	(11)	**5/22/2012**		**C**			**844880**	(11)	(11)	**Class B Common Stock** (10)	**849027**	**$0.00**	**0**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**		**849027**		(10)	(10)	**Class A Common Stock**	**849027**	**$0.00**	**13939214**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**13939214**	(10)	(10)	**Class A Common Stock** (12)	**13939214**	**$0.00**	**0**	**I**	**By Accel Investors 2005 L.L.C.** (5)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**2422564**	(10)	(10)	**Class A Common Stock** (13)	**2422564**	**$0.00**	**7527256**	**I**	**By Accel Growth Fund L.P.** (6)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**47291**	(10)	(10)	**Class A Common Stock** (13)	**47291**	**$0.00**	**146939**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (7)
Class B Common Stock (10)	(10)	**5/22/2012**		**C**			**32278**	(10)	(10)	**Class A Common Stock** (13)	**32278**	**$0.00**	**100292**	**I**	**By Accel Growth Fund Investors 2009 L.L.C.** (8)

Explanation of Responses:

(1) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.

(2) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.

(3) 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 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.

(4) 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 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.

(5) 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.

(6) 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 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.

(7) 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 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 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 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.

(9) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(10) 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.

(11) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1.004909 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.

(12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(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.

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	**X**	**X**		

Signatures

/s/ Michael Johnson as attorney-in-fact for James W. Breyer — **5/22/2012**

** 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.

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