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CARDEW SERVICES LTD

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/24/12 for the Period Ending 05/22/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology

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FORM 4

[X] 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)
DST Global III, L.P.	**Facebook Inc [FB]**	
(Last) (First) (Middle) **C/O TULLOCH & CO., 4 HILL STREET**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/22/2012**	____ Director __ **X** __ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) **LONDON, X0 W1J5NE** (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	**5/22/2012**		**S**		**590337**	**D**	**$37.582**	**1106880**	**D** (1)	
Class A Common Stock	**5/22/2012**		**S**		**17750421**	**D**	**$37.582**	**30372774**	**I**	**See Footnote** (2)

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				

Explanation of Responses:

(1) These shares are owned directly by DST Global III, L.P., whose general partner is DST Manager Limited, which is a wholly-owned subsidiary of DST Global Advisors Limited, which is a wholly-owned subsidiary of Cardew Services Limited, which is a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST Global III, L.P. and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.

(2) DST Gl obal Advisors Limited may be deemed to have an indirect pecuniary interest in these shares, which are held by an unrelated third party, by virtue of an entitlement to fees based on investment performance of the shares. DST Global Advisors Limited disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

Remarks:

Due to a management agreement with DST USA II Limited, DST Global Advisers Limited was deemed to have beneficial ownership of shares held directly and reported by DST USA II Limited, including shares sold on May 22, 2012, but DST Global Advisers Limited had no pecuniary interest in such shares. The management agreement was

terminated on May 22, 2012 following consummation of the Issuer's initial public offering, and DST Global Advisers Limited now has no beneficial ownership or pecuniary interest in such shares.

Exhibit List:
Exhibit 99 - Joint Filer Information

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST Global III, L.P. C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J5NE		**X**		
DST Managers Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		**X**		
DST Global Advisors Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		**X**		
Cardew Services Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		**X**		
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		**X**		
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		**X**		

Signatures

/s/ DST Global III, L.P., By: DST Managers Limited, its general partner, By: /s/ Alastair Tulloch, Secretary	**5/24/2012**
** Signature of Reporting Person	Date
/s/ DST Managers Limited, By: /s/ Alastair Tulloch, Secretary	**5/24/2012**
** Signature of Reporting Person	Date
/s/ DST Global Advisors Limited, By: /s/ Alastair Tulloch, Secretary	**5/24/2012**
** Signature of Reporting Person	Date
/s/ Cardew Services Limited, By: /s/ Alastair Tulloch, Secretary	**5/24/2012**
** Signature of Reporting Person	Date
/s/ Orland Properties Limited, By: /s/ Alastair Tulloch, Secretary	**5/24/2012**
** Signature of Reporting Person	Date
/s/ The Yury Milner Trust, By: /s/ Alastair Tulloch, Trustee	**5/24/2012**
** 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.

Exhibit 99

Form 4 Joint Filer Information

Names:	DST Global III, L.P. DST Managers Limited DST Global Advisors Limited Cardew Services Limited Orland Properties Limited
Address:	c/o Tulloch & Co. 4 Hill Street London W1J 5NE United Kingdom
Designated Filer:	DST Global III, L.P.
Issuer & Ticker Symbol:	Facebook, Inc. (FB)
Date of Event Requiring Statement:	5/22/12
Signature:	/s/ Alastair Tulloch ---------- Secretary
Name:	The Yury Milner Trust
Address:	c/o Tulloch & Co. 4 Hill Street London W1J 5NE United Kingdom
Designated Filer:	DST Global III, L.P.
Issuer & Ticker Symbol:	Facebook, Inc. (FB)
Date of Event Requiring Statement:	5/22/12
Signature:	/s/ Alastair Tulloch ---------- Trustee