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DST USA II 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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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 USA II Ltd	**Facebook Inc [FB]**	
(Last) (First) (Middle) **24 DE CASTRO ST. WICKAMS CAY 1**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/22/2012**	_____ Director __ **X** __ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Street) **TORTOLA, D8** (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** (3)		**2104467**	**A**	**$0**	**27178393**	**D**	
Class A Common Stock	**5/22/2012**		**S**		**27178393**	**D**	**$37.582**	**0**	**D**	

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 A Preferred Stock	(1)	**5/22/2012**		**C**			**17790052**	(1)	(1)	**Class B Common Stock**	**17790052**	**$0**	**0**	**D**	
Series E Preferred Stock	(1)	**5/22/2012**		**C**			**7507835**	(1)	(1)	**Class B Common Stock**	**7507835**	**$0**	**0**	**D**	
Class B Common Stock	(2)	**5/22/2012**		**C**		**25297887** (1)		(2)	(2)	**Class A Common Stock**	**25297887** (2)	**$0**	**53063958**	**D**	
Class B Common Stock	(2)	**5/22/2012**		**C**			**2104467** (2)	(2)	(2)	**Class A Common Stock**	**2104467**	**$0**	**50959491**	**D**	

Explanation of Responses:

(1) 17,790,052 shares of the Series A Preferred Stock and 7,507,835 shares of the Series E Preferred Stock, which were each convertible into shares of Class B Common Stock on a one-for-one basis at any time and had no expiration date, converted into 25,297,887 shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

(2) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common

Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value (subject to certain exceptions). 2,104,467 shares of Class B Common Stock were converted on a 1-for-1 basis into shares of Class A Common Stock in connection with the sale of such shares in the initial public offering.

(3) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

Remarks:

Due to the management agreement with DST Global Advisors Limited, DST USA II Limited ("DUSAII") was deemed to be part of a "group" with DST Global Advisors Limited and the other persons for whom DST Global Advisors Limited served as investment manager at the time of the closing of the initial public offering. Following Facebook, Inc.'s (the "Issuer") IPO, such management agreement became terminable. After the right to terminate arose, the shares of the Issuer beneficially owned by DUSAII are also beneficially owned by Epion Holdings Limited ("Epion") as the owner of a class of shares of DUSAII that would enable Epion to control the voting and disposition of the Issuer's shares held by DUSAII. The management agreement was terminated after the closing of the IPO. Epion also owns a 25.3% economic interest in Mail.ru Group Limited ("Mail.ru"). Because of its ownership of Class A shares of Mail.ru, which carry increased voting rights, Epion, according to Mail.ru, currently holds approximately 50.3% of the voting power of Mail.ru; Epion, however, is currently entitled to name 3 out of 10 members of the board of directors of Mail.ru. According to the Issuer's final prospectus relating to the IPO, Mail.ru beneficially owns 36,751,311 shares of Class B Common Stock of the Issuer after the closing of the IPO.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA II Ltd **24 DE CASTRO ST. WICKAMS CAY 1** **TORTOLA, D8**		**X**		

Signatures

/s/ Brett Armitage, director of DST USA II Limited — **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.

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