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FORM 4

(Statement of Changes in Beneficial Ownership)

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

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Symbol	FB

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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)
Meritech Management Associates III L.L.C.	**Facebook Inc [FB]**	_____ Director __ **X** __ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **245 LYTTON AVENUE, SUITE 350**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/22/2012**	
(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	**5/22/2012**		**C** (1)		**6873496**	**A**	(2)	**6873496**	**I**	**See footnote** (3)
Class A Common Stock	**5/22/2012**		**S**		**6873496**	**D**	**$37.58**	**0**	**I**	**See footnote** (3)
Class A Common Stock	**5/22/2012**		**C** (1)		**125284**	**A**	(2)	**125284**	**I**	**See footnote** (4)
Class A Common Stock	**5/22/2012**		**S**		**125284**	**D**	**$37.58**	**0**	**I**	**See footnote** (4)

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 C Convertible Preferred Stock	(5)	**5/22/2012**		**C** (5)			**34367483**	(5)	(5)	**Class B Common Stock**	**34367483**	**$0**	**0**	**I**	**See footnote** (3)
Series C Convertible Preferred Stock	(5)	**5/22/2012**		**C** (5)			**626420**	(5)	(5)	**Class B Common Stock**	**626420**	**$0**	**0**	**I**	**See footnote** (4)
Class B Common	(2)	**5/22/2012**		**C**			**6873496**	(2)	(2)	**Class A Common**	**6873496**	**$0**	**32759327**	**I**	**See footnote**

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				
Stock				(1)						**Stock**					(3)
Class B Common Stock	(2)	**5/22/2012**		**C** (1)			**125284**	(2)	(2)	**Class A Common Stock**	**125284**	**$0**	**597116**	**I**	**See footnote** (4)

Explanation of Responses:

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

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

(3) The reported securities are held of record by Meritech Capital Partners III L.P. ("MCP III"). Meritech Capital Associates III L.L.C., the general partner of MCP III, has sole voting and dispositive power with respect to the securities held by MCP III. The managing member of Meritech Capital Associates III L.L.C. is Meritech Management Associates III L.L.C. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of Meritech Management Associates III L.L.C., share voting and dispositive power with respect to the shares held by MCP III. Such persons and entities disclaim beneficial ownership of the securities held by MCP III except to the extent of any pecuniary interest therein.

(4) The reported securities are held of record by Meritech Capital Affiliates III L.P ("MCA III"). Meritech Capital Associates III L.L.C., the general partner of MCA III, has sole voting and dispositive power with respect to the securities held by MCA III. The managing member of Meritech Capital Associates III L.L.C. is Meritech Management Associates III L.L.C. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of Meritech Management Associates III L.L.C., share voting and dispositive power with respect to the shares held by MCA III. Such persons and entities disclaim beneficial ownership of the securities held by MCA III except to the extent of any pecuniary interest therein.

(5) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meritech Management Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
Meritech Capital Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
Meritech Capital Partners III LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
MERITECH CAPITAL AFFILIATES III L P 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
MADERA PAUL S 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
Bischof George 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		**X**		
Ward Rob 245 LYTTON AVENUE, SUITE 350		**X**		

PALO ALTO, CA 94301				

Signatures

/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C.	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C.	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Partners III L.P.	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Meritech Management Associates III L.L.C., the managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Affiliates III L.P.	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Paul S. Madera	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Michael B. Gordon	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for George H. Bischof	**5/22/2012**
** Signature of Reporting Person	Date
/s/ Joel Backman, by power of attorney for Rob Ward	**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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