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ACCEL GROWTH FUND ASSOCIATES L.L.C.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/17/12 for the Period Ending 05/17/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
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CIK	0001326801
Symbol	FB

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
ACCEL IX LP	**5/17/2012**	**Facebook Inc [FB]**
(Last) (First) (Middle) **C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director ___ **X** ___ 10% Owner _____ Officer (give title below) _____ Other (specify below)	
(Street) **PALO ALTO, CA 94301** (City) (State) (Zip)	5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock (1)	(1)	(1)	**Class A Common Stock**	**139144**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (2)
Series B Convertible Preferred Stock (3)	(3)	(3)	**Class B Common Stock** (1)	**10211171**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (2)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock (4)	(4)	(4)	**Class B Common Stock** (1)	**633093**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005** (2)
Class B Common Stock (1)	(1)	(1)	**Class A Common Stock**	**15461**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (5)
Series B Convertible Preferred Stock (3)	(3)	(3)	**Class B Common Stock** (1)	**633920**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (5)
Series C Convertible Preferred Stock (4)	(4)	(4)	**Class B Common Stock** (1)	**70343**	**$0.00**	**I**	**By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011** (5)
Series B Convertible Preferred Stock (3)	(3)	(3)	**Class B Common Stock** (1)	**140419959**	**$0.00**	**I**	**By Accel IX L.P.** (6)
Series C Convertible Preferred Stock (4)	(4)	(4)	**Class B Common Stock** (1)	**9107771**	**$0.00**	**I**	**By Accel IX L.P.** (6)
Series B Convertible Preferred Stock (3)	(3)	(3)	**Class B Common Stock** (1)	**14961394**	**$0.00**	**I**	**By Accel IX Strategic Partners L.P.** (7)
Series C Convertible Preferred Stock (4)	(4)	(4)	**Class B Common Stock**	**970259**	**$0.00**	**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. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
			(1)				**L.P.** (7)
Series B Convertible Preferred Stock (3)	(3)	(3)	**Class B Common Stock** (1)	**13090187**	**$0.00**	**I**	**By Accel Investors 2005 L.L.C.** (8)
Series C Convertible Preferred Stock (4)	(4)	(4)	**Class B Common Stock** (1)	**849027**	**$0.00**	**I**	**By Accel Investors 2005 L.L.C.** (8)
Class B Common Stock (1)	(1)	(1)	**Class A Common Stock**	**9949820**	**$0.00**	**I**	**By Accel Growth Fund L.P.** (9)
Class B Common Stock (1)	(1)	(1)	**Class A Common Stock**	**194230**	**$0.00**	**I**	**By Accel Growth Fund Strategic Partners L.P.** (10)
Class B Common Stock (1)	(1)	(1)	**Class A Common Stock**	**132570**	**$0.00**	**I**	**By Accel Growth Fund Investors 2009 L.L.C.** (11)

Explanation of Responses:

(1) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended (the "IPO"), the Class B Common Stock will also become convertible into the issuer's Class A Common Stock on the same basis upon certain transfers of such shares.

(2) James W. Breyer, a Director of the issuer, is Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.

(3) Each share of the issuer's Series B Convertible Preferred Stock will be automatically converted into 1.00491 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.

(4) Each share of the issuer's Series C Convertible Preferred Stock will be automatically converted into 1.004909 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.

(5) James W. Breyer, a Director of the issuer, is Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.

(6) 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, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.

(7) 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, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.

(8) Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.

(9) 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, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a managing member 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.

(10) 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, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.

(11) Each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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:

This report is the same as the Form 3 filed by Accel IX L.P. of identical date and together comprise a single Form 3. Combined the reports report the holdings for the following reporting persons: Accel Growth Fund Investors 2009 L.L.C., Accel Growth Fund Associates L.L.C., Accel Growth Fund L.P., Accel Growth Fund Strategic Partners L.P., Accel IX Associates L.L.C., Accel IX L.P., Accel IX Strategic Partners L.P., Accel Investors 2005 L.L.C., James W. Breyer, Trustee of James W. Breyer 2005 Trust dated March 25, 2005, James W. Breyer, Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011, James W. Breyer, Ping Li, Kevin J. Efrusy, Theresia Gouw Ranzetta and Arthur C. Patterson.

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 Investors 2009 L.L.C. 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 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 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 Investors 2005 L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		
Li Ping C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		**X**		

Signatures

/s/ 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** 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.	**5/17/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for James W. Breyer	**5/17/2012**
** Signature of Reporting Person	Date
Tracy L. Sedlock as attorney-in-fact for Ping Li	**5/17/2012**
** 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 5(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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Theodore W. Ullyot, David Kling, Michael Johnson and Tracy Sedlock, or any of them, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any corporation or other person in which an investment fund affiliated with Accel Management Co. L.L.C makes an investment (each, a "Company"), Forms 3, 4s and 5s and amendments thereto in accordance with Section 16(a) of the Exchange Act, and the rules and regulations thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4s and 5s and timely file such form with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to each such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4s or 5s (including amendments thereto) and agrees to reimburse the Company and each such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4s and 5s with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of May, 2012.

/s/ James Breyer
James Breyer, as a managing member of each of:
Accel IX Associates L.L.C.
Accel Investors 2005 L.L.C.
Accel Growth Fund Associates L.L.C.
Accel Growth Fund Investors 2009 L.L.C
And as Trustee of each of the:
James W. Breyer 2005 Trust dated March 25, 2005
James W. Breyer 2011 Annuity Trust I dated March 10, 2011

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of May, 2012.

/s/ Arthur C. Patterson
Arthur C. Patterson

/s/ Kevin J. Efrusy
Kevin J. Efrusy

/s/ Theresia Gouw Ranzettta
Theresia Gouw Ranzettta

/s/ Ping Li
Ping Li