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CHANNEL TRUSTEES LTD AS TRUSTEE OF THE YURY MILNER TRUST

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 Ltd	**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 W1J 5NE** (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)		**5875646**	**A**	(2)	**9821228**	**D** (3)	
Class A Common Stock	**5/22/2012**		**S**		**9821228**	**D**	**$37.582**	**0**	**D** (3)	

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	(2)	**5/22/2012**		**C**			**3630428**	(2)	(4)	**Class B Common Stock**	**3630428**	**$0**	**0**	**D** (3)	
Class B Common Stock	(2)	**5/22/2012**		**C**		**3630428**		(2)	(4)	**Class A Common Stock**	**3630428**	**$0**	**17120567**	**D** (3)	
Series E Preferred Stock	(2)	**5/22/2012**		**C**			**7169880**	(2)	(4)	**Class B Common Stock**	**7169880**	**$0**	**0**	**D** (3)	
Class B Common Stock	(2)	**5/22/2012**		**C**		**7169880**		(2)	(4)	**Class A Common Stock**	**7169880**	**$0**	**24290447**	**D** (3)	
Class B Common Stock	(2)	**5/22/2012**		**C**			**5875646**	(2)	(4)	**Class A Common Stock**	**5875646**	**$0**	**18414801**	**D** (3)	

Explanation of Responses:

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

(2) The Series A Preferred Stock and Series E Preferred Stock automatically converted into shares of Class B Common Stock on a 1-for-1

basis in connection with consummation of the initial public offering. 5,875,646 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. The Class B Common Stock is convertible on a 1-for-1 basis into shares of Class A Common stock (i) at any time at the option of the holder, and (ii) mandatorily upon the occurrence of specified events.

(3) These shares are owned directly by DST USA Limited, whose majority ordinary shareholder is DST Holdings Limited, whose majority ordinary shareholder is United Venture Limited, a wholly-owned subsidiary of Orland Properties Limited, which is controlled by The Yury Milner Trust. Each reporting person other than DST USA Limited and The Yury Milner Trust may be deemed to have an indirect pecuniary interest in the shares but disclaims beneficial ownership.

(4) No expiration date.

Remarks:

Exhibit List:
Exhibit 99 - Joint Filer Information

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA Ltd **C/O TULLOCH & CO., 4 HILL STREET** **LONDON, X0 W1J 5NE**		**X**		
DST Holdings Ltd **C/O TULLOCH & CO., 4 HILL STREET** **LONDON, X0 W1J 5NE**		**X**		
United Venture 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 USA Limited, By: DST Holdings Limited, its manager, By: /s/ Alastair Tulloch, Secretary — **5/24/2012**

** Signature of Reporting Person — Date

/s/ DST Holdings Limited, By: /s/ Alastair Tulloch, Secretary — **5/24/2012**

** Signature of Reporting Person — Date

/s/ United Venture 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 USA Limited DST Holdings Limited United Venture Limited Orland Properties Limited
Address:	c/o Tulloch & Co. 4 Hill Street London W1J 5NE United Kingdom
Designated Filer:	DST USA Limited
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 USA Limited
Issuer & Ticker Symbol:	Facebook, Inc. (FB)
Date of Event Requiring Statement:	5/22/12
Signature:	/s/ Alastair Tulloch ---------- Trustee