

Schroepfer Michael Todd
 Form 3
 May 17, 2012

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Schroepfer Michael Todd		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/17/2012	
C/O FACEBOOK, INC.,Â 1601 WILLOW ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Engineering	

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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock option (right to buy Class B Common Stock) ⁽¹⁾	Â ⁽²⁾	01/11/2019	Class B Common Stock ⁽¹⁾	1,711,745	\$ 1.85	D	Â
Stock option (right to buy Class B Common Stock) ⁽¹⁾	Â ⁽³⁾	01/11/2019	Class B Common Stock ⁽¹⁾	643,355	\$ 1.85	D	Â
Stock option (right to buy Class B Common Stock) ⁽¹⁾	Â ⁽⁴⁾	08/18/2019	Class B Common Stock ⁽¹⁾	1,125,000	\$ 2.95	D	Â
Restricted Stock Units (RSU)	Â ⁽⁵⁾	03/24/2021	Class B Common Stock ⁽¹⁾	959,233	\$ ⁽⁶⁾	D	Â
Restricted Stock Units (RSU)	Â ⁽⁷⁾	05/02/2022	Class B Common Stock ⁽¹⁾	545,957	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Â	Â	Â VP Engineering	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer 05/17/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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 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) The option vested as to 1/5th of the total shares on August 25, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date. In June 2011, in connection with estate planning purposes, the reporting person transferred options to purchase 400,000 shares to each of Michael T. Schroepfer, Trustee of the Michael T. Schroepfer Annuity Trust u/a/d 6/27/11 and Erin Hoffman, Trustee of The Erin Hoffman 2011 Annuity Trust u/a/d 6/27/11.
- (3) The option vested as to 1/5th of the total shares on October 29, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.
- (4) The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.

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- (5) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (7) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.

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Remarks:

AsÂ describedÂ inÂ theÂ issuer'sÂ registrationÂ statementÂ onÂ FormÂ S-1Â (FileÂ No.Â 333-179287)Â forÂ theÂ issuer

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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