

Sandberg Sheryl
 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 * Sandberg Sheryl (Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD (Street) MENLO PARK, CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2012	3. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	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)
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(Instr. 5)

Class B Common Stock <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,899,986	\$ 0	I	By Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008 <u>(2)</u>
Stock option (right to buy Class B Common Stock) <u>(1)</u>	Â <u>(3)</u>	07/22/2020	Class B Common Stock <u>(1)</u>	3,500,000	\$ 10.39	D	Â
Stock option (right to buy Class B Common Stock) <u>(1)</u>	Â <u>(4)</u>	10/17/2020	Class B Common Stock <u>(1)</u>	1,200,000	\$ 15	D	Â
Restricted Stock Units (RSU)	Â <u>(5)</u>	03/24/2021	Class B Common Stock <u>(1)</u>	1,199,041	\$ <u>(6)</u>	D	Â
Restricted Stock Units (RSU)	Â <u>(7)</u>	05/02/2022	Class B Common Stock <u>(1)</u>	691,085	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg

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) Shares held of record by Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008.
 - (3) The option vests as to 1/48th of the total shares monthly, beginning on May 1, 2013, subject to continued service through each vesting date.

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- (4) The option vests as to (a) 260,000 shares in equal monthly installments over 48 months, beginning on May 1, 2013 and then (b) the remaining 940,000 shares vest in equal monthly installments over the following 12 months, subject to continued service through each vesting date.
- (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 February 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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