

Ulyot Theodore Warren
 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 | |
| Ulyot Theodore Warren | | (Month/Day/Year) | Facebook Inc [FB] | |
| (Last) | (First) | (Middle) | 05/17/2012 | |
| C/O FACEBOOK, INC., 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, CA 94025 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | VP, Gen. Counsel & Secretary | |
| | | | 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 | |

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) |
|------------------------------------|--|---|--|

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)

| Class B Common Stock <u>(1)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Class A Common Stock | 35,600 | \$ 0 | D | Â |
|---|--------------|--------------|---------------------------------|-----------|---------------|---|---|
| Stock option (right to buy Class B Common Stock) <u>(1)</u> | Â <u>(2)</u> | 01/11/2019 | Class B Common Stock <u>(1)</u> | 2,905,321 | \$ 1.85 | D | Â |
| Restricted Stock Units (RSU) | Â <u>(3)</u> | 03/24/2021 | Class B Common Stock <u>(1)</u> | 239,808 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units (RSU) | Â <u>(5)</u> | 05/02/2022 | Class B Common Stock <u>(1)</u> | 145,128 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ulyyot Theodore Warren C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | Â | Â | Â VP, Gen. Counsel & Secretary | Â |

Signatures

/s/ Michael Johnson as attorney-in-fact for Theodore W. Ulyyot

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 October 20, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date. In December 2011, in connection with estate planning purposes, the reporting person transferred options to purchase 400,000 shares to Theodore W. Ulyyot, as Trustee of the Theodore W. Ulyyot 2011 Annuity Trust dated December 13, 2011.
- (3) The RSUs vest as to 1/16th of the total shares quarterly, beginning on October 15, 2014, subject to continued service through each vesting date.
- (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (5) 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:

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As described in the issuer's registration statement on Form S-1 (File No. 333-179287) for the 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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