

Athwal Jas
 Form 3
 May 15, 2013

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	
Athwal Jas		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/10/2013	
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	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
			Chief Accounting Officer	

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)
Class A Common Stock	170,302	D	

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Class	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽²⁾	08/25/2019	Class B Common Stock ⁽³⁾	6,670	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽⁴⁾	08/25/2020	Class B Common Stock ⁽³⁾	42,505	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽⁵⁾	03/24/2021	Class B Common Stock ⁽³⁾	41,014	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽¹⁾	Â ⁽⁶⁾	05/02/2022	Class B Common Stock ⁽³⁾	6,195	\$ 0	D	Â
Restricted Stock Unit (RSU) ⁽⁷⁾	Â ⁽⁸⁾	05/05/2023	Class A Common Stock	71,220	\$ 0	D	Â

Reporting Owners

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

Signatures

/s/ Michael Johnson as attorney-in-fact for Jas Athwal 05/15/2013

__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) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on July 1, 2010 and then, an additional 1/48th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
 - (2) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares, and has no expiration date.
 - (3) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on August 15, 2011 and then, an additional 1/16th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date.
 - (4) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on August 15, 2011 and then, an additional 1/16th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date.

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- (5) The RSUs vested as to 1/5th of the total shares on January 15, 2012 and then, an additional 1/20th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (6) The RSUs vested as to 1/4th of the total shares on February 15, 2013, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (8) The RSUs vest as to 1/4th of the total shares on February 15, 2014, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.

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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