

ACCEL IX STRATEGIC PARTNERS LP

Form 4

August 20, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ACCEL IX LP

(Last) (First) (Middle)

C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Facebook Inc [FB]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/16/2012		J ⁽¹⁾	V	49,698,765	D	\$ 0	56,612,648	I	By Accel IX L.P. ⁽²⁾
Class A Common Stock	08/16/2012		J ⁽¹⁾	V	5,294,863	D	\$ 0	6,032,562	I	By Accel IX Strategic Partners L.P. ⁽³⁾
Class A Common Stock	08/16/2012		C		2,785,949	A	\$ 0	2,785,949	I	By Accel Growth Fund L.P. ⁽⁴⁾

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Class A Common Stock	08/16/2012	<u>J(1)</u>	V	2,785,949	D	\$ 0	0	I	By Accel Growth Fund L.P. (4)
Class A Common Stock	08/16/2012	C		54,385	A	\$ 0	54,385	I	By Accel Growth Fund Strategic Partners L.P. (5)
Class A Common Stock	08/16/2012	<u>J(1)</u>	V	54,385	D	\$ 0	0	I	By Accel Growth Fund Strategic Partners L.P. (5)
Class A Common Stock	08/16/2012	<u>J(1)</u>	V	724,144	A	\$ 0	724,144	I	By Accel Growth Fund Associates L.L.C. (6)
Class A Common Stock	08/16/2012	<u>J(1)</u>	V	16,491,451	A	\$ 0	16,491,451	I	By Accel IX Associates L.L.C. (7)
Class A Common Stock	08/16/2012	<u>J(8)</u>		176,416	A	\$ 0	176,416	I	By Accel Meritech Associates III L.L.C. (9)
Class A Common Stock	08/16/2012	<u>J(8)</u>		98,018	A	\$ 0	98,018	I	By Accel Meritech Investors III L.L.C. (10)
Class A Common Stock							9,910,536	I	By Accel Investors 2005 L.L.C. (11)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock <u>(12)</u>	<u>(12)</u>	08/16/2012		C	2,785,949	<u>(12)</u> <u>(12)</u>	Class A Common Stock <u>(13)</u> 2,785,94
Class B Common Stock <u>(12)</u>	<u>(12)</u>	08/16/2012		C	54,385	<u>(12)</u> <u>(12)</u>	Class A Common Stock <u>(13)</u> 54,385
Class B Common Stock <u>(12)</u>	<u>(12)</u>					<u>(12)</u> <u>(12)</u>	Class A Common Stock 100,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACCEL IX LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel Growth Fund Associates L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel Growth Fund Investors 2009 L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
		X		

Accel Growth Fund L.P.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

Accel Growth Fund Strategic Partners L.P.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Accel Investors 2005 L.L.C.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Accel IX Associates L.L.C.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

ACCEL IX STRATEGIC PARTNERS LP
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Accel Meritech Associates III L.L.C.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Accel Meritech Investors III L.L.C.
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Signatures

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX L.P.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Investors 2009 L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C., the General Partner of Accel Growth Fund L.P.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Growth Fund Associates L.L.C., the General Partner of Accel Growth Fund Strategic Partners L.P.

08/20/2012

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__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Investors 2005 L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel IX Associates L.L.C., the General Partner of Accel IX Strategic Partners L.P.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Meritech Associates III L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer as a Managing Member of Accel Meritech Investors III L.L.C.

08/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel IX L.P., Accel IX Strategic Partners L.P., Accel Growth Fund L.P. and Accel Growth Fund Strategic Partners L.P. to their respective general and limited partners or members without consideration. Distribution transactions were executed pursuant to a plan established in compliance with the requirements of Rule 10b5-1.

(2) Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), has sole voting and investment power over the securities held by Accel IX. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by Accel IX. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), has sole voting and investment power over the securities held by Accel SP. A9A disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by Accel SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) Accel Growth Fund Associates L.L.C. ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), has sole voting and investment power over the securities held by Accel Growth. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(5) AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), has sole voting and investment power over the securities held by Accel Growth SP. AGFA disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein. In addition, James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by Accel Growth SP. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary

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interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (6) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of AGFA and may be deemed to share voting and investment power over the shares held of record by AGFA. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (7) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of A9A and may be deemed to share voting and investment power over the shares held of record by A9A. Each of such individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (8) Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Meritech Capital Associates III L.L.C. and Meritech Capital Affiliates III L.P. to their respective general and limited partners or members without consideration.

- (9) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Meritech Associates III L.L.C. ("AMA III"), and may be deemed to share voting and investment power over the securities held by AMA III. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (10) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Meritech Investors III L.L.C. ("AMI III"), and may be deemed to share voting and investment power over the securities held by AMI III. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (11) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Investors 2005 L.L.C. ("Accel 2005"), and may be deemed to share voting and investment power over the securities held by Accel 2005. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (12) 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.

- (13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

- (14) James W. Breyer, who is a Director of the issuer, and certain other individuals are Managing Members of Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009"), and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. Each of such individuals disclaims beneficial ownership over such securities except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

In prior filings for the issuer, certain individual managing members of Accel IX Associates L.L.C., Accel Growth Fund Assoc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.