

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 *

Â Sandberg Sheryl

(Last) (First) (Middle)

C/O FACEBOOK, INC.,Â 1601
WILLOW ROAD

(Street)

MENLO PARK,Â CAÂ 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

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Chief Operating Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 Expiration
Exercisable 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)

(Instr. 5)

Class B Common Stock (1)	Â (1)	Â (1)	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 (2)
Stock option (right to buy Class B Common Stock) (1)	Â (3)	07/22/2020	Class B Common Stock (1)	3,500,000	\$ 10.39	D	Â
Stock option (right to buy Class B Common Stock) (1)	Â (4)	10/17/2020	Class B Common Stock (1)	1,200,000	\$ 15	D	Â
Restricted Stock Units (RSU)	Â (5)	03/24/2021	Class B Common Stock (1)	1,199,041	\$ (6)	D	Â
Restricted Stock Units (RSU)	Â (7)	05/02/2022	Class B Common Stock (1)	691,085	\$ (6)	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.

Â

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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