

Parker Sean N.  
Form 3  
May 17, 2012

**FORM 3**

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

OMB APPROVAL

OMB  
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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 \*

Parker Sean N.

(Last)

(First)

(Middle)

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)

P.O. BOX 2929

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

SAN

FRANCISCO, CA 94126

(City)

(State)

(Zip)

**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)

**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.**

**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)  
(Instr. 5)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Class B common stock	Â (1)	Â (1)	Class A common stock	64,498,657	\$ (1)	D	Â
Class B common stock	Â (1)	Â (1)	Class A common stock	300,000	\$ (1)	I	By trust (2)
Class B common stock	Â (1)	Â (1)	Class A common stock	450,000	\$ (1)	I	By trust (3)
Class B common stock	Â (1)	Â (1)	Class A common stock	750,000	\$ (1)	I	By trust (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parker Sean N. P.O. BOX 2929 SAN FRANCISCO, CA 94126	Â	Â X	Â	Â

## Signatures

/s/ Sean N. Parker  
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 Class A common stock at any time on a one-for-one basis and has no expiration date.
- (2) Shares held of record by Sean N. Parker, Trustee of The Sean N. Parker 2011 Annuity Trust No. 1 u/a/d 2/22/2011.
- (3) Shares held of record by Sean N. Parker, Trustee of The Sean N. Parker 2011 Annuity Trust No. 2 u/a/d 2/22/2011.
- (4) Shares held of record by Sean N. Parker, Trustee of The Sean N. Parker 2011 Annuity Trust No. 3 u/a/d 2/22/2011.

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### Remarks:

ExhibitÂ 24.1:Â PowerÂ ofÂ Attorney

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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