

BREYER JAMES

Form 3

May 17, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

ACCEL IX LP

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 PersonC/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title
Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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(Instr. 5)

Class B Common Stock <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	139,144	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	10,211,171	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Series C Convertible Preferred Stock <u>(4)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Class B Common Stock <u>(1)</u>	633,093	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25, 2005 <u>(2)</u>
Class B Common Stock <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	15,461	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	633,920	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series C Convertible Preferred Stock <u>(4)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Class B Common Stock <u>(1)</u>	70,343	\$ 0	I	By James W. Breyer as Trustee of James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011 <u>(5)</u>
Series B Convertible Preferred Stock <u>(3)</u>	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u>	140,419,959	\$ 0	I	By Accel IX L.P. <u>(6)</u>
	Â <u>(4)</u>	Â <u>(4)</u>		9,107,771	\$ 0	I	

Series C Convertible Preferred Stock ⁽⁴⁾			Class B Common Stock ⁽¹⁾				By Accel IX L.P. ⁽⁶⁾
Series B Convertible Preferred Stock ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Class B Common Stock ⁽¹⁾	14,961,394	\$ 0	I	By Accel IX Strategic Partners L.P. ⁽⁷⁾
Series C Convertible Preferred Stock ⁽⁴⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Class B Common Stock ⁽¹⁾	970,259	\$ 0	I	By Accel IX Strategic Partners L.P. ⁽⁷⁾
Series B Convertible Preferred Stock ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Class B Common Stock ⁽¹⁾	13,090,187	\$ 0	I	By Accel Investors 2005 L.L.C. ⁽⁸⁾
Series C Convertible Preferred Stock ⁽⁴⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Class B Common Stock ⁽¹⁾	849,027	\$ 0	I	By Accel Investors 2005 L.L.C. ⁽⁸⁾
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	9,949,820	\$ 0	I	By Accel Growth Fund L.P. ⁽⁹⁾
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	194,230	\$ 0	I	By Accel Growth Fund Strategic Partners L.P. ⁽¹⁰⁾
Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	132,570	\$ 0	I	By Accel Growth Fund Investors 2009 L.L.C. ⁽¹¹⁾

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	Â	Â X	Â	Â
Accel Growth Fund Investors 2009 L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
Accel Growth Fund Associates L.L.C. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	Â	Â X	Â	Â
Accel Growth Fund L.P. C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE	Â	Â X	Â	Â

PALO ALTO, CA 94301

Accel Growth Fund Strategic Partners L.P.

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 Investors 2005 L.L.C.

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

PALO ALTO, CA 94301

^ ^ X ^ ^

BREYER JAMES

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

PALO ALTO, CA 94301

^ ^ X ^ ^

Li Ping

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

PALO ALTO, CA 94301

^ ^ X ^ ^

Signatures

/s/ 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.

05/17/2012

__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.

05/17/2012

__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.

05/17/2012

__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.

05/17/2012

__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.

05/17/2012

__Signature of Reporting Person

Date

05/17/2012

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

__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.

05/17/2012

__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.

05/17/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for James W. Breyer

05/17/2012

__Signature of Reporting Person

Date

Tracy L. Sedlock as attorney-in-fact for Ping Li

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 "IPO"), 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) James W. Breyer, a Director of the issuer, is Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.
- (3) Each share of the issuer's Series B Convertible Preferred Stock will be automatically converted into 1.00491 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (4) Each share of the issuer's Series C Convertible Preferred Stock will be automatically converted into 1.004909 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- (5) James W. Breyer, a Director of the issuer, is Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.
- (6) 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, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.
- (7) 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, each of Kevin Efrusy, Ping Li, Arthur C. Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.
- (8) Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.
- (9) 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

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securities except to the extent of its pecuniary interest therein. In addition, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a managing member 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.

- (10) 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, each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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 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.

- (11) Each of Kevin Efrusy, Ping Li, Theresia Gouw Ranzetta and James W. Breyer, who is a Director of the issuer, is a Managing Member 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.

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Remarks:

This report is the same as the Form 3 filed by Accel IX L.P. of identical date and together with

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.