

Athwal Jas  
 Form 3  
 May 15, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated 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 * |         | 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)                                  |         |                                      |  |  |
| MENLO PARK, CA 94025                      |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | 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)

**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) | 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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: Athwal Jas - Form 3

|  | Date Exercisable | Expiration Date | Class                               | Amount or Number of Shares |      | or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|-------------------------------------|----------------------------|------|----------------------------|---|
| Restricted Stock Unit (RSU) <sup>(1)</sup> | Â <sup>(2)</sup> | 08/25/2019      | Class B Common Stock <sup>(3)</sup> | 6,670                      | \$ 0 | D                          | Â |
| Restricted Stock Unit (RSU) <sup>(1)</sup> | Â <sup>(4)</sup> | 08/25/2020      | Class B Common Stock <sup>(3)</sup> | 42,505                     | \$ 0 | D                          | Â |
| Restricted Stock Unit (RSU) <sup>(1)</sup> | Â <sup>(5)</sup> | 03/24/2021      | Class B Common Stock <sup>(3)</sup> | 41,014                     | \$ 0 | D                          | Â |
| Restricted Stock Unit (RSU) <sup>(1)</sup> | Â <sup>(6)</sup> | 05/02/2022      | Class B Common Stock <sup>(3)</sup> | 6,195                      | \$ 0 | D                          | Â |
| Restricted Stock Unit (RSU) <sup>(7)</sup> | Â <sup>(8)</sup> | 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<br>C/O FACEBOOK, INC.<br>1601 WILLOW ROAD<br>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.

(2) 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.

(3) 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.

(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.

### Edgar Filing: Athwal Jas - Form 3

- (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.

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.