

Rothschild Jeffrey
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 Rothschild Jeffrey

(Last) (First) (Middle)

P.O. BOX 2929

(Street)

SAN

FRANCISCO,Â CAÂ 94126

(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 ____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

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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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 Expirable Expiration 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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Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Class B common stock <u>(1)</u>	525,940	\$ 0	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Class B common stock <u>(1)</u>	66,320	\$ 0	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class B common stock <u>(1)</u>	29,540	\$ 0	D	Â
Class B common stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A common stock	19,177,130	\$ <u>(1)</u>	I	By trust <u>(5)</u>
Class B common stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A common stock	1,188,190	\$ <u>(1)</u>	I	By trust <u>(6)</u>
Class B common stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A common stock	2,000,000	\$ <u>(1)</u>	I	By trust <u>(7)</u>
Class B common stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A common stock	2,000,000	\$ <u>(1)</u>	I	By trust <u>(8)</u>

Reporting Owners

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

Signatures

/s/ Rakesh Mehta, by Power of Attorney for Jeffrey J. Rothschild

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) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units are vested as to 438,280 shares; the remaining shares vest at a rate of 1/48th of the total number of shares underlying the restricted stock units on the first day of each month thereafter. Vested shares will be delivered to the reporting person six months following the completion of Issuer's initial public offering.

(3) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units are vested as to 37,305 shares; the remaining shares vest at a rate of 1/16th of the total number of shares underlying the restricted stock units on each quarter thereafter, beginning on August 15, 2012. Vested shares will be delivered to the reporting person six months following the

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completion of Issuer's initial public offering.

- (4) Each restricted stock unit represents a contingent right to receive one share of Class B common stock. The restricted stock units vest at a rate of 1/16th of the total number of shares underlying the restricted stock units on each quarter, beginning on January 15, 2013.
- (5) Shares held of record by Jeffrey J. Rothschild and Marieke H. Rothschild as Trustees of the Jeffrey and Marieke Rothschild Revocable Living Trust Created UTA dated September 11, 2003 fbo Jeffrey J. Rothschild.
- (6) Shares held of record by John Colgrove, as Trustee of the Rothschild Irrevocable Children's Trust created UTA dated April 23, 2008.
- (7) Shares held of record by Jeffrey J. Rothschild, as Trustee of the Jeffrey J. Rothschild 2011 Annuity Trust dated November 29, 2011.
- (8) Shares held of record by Marieke H. Rothschild, as Trustee of the Marieke H. Rothschild 2011 Annuity Trust dated November 29, 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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