

Meritech Capital Partners III LP
 Form 3
 May 17, 2012

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 | |
| Â Meritech Management Associates III L.L.C. | | | (Month/Day/Year) | Facebook Inc [FB] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 245 LYTTON AVENUE, SUITE 350 | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | __X__ 10% Owner |
| PALO ALTO,Â CAÂ 94301 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (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 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) | 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) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|------------------|------------------|-------------------------------------|------------|-------------------|----------------------------------|-----------------------------|
| Series C Convertible Preferred Stock ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽¹⁾ | Class B Common Stock ⁽²⁾ | 34,367,483 | \$ ⁽¹⁾ | I | See footnote ⁽³⁾ |
| Series C Convertible Preferred Stock ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽¹⁾ | Class B Common Stock ⁽²⁾ | 626,420 | \$ ⁽¹⁾ | I | See footnote ⁽⁴⁾ |
| Class B Common Stock ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 5,265,340 | \$ ⁽²⁾ | I | See footnote ⁽³⁾ |
| Class B Common Stock ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 95,980 | \$ ⁽²⁾ | I | See footnote ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meritech Management Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| Meritech Capital Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| Meritech Capital Partners III LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| MERITECH CAPITAL AFFILIATES III L P 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| MADERA PAUL S 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| Bischof George 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C. | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C. | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Partners III L.P. | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C., a managing member of Meritech Capital Associates III L.L.C., the general partner of Meritech Capital Affiliates III L.P. | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Paul S. Madera | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Michael B. Gordon | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for Rob Ward | 05/17/2012 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman as attorney-in-fact for George Bischof | 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) Each share of the issuer's Series C Convertible Preferred Stock will automatically be converted into 1.00491 shares of the issuer's Class B Common Stock immediately upon the closing of issuer's IPO (as defined in FN 2) 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 become convertible (a) at the holder's option or (b) upon certain transfers of such shares, into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.
 - (2) Shares held directly by Meritech Capital Partners III L.P. ("MCP III"). Meritech Management Associates III L.L.C. (the managing member of Meritech Capital Associates III L.L.C., which serves as the general partner of MCP III) and Paul Madera, Michael Gordon, Rob Ward and George Bischof (the managing members of Meritech Management Associates III L.L.C.) may be deemed to share voting and dispositive power over the shares held by MCP III. Such persons and entities disclaim beneficial ownership of shares held by MCP III except to the extent of any 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.
 - (3) Shares held directly by Meritech Capital Partners III L.P. ("MCA III"). Meritech Management Associates III L.L.C. (the managing member of Meritech Capital Associates III L.L.C., which serves as the general partner of MCA III) and Paul Madera, Michael Gordon, Rob Ward and George Bischof (the managing members of Meritech Management Associates III L.L.C.) may be deemed to share voting and dispositive power over the shares held by MCA III. Such persons and entities disclaim beneficial ownership of shares held by MCA III except to the extent of any 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.
 - (4)

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