

Meritech Capital Partners III LP
Form 3
May 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â Meritech Management
Associates III L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE
350

(Street)

PALO ALTO,Â CAÂ 94301

(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

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

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

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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information contained in this form are not
required to respond unless the form displays a
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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)

Date Expiration Title Amount or
Exercisable Date Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

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				Shares		or Indirect (I) (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,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Partners III LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
MERITECH CAPITAL AFFILIATES III L P 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
MADERA PAUL S 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Bischof George 245 LYTTON AVENUE, SUITE 350 PALO ALTO,Â CAÂ 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
- (2) 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.
- 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.
- 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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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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