

HASTINGS REED
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 HASTINGS REED

(Last) (First) (Middle)

C/O NETFLIX, INC.,Â 100
WINCHESTER CIRCLE

(Street)

LOS GATOS,Â CAÂ 95032

(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 ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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 Exercisable 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)

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

(Instr. 5)

Restricted Stock Units (RSU)	Â (1)	06/21/2021	Class B Common Stock (2)	20,000	\$ (3)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASTINGS REED C/O NETFLIX, INC. 100 WINCHESTER CIRCLE LOS GATOS, CA 95032	Â X	Â	Â	Â

Signatures

/s/ Michael Johnson as attorney-in-fact for Reed
Hastings

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 RSUs vest as to 1/4th of the total shares on July 15, 2012, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date. None of the RSUs will settle until the earliest of (i) December 31, 2013, (ii) an earlier date between January 1, 2013 and December 31, 2013 that may be specified by the issuer and (iii) the date of a change of control as defined in the issuer's stock plan.

(2) 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 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.

(3) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

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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