

Facebook Inc
Form 4
May 17, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GS INVESTMENT STRATEGIES, LLC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		Price
Class A Common Stock	05/17/2012		S		19,081,701		\$
					(1) (2) (3) (4)	D	37.582
					(5) (6)		(4) (5) (6)
						I	32,650,733
							(7) (8)

See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS INVESTMENT STRATEGIES, LLC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS MASTER FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS GP, LLC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS ADVISORS, INC. 200 WEST STREET NEW YORK, NY 10282		X		
FBDC INVESTORS OFFSHORE HOLDINGS, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
FBDC ADVISORS OFFSHORE, INC. 200 WEST STREET NEW YORK, NY 10282		X		

Signatures

/s/ Yvette Kasic,
Attorney-in-fact 05/17/2012

__Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-fact 05/17/2012

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Attorney-in-fact 05/17/2012

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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs

- (1) Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release.

The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to

(2) which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partners, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

This statement is being filed by GS Investment Strategies, LLC ("GSIS"), FBDC Investors Offshore Holdings, L.P. ("FBDC"), FBDC Advisors Offshore, Inc. ("FBDC Advisors"), Goldman Sachs Investment Partners Master Fund, L.P. ("GSIP Master"), Goldman Sachs

- (3) Investment Partners GP, LLC ("GSIP GP"), Goldman Sachs Investment Partners Private Opportunities Holdings, L.P. ("GSIP Private Opportunities") and Goldman Sachs Investment Partners Private Opportunities Holdings Advisors, Inc. ("GSIP Advisors" and together with GSIS, FBDC, FBDC Advisors, GSIP Master, GSIP GP and GSIP Private Opportunities, the "Reporting Persons").

Pursuant to an underwriting agreement, dated May 17, 2012 (the "Underwriting Agreement"), and in connection with the registered public offering (the "Offering") of shares of Class A common stock, par value \$0.000006 (the "Common Stock"), of Facebook, Inc. (the "Company"), FBDC sold 17,750,421 shares of Common Stock. The public offering price in the Offering was \$38.00 per share of

- (4) Common Stock and the underwriting discount was \$0.418 per share of Common Stock. Accordingly, FBDC sold an aggregate of 17,750,421 shares of Common Stock and received a price per share of \$37.582 (which is net of the underwriting discount) for an aggregate amount of \$667,096,322.022. Following such sale, FBDC beneficially owns directly 30,372,774 shares of Common Stock, which may be deemed to be beneficially owned indirectly by FBDC's general partner, FBDC Advisors.

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(5) Pursuant to the Underwriting Agreement, and in connection with the Offering, GSIP Master sold 958,522 shares of Common Stock. The public offering price in the offering of Common Stock by the Company was \$38.00 per share of Common Stock and the underwriting discount was \$0.418 per share of Common Stock. Accordingly, GSIP Master sold an aggregate of 958,522 shares of Common Stock and received a price per share of \$37.582 (which is net of the underwriting discount) for an aggregate amount of \$36,023,173.804. Following such sale, GSIP Master beneficially owns directly 1,640,130 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Master's general partner, GSIP GP.

(6) Pursuant to the Underwriting Agreement, and in connection with the Offering, GSIP Private Opportunities sold 372,758 shares of Common Stock. The public offering price in the Offering was \$38.00 per share of Common Stock and the underwriting discount was \$0.418 per share of Common Stock. Accordingly, GSIP Private Opportunities sold an aggregate of 372,758 shares of Common Stock and received a price per share of \$37.582 (which is net of the underwriting discount) for an aggregate amount of \$14,008,991.156. Following such sale, GSIP Private Opportunities beneficially owns directly 637,829 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Private Opportunities' general partner, GSIP Advisors.

(7) GSIS may be deemed to beneficially own, indirectly, in the aggregate, all of the Common Stock owned directly by FBDC, GSIP Master and GSIP Private Opportunities because GSIS is the investment manager of each of FBDC, GSIP Master and GSIP Private Opportunities. In addition, affiliates of GSIS may be deemed to have an indirect pecuniary interest in the shares of Common Stock held by FBDC and GSIP Private Opportunities by virtue of a profits interest based on the investment performance of such shares.

(8) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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