

FORM 4

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

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GS INVESTMENT STRATEGIES, LLC	Facebook Inc [FB]	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
200 WEST STREET	5/17/2012	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10282		<input type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Class A Common Stock	5/17/2012		S	19081701 (1) (2) (3) (4) (5) (6) D \$37.582 (4) (5) (6)	32650733	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

Explanation of Responses:

- (1) 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 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.
- (2) 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 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.
- (3) 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

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").

- (4) 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 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.
- (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.

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

5/17/2012

** Signature of Reporting Person

Date

/s/ Yvette Kasic, Attorney-in-fact

5/17/2012

** Signature of Reporting Person

Date

<u>/s/ Yvette Kasic, Attorney-in-fact</u>	<u>5/17/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Yvette Kasic, Attorney-in-fact</u>	<u>5/17/2012</u>
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<u>/s/ Yvette Kasic, Attorney-in-fact</u>	<u>5/17/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Yvette Kasic, Attorney-in-fact</u>	<u>5/17/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Yvette Kasic, Attorney-in-fact</u>	<u>5/17/2012</u>
** Signature of Reporting Person	Date

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

* 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).

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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