

# FORM 3

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

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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

1. Name and Address of Reporting Person * <b>Moskovitz Dustin A.</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>5/17/2012</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Facebook Inc [FB]</b>
(Last) (First) (Middle) <b>P.O. BOX 2929</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	
(Street) <b>SAN FRANCISCO, CA 94126</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Class B common stock</b>	(1)	(1)	<b>Class A common stock</b>	<b>174165</b>	(1)	<b>I</b>	<b>By trust (2)</b>
<b>Class B common stock</b>	(1)	(1)	<b>Class A common stock</b>	<b>114256629</b>	(1)	<b>I</b>	<b>By trust (3)</b>
<b>Class B common stock</b>	(1)	(1)	<b>Class A common stock</b>	<b>14404516</b>	(1)	<b>I</b>	<b>By trust (4)</b>
<b>Class B common stock</b>	(1)	(1)	<b>Class A common stock</b>	<b>4863335</b>	(1)	<b>I</b>	<b>By trust (5)</b>

**Explanation of Responses:**

- (1) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.
- (2) Shares held of record by Dustin A. Moskowitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.
- (3) Shares held of record by Dustin Moskowitz, Trustee of The Dustin A. Moskowitz Trust dated December 27, 2005.
- (4) Shares held of record by Dustin Moskowitz, Trustee of The Dustin Moskowitz 2008 Annuity Trust dated March 10, 2008.
- (5) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskowitz 2009 Trust, a trust established pursuant to the Dustin A. Moskowitz 2009 Trust Agreement dated January 1, 2009.

**Remarks:**

Exhibit 24.1: Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moskovitz Dustin A. P.O. BOX 2929 SAN FRANCISCO, CA 94126		X		

**Signatures**

/s/ Dustin A. Moskowitz

5/17/2012

\*\* 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Divesh Makan and Rakesh Mehta, and each of them, his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a person who beneficially holds more than 10% of the Class A stock of Facebook, Inc. (the "Company"), Forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, Forms 4 or Forms 5 and timely file any such forms with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done pursuant to this power of attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, Forms 4, and Forms 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact.

The undersigned has caused this Power of Attorney to be executed as of this 10 day of May, 2012.

/s/ Dustin A. Moskovitz

Dustin A. Moskovitz