

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

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 * MICROSOFT CORP	2. Date of Event Requiring Statement (MM/DD/YYYY) 5/17/2012	3. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB]
(Last) (First) (Middle) ONE MICROSOFT WAY	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) REDMOND, WA 98052-6399	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
(City) (State) (Zip)		

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			
Series D Preferred Stock	(1)	(1)	Class A Common Stock	32784639	(1)	D	

Explanation of Responses:

- (1) Each of the 32,377,940 outstanding shares of Series D Preferred Stock held by Microsoft Corporation ("Microsoft") prior to the closing of the firm commitment initial public offering ("IPO") by Facebook, Inc. ("Facebook") is convertible into 1.012561 shares of Class B Common Stock at any time and this conversion right has no expiration date; the Class B Common Stock is convertible into shares of Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date. This filing is made as a result of Microsoft's beneficial ownership of such underlying shares of Class A Common Stock as determined in accordance with the rules of the Securities and Exchange Commission.

Remarks:

Following the closing of the IPO, Microsoft will no longer be a 10% beneficial owner of any class of equity security of Facebook registered under Section 12 of the Securities Exchange Act of 1934, as amended, and, therefore, will no longer be subject to Section 16 of such Act. In addition, Microsoft plans to file a Form 4 following the closing of the IPO which reflects, as of such closing, the automatic conversion of Microsoft's Series D Preferred Stock into shares of Class B Common Stock, Microsoft's subsequent conversion of certain of such shares of Class B Common Stock into shares of Class A Common Stock, and Microsoft's subsequent sale of such shares of Class A Common Stock in connection with the IPO.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICROSOFT CORP ONE MICROSOFT WAY REDMOND, WA 98052-6399		X		

Signatures

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation

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.