

Facebook Inc
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 *
GS INVESTMENT
STRATEGIES, LLC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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 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)

Class A Common Stock

51,732,434 ⁽¹⁾ ⁽²⁾

I

See footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾

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

SEC 1473 (7-02)

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

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)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

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

Signatures

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

__Signature of Reporting Person Date

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

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__Signature of Reporting Person Date
/s/ Yvette Kasic, 05/17/2012
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Attorney-in-fact

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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).

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").

FBDC beneficially owns directly 48,123,195 shares of Class A common stock, par value \$0.000006 (the "Common Stock"), of Facebook, Inc., which may be deemed to be beneficially owned indirectly by FBDC's general partner, FBDC Advisors. GSIP Master beneficially

- (4) owns directly 2,598,652 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Master's general partner, GSIP GP. GSIP Private Opportunities beneficially owns directly 1,010,587 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Private Opportunities' general partner, GSIP Advisors.

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.

- (5) 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.

The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this

- (6) 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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