1. Name and Address of Reporting Person

**GOLDMAN SACHS GROUP INC**

(Last)  
(First)  
(Middle)  
200 WEST STREET  

(State)  
(City)  
(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 of 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 Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/17/2012</td>
<td></td>
<td></td>
<td>S</td>
<td>5,243,185 (1) (2) (3) (4)</td>
<td>D $37,582 (4)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

1. Name and Address of Reporting Person

**GOLDMAN SACHS GROUP INC**

(Last)  
(First)  
(Middle)  
200 WEST STREET  

(State)  
(City)  
(Zip)

1. Name and Address of Reporting Person

**GOLDMAN SACHS & CO**

(Last)  
(First)  
(Middle)  
200 WEST STREET  

(State)  
(City)  
(Zip)
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 The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

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"), GS Group sold 5,243,185 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, GS Group sold an aggregate of 5,243,185 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 $197,049,378.67. Following such sale, GS Group beneficially owns directly 8,971,622 shares of Common Stock.

5. 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.

/s/ Yvette Kosic, Attorney-in-Fact 05/17/2012
/s/ Yvette Kosic, Attorney-in-Fact 05/17/2012
** 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 4 (b)(v).


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 Number.