

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GS INVESTMENT STRATEGIES, LLC</u>  (Last) (First) (Middle) <u>200 WEST STREET</u>  (Street) <u>NEW YORK NY 10282</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Facebook Inc [ FB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/17/2012		S		19,081,701 <small>(1) (2) (3) (4) (5) (6)</small>	D	\$37.582 <small>(4) (5) (6)</small>	32,650,733	I	See footnotes <small>(1) (2) (3) (4) (5) (6) (7) (8)</small>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

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)

1. Name and Address of Reporting Person\*  
GOLDMAN SACHS INVESTMENT PARTNERS MASTER FUND, L.P.  
 (Last) (First) (Middle)  
200 WEST STREET  
 (Street)  
NEW YORK NY 10282  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GOLDMAN SACHS INVESTMENT PARTNERS GP, LLC</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS, L.P.</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS ADVISORS, INC.</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">FBDC INVESTORS OFFSHORE HOLDINGS, L.P.</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">FBDC ADVISORS OFFSHORE, INC.</a>		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282

(City)	(State)	(Zip)
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**Explanation of Responses:**

- 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.
- 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.
- 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").
- 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.
- 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.
- 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.
- 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.
- 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 Koscic, Attorney-in-  
fact 05/17/2012

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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).

\*\* 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 Number.**