

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>MICROSOFT CORP</u>  (Last) (First) (Middle) <u>ONE MICROSOFT WAY</u>  (Street) <u>REDMOND WA 98052-6399</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/17/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Facebook Inc [ FB ]</u>	
		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)	5. 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  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)
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**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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: 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			
<u>Series D Preferred Stock</u>	<u>(I)</u>	<u>(I)</u>	<u>Class A Common Stock</u>	<u>32,784,639</u>	<u>(I)</u>	<u>D</u>	

**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.

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation 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 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 Number.