

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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* MICROSOFT CORP		(Month/Day/Year)	Facebook Inc [FB]	
(Last)	(First)	(Middle)	05/17/2012	
ONE MICROSOFT WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
REDMOND, WA 98052-6399			____ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	____ Officer	____ Form filed by One Reporting Person
			(give title below)	____ Form filed by More than One Reporting Person
			____ Other	
			(specify below)	

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

SEC 1473 (7-02)

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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 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	Â (1)	Â (1)	Class A Common Stock	32,784,639	\$ (1)	D	Â
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Reporting Owners

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

Signatures

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation

05/17/2012

__Signature of Reporting Person

Date

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).
- (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.

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Remarks:

Following the closing of the IPO, Microsoft will no longer be a 10% beneficial owner of any class of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.