

(Department of Corporations
Use Only)

Fee Paid \$ _____

Receipt No. _____

DEPARTMENT OF CORPORATIONS
FILE No., if any: _____

(Insert File Numbers(s) of Previous
Filings Before the Department, If Any)

RECEIVED
DEPT. OF CORPORATIONS
SACRAMENTO
2010 JAN 12 AM 10:22

FEE: \$2,500.00

(See Corporations Code Section 25608(y) and Section 25608(e).

The fee is based on the current market value of the shares,
or in the case of options, the underlying shares.)

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA

Notice of Issuance of Securities Pursuant to Subdivision (o) of
Section 25102 of the Corporations Code

1. Name of Issuer: Facebook, Inc.

2. State of Incorporation: Delaware

3. Address of Principal Place of Business:

<u>1601 S. California Avenue</u>	<u>Palo Alto</u>	<u>CA</u>	<u>94304</u>
Number and Street	City	State	Zip Code

4. The security is issued pursuant to a: (Check One)

Stock Purchase Plan or Agreement.
 Name of Security: _____
 Number of Shares: _____
 Price Per Share: \$ _____

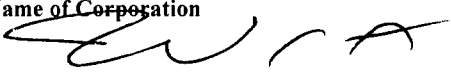
Stock Option Plan or Agreement.
 Name and Number of Options: _____
 Name and Number of the Underlying Securities: _____
 Exercise Price Per Share: _____

"Flexible" Stock Purchase/Stock Option Plan or Agreement.
 Name of Security/Option: Options to purchase Class B Common Stock, Restricted Stock Awards and/or Restricted Stock Units pursuant to the Issuer's 2005 Stock Plan (the "Plan")
 Number of Shares/Options: 19,900,000 shares of Class B Common Stock reserved for issuance under the Plan
 Name and Number of the Underlying Securities: Shares of Class B Common Stock (and the shares of Class A Common Stock into which they are convertible): 19,900,000
 Price Per Share: Calculation based on fair market value of \$16.17 per share

5. Aggregate current market value of securities sought to be sold: \$321,783,000.00

6. Date of Notice: January 11, 2010 Facebook, Inc.

(X) Check if Corporation
has a consent to
service of process
on file with the
Commissioner.

Name of Corporation

Authorized Signature on Behalf of Corporation

Theodore W. Ulyot, Vice President and General Counsel
Print Name and Title of Signatory

Name, Address and Phone Number of Contact Person:
Richard Dickson, Esq. (650) 988-8500
c/o Fenwick & West LLP
801 California Street, Mountain View, CA 94041

Instructions: Each corporation (other than a California corporation) filing a notice under Section 25102(o) must file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner.