

**FENWICK & WEST LLP**

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Section 12(h)  
Securities Exchange Act of 1934

October 13, 2008

Thomas Kim, Esq.  
Office of Chief Counsel  
Division of Corporation Finance  
United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Re: Facebook, Inc.  
Request for Exemptive Relief from Registration under Section 12(g) of the  
Securities Exchange Act of 1934

Dear Mr. Kim:

On behalf of Facebook, Inc., a Delaware corporation (the "**Company**"), we hereby apply for an exemption under Section 12(h) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or request no-action relief, from the registration requirements of Section 12(g) of the Exchange Act with respect to restricted stock units ("**RSUs**") that the Company has granted and proposes to grant to employees, directors and certain consultants of the Company under its 2005 Stock Plan (the "**Plan**").

In connection with this request, the Company has authorized us to make on its behalf the factual representations herein.

**I. Background**

The Company provides a leading social networking web site on the Internet. The Company's outstanding capital stock consists of Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock. There are currently fewer than 500 holders of each of these classes of securities.

The Company also offers equity-based awards under the Plan to its employees, directors and consultants for compensatory purposes. There are three types of awards authorized for issuance under the Plan, stock options (nonstatutory stock options and incentive stock options), stock purchase rights and RSUs. The Company has no other equity plans or programs other than its 2005 Officers' Stock Plan that is no longer being used. The Company has granted options to purchase its Common Stock under the Plan and intends to comply with the applicable requirements set forth in paragraph (f)(1) of Rule 12h-1 promulgated under the Exchange Act with respect to its stock option grants.

















