

## **EXHIBIT 28**

Table of Contents

As filed with the Securities and Exchange Commission on February 1, 2012

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form S-1  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933**

**Facebook, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

7370  
(Primary Standard Industrial  
Classification Code Number)

20-1665019  
(IRS Employer  
Identification No.)

Facebook, Inc.  
1601 Willow Road  
Menlo Park, California 94025  
(650) 308-7300

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

David A. Ebersman  
Chief Financial Officer  
Facebook, Inc.  
1601 Willow Road  
Menlo Park, California 94025  
(650) 308-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

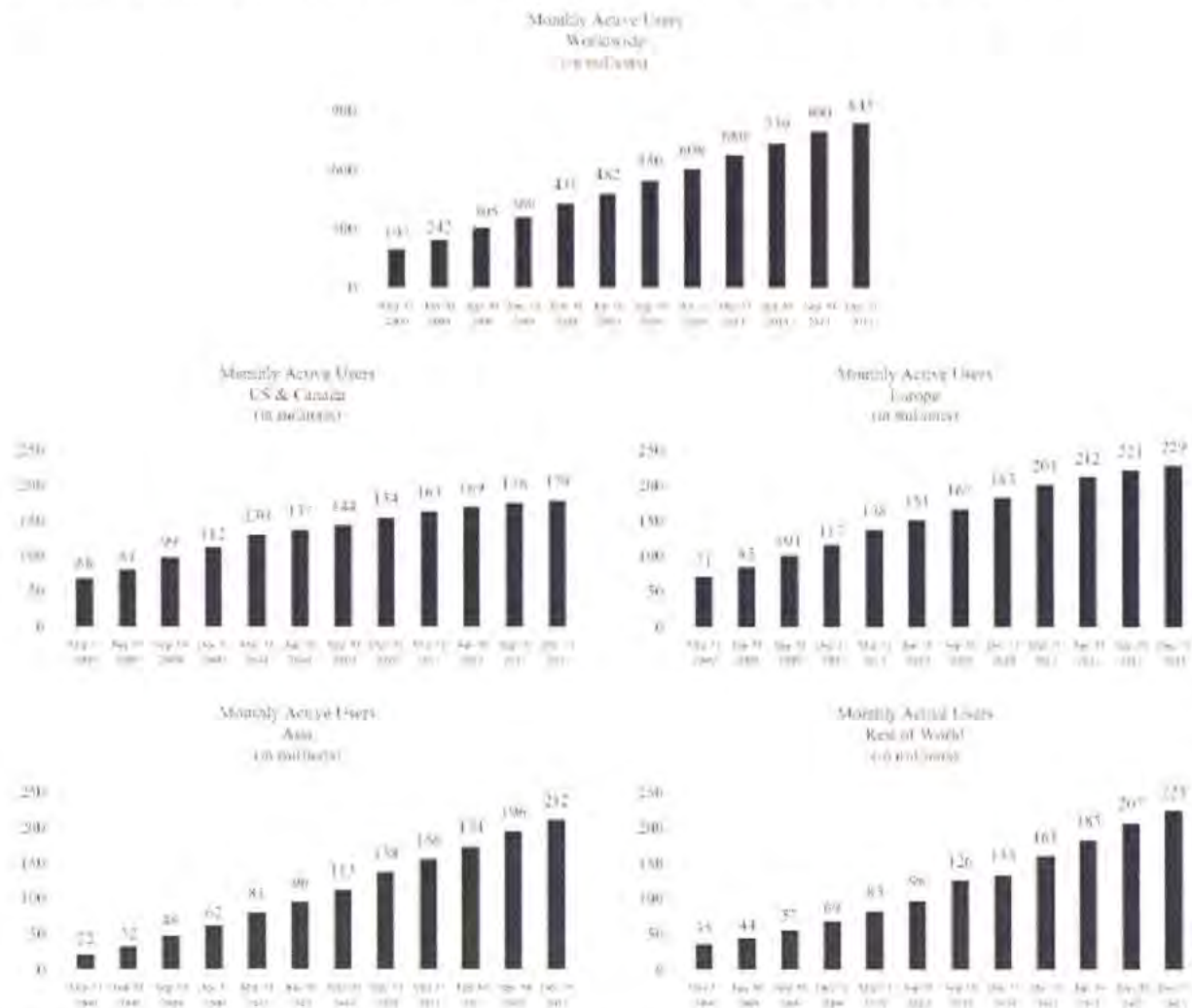
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the

Table of Contents

**Trends in Our User Metrics**

- Monthly Active Users (MAUs).** We define a monthly active user as a registered Facebook user who logged in and visited Facebook through our website or a mobile device, or took an action to share content or activity with his or her Facebook friends or connections via a third-party website that is integrated with Facebook, in the last 30 days as of the date of measurement. MAUs are a measure of the size of our global active user community, which has grown substantially in the past several years.

As of December 31, 2011, we had 845 million MAUs, an increase of 39% from December 31, 2010. We experienced growth across different geographies, with users in Brazil and India representing a key source of growth. We had 161 million MAUs in the United States as of December 31, 2011, an increase of 16% from the prior year. We had 37 million MAUs in Brazil as of December 31, 2011, an increase of 268% from the prior year. Additionally, we had 46 million MAUs in India as of December 31, 2011, an increase of 132% from the prior year.



Note: Rest of world includes Africa, Latin America, and the Middle East.

There are more than two billion global Internet users, according to an industry source, and we aim to connect all of them. We have achieved varying levels of penetration within the population of Internet users in different countries. For example, in countries such as Chile, Turkey, and Venezuela we estimate that we have penetration rates of greater than 80% of Internet users; in countries such as the United Kingdom and the United States we estimate that we have penetration rates of approximately 60%; in countries such as Brazil, Germany, and India we estimate that we have penetration rates of