

Facebook Inc
Form 4
November 25, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
THIEL PETER

(Last) (First) (Middle)

**C/O FACEBOOK, INC., 1601
WILLOW ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	11/22/2016		C	15,219	A	\$ 0	15,219	I	By The Founders Fund IV, LP ⁽¹⁾
Class A Common Stock	11/22/2016		S ⁽²⁾	13,008	D	\$ 121.5715 ⁽³⁾	2,211	I	By The Founders Fund IV, LP ⁽¹⁾
Class A Common Stock	11/22/2016		S ⁽²⁾	2,211	D	\$ 122.3234 ⁽⁴⁾	0	I	By The Founders Fund IV, LP ⁽¹⁾

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Class A Common Stock	11/22/2016	C	4,885	A	\$ 0	4,885	I	By The Founders Fund IV Principals Fund, LP (5)
Class A Common Stock	11/22/2016	S ⁽²⁾	4,181	D	\$ 121.5726 (3)	704	I	By The Founders Fund IV Principals Fund, LP (5)
Class A Common Stock	11/22/2016	S ⁽²⁾	704	D	\$ 122.3225 (4)	0	I	By The Founders Fund IV Principals Fund, LP (5)
Class A Common Stock						3,778	D	
Class A Common Stock						214,407	I	By Rivendell One LLC (6)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	(7)	11/22/2016		C	15,219	(7)	(7)	Class A Common	15,219

Stock ⁽⁷⁾							Stock
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	11/22/2016	C	4,885	⁽⁷⁾	⁽⁷⁾	Class A Common Stock 4,885

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THIEL PETER C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025		X		

Signatures

David Kling as attorney-in-fact for Peter
Thiel

11/25/2016

⁽⁷⁾Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- The reporting person is one of the Managers of The Founders Fund IV Management, LLC ("FF IV Management"), which is the General Partner of The Founders Fund IV, LP ("FF IV"), although he disclaims voting and investment power over the securities held by FF IV.
- (1) The reporting person otherwise disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (2) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.01 to \$122.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.01 to \$122.84 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (4) The reporting person is one of the Managers of FF IV Management, which is the General Partner of The Founders Fund IV Principals Fund, LP ("FFIVPF"), although he disclaims voting and investment power over the securities held by FFIVPF. The reporting person

otherwise disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (5) The reporting person is the beneficial owner of Rivendell One LLC ("Rivendell"), and has sole voting and investment power over the securities held by Rivendell.
 - (6) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.
 - (7)

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- (8) Includes shares to be received by the holder in connection with the acquisition of Oculus by the issuer pursuant to the agreement and plan of merger (the "Merger Agreement"), which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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