Facebook Inc Form 4 November 25, 2016

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** THIEL PETER	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	Facebook Inc [FB]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	X Director 10% Owner			
C/O FACEBOOK, INC., 1601 WILLOW ROAD	11/22/2016	Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MENT O DADY, CA 04005	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit on Disposed (Instr. 3, 4)	of (D)		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)		
Class A Common Stock	11/22/2016		С	15,219	, ,	\$ 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)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)								
Class A Common Stock						214,407	I	By Rivendell One LLC
Class A Common Stock						3,778	D	
Class A Common Stock	11/22/2016	S(2)	704	D	\$ 122.3225 (4)	0	I	By The Founders Fund IV Principals Fund, LP
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
Class A Common Stock	11/22/2016	С	4,885	A	\$ 0	4,885	I	By The Founders Fund IV Principals Fund, LP

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	<u>(7)</u>	11/22/2016		C		15,219	<u>(7)</u>	<u>(7)</u>	Class A Common	15,219	

Stock (7) Stock Class B Class A (7) (7) \mathbf{C} Common Common (7) 11/22/2016 4,885 4.885 Stock (7) Stock

Reporting Owners

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

Signatures

David Kling as attorney-in-fact for Peter 11/25/2016 Thiel

> **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.
- 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.
- 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 (5) 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.
- 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.
- 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) **(7)** upon certain transfers of such shares and has no expiration date.

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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. 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.