

Facebook Inc
Form 4
November 14, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
11/13/2012

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)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/13/2012		J ⁽¹⁾		3,745	A	\$ 0 3,745	D	
Class A Common Stock					494,466	I			By The Founders Fund, LP ⁽²⁾
Class A Common Stock					370,480	I			By The Founders Fund II, LP ⁽³⁾
Class A Common					18,320	I			By The Founders Fund

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Stock				II Principals Fund, LP ⁽⁴⁾
Class A Common Stock	11,200	I		By The Founders Fund II Entrepreneurs Fund, LP ⁽⁵⁾
Class A Common Stock	2,144,066	I		By Rivendell One LLC ⁽⁶⁾
Class A Common Stock	2,548,050	I		By Lembas, LLC ⁽⁷⁾

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

/s/ David Kling as attorney-in-fact for Peter A.
Thiel

11/14/2012

__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).

- (1) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Andreessen Horowitz Fund I-A, L.P. to its general and limited partners without consideration.

The reporting person is one of the Managers of The Founder's Fund Management, LLC, which is the General Partner of The Founders Fund, LP ("FF"), and may be deemed to share voting and investment power over the securities held by FF. The reporting person disclaims

- (2) 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 one of the Managing Members of The Founder's Fund II Management, LLC ("FF II Management"), which is the General Partner of The Founders Fund II, LP ("FF II"), and may be deemed to share voting and investment power over the securities held

- (3) by FF II. The reporting person 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 one of the Managing Members of FF II Management, which is the General Partner of The Founders Fund II Principals Fund, LP ("FFPF"), and may be deemed to share voting and investment power over the securities held by FFPF. The reporting

- (4) person 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 one of the Managing Members of FF II Management, which is the General Partner of The Founders Fund II Entrepreneurs Fund, LP ("FFEFE"), and may be deemed to share voting and investment power over the securities held by FFEFE. The

- (5) reporting person 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.

- (6) 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 reporting person is the Manager and a Member of Lembas, LLC ("Lembas"), and has sole voting and investment power over the securities held by Lembas. The reporting person 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.

- (7)

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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