Facebook Inc Form 4 July 23, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THIEL PETER

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Facebook Inc [FB]

07/21/2014

(Check all applicable)

(First)

(Street)

(Middle)

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

X_ Director 10% Owner Officer (give title Other (specify

C/O FACEBOOK, INC., 1601

WILLOW ROAD

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

Security

or Exercise

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Following

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

any

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(Month/Day/Year)

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

Code

Securities

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date**

Underlying Securities (Instr. 3 and 4)

7. Title and Amount of

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8)			Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (1)	(1) (2)	07/21/2014		A		416,308 (2)		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	416,308
Class B Common Stock (1)	(1) (4)	07/21/2014		A		133,637		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	133,637

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THIEL PETER
C/O FACEBOOK, INC.
1601 WILLOW ROAD
MENLO PARK, CA 94025

Signatures

/s/ Michael Johnson as attorney-in-fact for Peter A. Thiel

07/23/2014

**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 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.
 - Shares received in exchange for 37,476 shares of Oculus VR, Inc. ("Oculus") common stock in connection with the acquisition of Oculus by the issuer (the "Merger"), the consideration of which consisted of shares of the issuer's Class B Common Stock and cash. On the effective date of the Merger, the closing price of the issuer's common stock was \$69.40 per share. Of the shares of Class B Common
- (2) Stock to be received by The Founders Fund IV, LP ("FF IV"), in the Merger, 41,631 shares 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 amended and restated merger agreement dated April 21, 2014.
 - The reporting person is one of the Managers of The Founders Fund IV Management, LLC ("FF IV Management"), which is the General Partner of FF IV, although he disclaims voting and investment power over the securities held by FF IV. The reporting person otherwise
- (3) 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.

Reporting Owners 2

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- Shares received in exchange for 12,030 shares of Oculus VR, Inc. ("Oculus") common stock in connection with the acquisition of Oculus by the issuer (the "Merger"), the consideration of which consisted of shares of the issuer's Class B Common Stock and cash. On the effective date of the Merger, the closing price of the issuer's common stock was \$69.40 per share. Of the shares of Class B Common
- (4) Stock to be received by The Founders Fund IV Principals Fund, LP (FFIVPF), in the Merger, 13,364 shares 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 amended and restated merger agreement dated April 21, 2014.
 - The reporting person is one of the Managers of The Founder's Fund IV Management, LLC ("FF IV Management"), which is the General Partner of 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.

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.