

Facebook Inc
Form 4
August 10, 2012

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)
08/08/2012

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 | 08/08/2012 | | C | | 3,427,594 | A | \$ 0 3,427,594 | I | By The Founders Fund, LP ⁽¹⁾ |
| Class A Common Stock | 08/08/2012 | | C | | 740,960 | A | \$ 0 740,960 | I | By The Founders Fund II, LP ⁽²⁾ |
| Class A Common Stock | 08/08/2012 | | C | | 36,640 | A | \$ 0 36,640 | I | By The Founders Fund II Principals Fund, LP ⁽³⁾ |

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| | | | | | | | | |
|----------------------------|------------|---|-----------|---|------|------------|---|---|
| Class A Common Stock | 08/08/2012 | C | 22,400 | A | \$ 0 | 22,400 | I | By The Founders Fund II Entrepreneurs Fund, LP ⁽⁴⁾ |
| Class A Common Stock | 08/08/2012 | C | 5,070,290 | A | \$ 0 | 5,070,290 | I | By Lembas, LLC ⁽⁵⁾ |
| Class A Common Stock | | | | | | 18,581,901 | I | By Rivendell One LLC ⁽⁶⁾ |

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.

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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) | | |
|---|--|---|---|--------------------------------------|--|--|---|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 08/08/2012 | | C | 3,427,594 | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock ⁽⁸⁾ | 3,427,594 |
| Class B Common Stock ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 08/08/2012 | | C | 740,960 | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock ⁽⁸⁾ | 740,960 |
| Class B Common Stock ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 08/08/2012 | | C | 36,640 | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock ⁽⁸⁾ | 36,640 |
| Class B Common Stock ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 08/08/2012 | | C | 22,400 | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common Stock ⁽⁸⁾ | 22,400 |
| Class B Common | \$ 0 ⁽⁷⁾ | 08/08/2012 | | C | 5,070,290 | ⁽⁷⁾ | ⁽⁷⁾ | Class A Common | 5,070,290 |

Stock (7)Stock (8)

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

Thiel

08/10/2012

**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 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 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 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 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.

(3) 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 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.

(4) 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 ("FFEF"), and may be deemed to share voting and investment power over the securities held by FFEF. 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.

(5) 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.

(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.

(7) 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.

(8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis. No shares of Class B Common Stock or Class A Common Stock were sold in connection with this conversion.

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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