

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)
			Code	V Amount (A) or (D) Price			
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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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 Deriv Sec (Instr. 3)	
				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

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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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