

Facebook Inc
Form 4/A
July 29, 2014

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)
07/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
07/28/2014

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	07/24/2014		C		374,677	A	\$ 0	374,677	I	By The Founders Fund IV, LP ⁽¹⁾
Class A Common Stock	07/24/2014		C		120,273	A	\$ 0	120,273	I	By The Founders Fund IV Principals Fund, LP ⁽²⁾
Class A Common Stock								29,654	I	By Lembas, LLC ⁽³⁾

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Class A Common Stock	111,884	I	By The Founders Fund, LP ⁽⁴⁾
Class A Common Stock	76,830	I	By The Founders Fund Management, LLC ⁽⁵⁾
Class A Common Stock	222,587	I	By PT Ventures, LLC ⁽⁶⁾
Class A Common Stock	370,480	I	By The Founders Fund II, LP ⁽⁷⁾
Class A Common Stock	18,320	I	By The Founders Fund II Principals Fund, LP ⁽⁸⁾
Class A Common Stock	11,200	I	By The Founders Fund II Entrepreneurs Fund, LP ⁽⁹⁾
Class A Common Stock	2,144,066	I	By Rivendell One LLC ⁽¹⁰⁾
Class A Common Stock	3,745 ⁽¹¹⁾	D	

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

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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)	8. ...
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Section 16 or for any other purposes.

(5) The reporting person is one of the Managers of FF Management, and may be deemed to share voting and investment power over the securities held by FF Management. 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 Manager of PT Ventures, LLC ("PTV"), and has sole voting and investment power over the securities held by PTV. 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) The reporting person is one of the Managing Members of The Founders 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.

(8) 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.

(9) 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 of 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.

(10) 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.

(11) This amendment is being filed solely to include the share holdings reported on this line, which were inadvertently omitted from the reporting person's original Form 4 filed July 28, 2014. No new transactions are being reported herein.

(12) 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.

(13) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(14) Shares to be received by holder in connection with the acquisition of Oculus VR, Inc. ("Oculus") by the issuer, 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 amended and restated merger agreement dated April 21, 2014.

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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