

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 7/21/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Class B Common Stock (1)	(1) (2)	7/21/2014		A	416308 (2)	(1) (1)	Class A Common Stock 416308	\$0.00	416308	I	By The Founders Fund IV, LP (3)
Class B Common Stock (1)	(1) (4)	7/21/2014		A	133637 (4)	(1) (1)	Class A Common Stock 133637	\$0.00	133637	I	By The Founders Fund IV Principals Fund, LP (5)

Explanation of Responses:

- (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.
- (2) 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 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.
- (3) 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

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) 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 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.
- (5) 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 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.

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

7/23/2014

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.