

# 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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>THIEL PETER</b>	<b>Facebook Inc [ FB ]</b>	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>	<b>8/16/2012</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>MENLO PARK, CA 94025</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
Class A Common Stock	8/16/2012		S (1)		1898456	D	\$19.98 (2)	1529138	I	By The Founders Fund, LP (3)
Class A Common Stock	8/16/2012		S (1)		2558	D	\$20.69 (4)	1526580	I	By The Founders Fund, LP (3)
Class A Common Stock	8/16/2012		S (1)		239791	D	\$19.98 (2)	501169	I	By The Founders Fund II, LP (5)
Class A Common Stock	8/16/2012		S (1)		324	D	\$20.69 (4)	500845	I	By The Founders Fund II, LP (5)
Class A Common Stock	8/16/2012		S (1)		11858	D	\$19.98 (2)	24782	I	By The Founders Fund II Principals Fund, LP (6)
Class A Common Stock	8/16/2012		S (1)		16	D	\$20.69 (4)	24766	I	By The Founders Fund II Principals Fund, LP (6)
Class A Common Stock	8/16/2012		S (1)		7248	D	\$19.98 (2)	15152	I	By The Founders Fund II Entrepreneurs Fund, LP (7)
Class A Common Stock	8/16/2012		S (1)		11	D	\$20.69 (4)	15141	I	By The Founders Fund II Entrepreneurs

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			Code	V	Amount	(A) or (D)	Price			
										<b>Fund, LP</b> <sup>(7)</sup>
Class A Common Stock	8/16/2012		S <sup>(1)</sup>		10639320	D	\$19.98 <sup>(2)</sup>	7942581	I	By Rivendell One LLC <sup>(8)</sup>
Class A Common Stock	8/16/2012		S <sup>(1)</sup>		14341	D	\$20.69 <sup>(4)</sup>	7928240	I	By Rivendell One LLC <sup>(8)</sup>
Class A Common Stock	8/16/2012		S <sup>(1)</sup>		185826	D	\$19.98 <sup>(2)</sup>	4884464	I	By Lembas, LLC <sup>(9)</sup>
Class A Common Stock	8/16/2012		S <sup>(1)</sup>		251	D	\$20.69 <sup>(4)</sup>	4884213	I	By Lembas, LLC <sup>(9)</sup>
Class A Common Stock	8/16/2012		J <sup>(10)</sup>	V	2235135	D	\$0.00	2649078	I	By Lembas, LLC <sup>(9)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		1022699	D	\$19.27 <sup>(11)</sup>	503881	I	By The Founders Fund, LP <sup>(3)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		9415	D	\$20.06 <sup>(12)</sup>	494466	I	By The Founders Fund, LP <sup>(3)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		129397	D	\$19.27 <sup>(11)</sup>	371448	I	By The Founders Fund II, LP <sup>(5)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		968	D	\$20.06 <sup>(12)</sup>	370480	I	By The Founders Fund II, LP <sup>(5)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		6388	D	\$19.27 <sup>(11)</sup>	18378	I	By The Founders Fund II Principals Fund, LP <sup>(6)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		58	D	\$20.06 <sup>(12)</sup>	18320	I	By The Founders Fund II Principals Fund, LP <sup>(6)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		3903	D	\$19.27 <sup>(11)</sup>	11238	I	By The Founders Fund II Entrepreneurs Fund, LP <sup>(7)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		38	D	\$20.06 <sup>(12)</sup>	11200	I	By The Founders Fund II Entrepreneurs Fund, LP <sup>(7)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		5731995	D	\$19.27 <sup>(11)</sup>	2196245	I	By Rivendell One LLC <sup>(8)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		52179	D	\$20.06 <sup>(12)</sup>	2144066	I	By Rivendell One LLC <sup>(8)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		100118	D	\$19.27 <sup>(11)</sup>	2548960	I	By Lembas, LLC <sup>(9)</sup>
Class A Common Stock	8/17/2012		S <sup>(1)</sup>		910	D	\$20.06 <sup>(12)</sup>	2548050	I	By Lembas, LLC <sup>(9)</sup>

**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				

**Explanation of Responses:**

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2012.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.69 to \$20.68 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (3) 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.69 to \$20.70 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) The shares reported on this Form 4 represent pro rata distributions, and not a purchase or sale of the shares, by Lembas, LLC to its members who are not affiliates of the issuer, without consideration.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.02 to \$20.01 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (11).
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.02 to \$20.07 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12).

**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			
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# Signatures

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

8/20/2012

\*\* 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.