

THIEL PETER
Form 4
July 31, 2018

FORM 4

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

OMB APPROVAL

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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(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)
07/27/2018

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 | 07/27/2018 | | S ⁽¹⁾ | D | 82 | \$ 179.8685 | (2) | 2,008 | I | By The Founders Fund II, LP ⁽³⁾ |
| Class A Common Stock | 07/27/2018 | | S ⁽¹⁾ | D | 465 | \$ 178.001 | (4) | 1,543 | I | By The Founders Fund II, LP ⁽³⁾ |
| Class A Common Stock | 07/27/2018 | | S ⁽¹⁾ | D | 350 | \$ 177.0183 | (5) | 1,193 | I | By The Founders Fund II, LP ⁽³⁾ |
| Class A Common | 07/27/2018 | | S ⁽¹⁾ | D | 628 | \$ 175.2414 | | 565 | I | By The Founders |

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| | | | | | | | | |
|----------------------------|------------|-------------|-----|---|-------------------------------|-----|---|--|
| Stock | | | | | <u>(6)</u> | | | Fund II, LP <u>(3)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 402 | D | \$ 174.0164 <u>(7)</u> | 163 | I | By The Founders Fund II, LP <u>(3)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 163 | D | \$ 173.3604 <u>(8)</u> | 0 | I | By The Founders Fund II, LP <u>(3)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 3 | D | \$ 179.8683 <u>(9)</u> | 60 | I | By The Founders Fund II Entrepreneurs Fund, LP <u>(10)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 15 | D | \$ 178.001 <u>(11)</u> | 45 | I | By The Founders Fund II Entrepreneurs Fund, LP <u>(10)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 10 | D | \$ 177.052 <u>(12)</u> | 35 | I | By The Founders Fund II Entrepreneurs Fund, LP <u>(10)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 15 | D | \$ 175.326 <u>(13)</u> | 20 | I | By The Founders Fund II Entrepreneurs Fund, LP <u>(10)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 20 | D | \$ 173.748 <u>(14)</u> | 0 | I | By The Founders Fund II Entrepreneurs Fund, LP <u>(10)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 3 | D | \$ 179.8683 <u>(15)</u> | 100 | I | By The Founders Fund II Principals Fund, LP <u>(16)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 25 | D | \$ 178.001 <u>(17)</u> | 75 | I | By The Founders Fund II Principals Fund, LP <u>(16)</u> |
| Class A Common Stock | 07/27/2018 | <u>S(1)</u> | 17 | D | \$ 177.0329 <u>(18)</u> | 58 | I | By The Founders Fund II Principals |

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| | | | | | | | | |
|----------------------------|------------|------------------|----|---|------------------------|--------|---|---|
| Class A Common Stock | 07/27/2018 | S ⁽¹⁾ | 29 | D | \$ 175.221 (19) | 29 | I | Fund, LP ⁽¹⁶⁾ By The Founders Fund II Principals Fund, LP ⁽¹⁶⁾ |
| Class A Common Stock | 07/27/2018 | S ⁽¹⁾ | 21 | D | \$ 174.0757 (20) | 8 | I | By The Founders Fund II Principals Fund, LP ⁽¹⁶⁾ |
| Class A Common Stock | 07/27/2018 | S ⁽¹⁾ | 8 | D | \$ 173.3613 (21) | 0 | I | By The Founders Fund II Principals Fund, LP ⁽¹⁶⁾ |
| Class A Common Stock | | | | | | 8,308 | D | |
| Class A Common Stock | | | | | | 53,602 | I | By Rivendell One LLC ⁽²²⁾ |

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.

SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 Thiel

07/31/2018

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.865 to \$179.87 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) 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 ("FFII"), and may be deemed to share voting and investment power of the securities held by FFII. 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 \$177.535 to \$178.39 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.51 to \$177.33 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.70 to \$175.67 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.69 to \$174.66 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.22 to \$173.52 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.865 to \$179.87 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- 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
- (10) 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (11) \$177.535 to \$178.39 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (12) \$176.51 to \$177.33 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (13) \$175.07 to \$175.67 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (14) \$173.22 to \$174.20 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (15) \$179.865 to \$179.87 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 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 of the securities held by FFPF. The reporting
- (16) 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (17) \$177.535 to \$178.39 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (18) \$176.51 to \$177.33 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (19) \$174.70 to \$175.67 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (20) \$173.69 to \$174.66 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (21) \$173.22 to \$173.52 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (22) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.