

# 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 or  
Section 30(h) 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>Cohen Stephen Andrew</b>		<b>Palantir Technologies Inc. [ PLTR ]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>See Remarks</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O PALANTIR TECHNOLOGIES INC., 1555 BLAKE STREET, SUITE 250</b>		<b>2/18/2021</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>DENVER, CO 80202</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	2/18/2021		C(1)		2000000	A	\$0.00	2203647	D	
Class A Common Stock	2/18/2021		S(1)		924378	D	\$25.0689 (2)	1279269	D	
Class A Common Stock	2/18/2021		S(1)		225622	D	\$25.9277 (3)	1053647	D	
Class A Common Stock	2/19/2021		S(1)		300000	D	\$27.7067 (4)	753647	D	
Class A Common Stock	2/19/2021		S(1)		250000	D	\$29.04 (5)	503647	D	
Class A Common Stock	2/22/2021		S(1)		300000	D	\$30.03 (6)	203647	D	

**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				
Employee Stock Option (Right to buy)	\$1.10	2/18/2021		M(1)		749091		(7)	7/27/2021	Class B Common Stock (8)	749091	\$0.00	90909	D	
Class B Common Stock (8)	\$1.10	2/18/2021		M(1)		749091		(8)	(8)	Class A Common Stock	749091	\$0.00	12783114	D	
Class B Common Stock (8)	(8)	2/18/2021		C(1)		2000000		(8)	(8)	Class A Common Stock	2000000	\$0.00	10783114	D	

### Explanation of Responses:

- This transaction is part of a related series of transactions undertaken pursuant to a preexisting Rule 10b5-1 trading plan. On February 18, 2021, the Reporting Person exercised 749,091 vested Class B Common Stock options, converted the resulting shares of Class B Common Stock, along with 1,250,909 additional shares of Class B Common Stock, to Class A Common Stock, and immediately sold 1,150,000 shares of Class A Common Stock in the open market. On February 19, 2021, the Reporting Person sold an additional 550,000 shares of Class A Common Stock in the open market. On February 22, 2021, the Reporting Person sold an additional 300,000 shares of Class A Common Stock in the open market.
- This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$24.52 to \$25.51. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (3) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$25.52 to \$26.31. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (2) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission,

the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.

- (4) This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$27.08 to 28.02. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (5) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- (5) This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$29.04 to \$29.045. The price reported above reflects the weighted average sale price of trades occurring within that price range. See footnote (4) for sales executed in other price ranges on the date indicated. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- (6) This transaction represents a sale of shares in the open market made at a price of \$30.03 per share.
- (7) The options exercised in this transaction were fully vested and exercisable as of the transaction date.
- (8) The Class B Common Stock is convertible into the Issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

**Remarks:**

Officer title: President and Secretary

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Stephen Andrew C/O PALANTIR TECHNOLOGIES INC. 1555 BLAKE STREET, SUITE 250 DENVER, CO 80202	X		See Remarks	

**Signatures**

/s/ Justin V. Laubach, under power of attorney

2/22/2021

\*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.

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