

FORM 4

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Karp Alexander C.		Palantir Technologies Inc. [PLTR]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O PALANTIR TECHNOLOGIES INC., 1200 17TH STREET, FLOOR 15		12/6/2022			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DENVER, CO 80202				<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	12/6/2022		C (1)(2)		809398	A	(3)	7241656	D	
Class A Common Stock	12/6/2022		S (1)(2)		809398	D	\$6.998 (4)	6432258	D	
Class A Common Stock	12/7/2022		C (1)(2)		809398	A	(3)	7241656	D	
Class A Common Stock	12/7/2022		S (1)(2)		809398	D	\$7.1344 (5)	6432258	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(6)	12/6/2022		M (1)(2)		3510000	(7)	5/20/2031	Class B Common Stock (3)	3510000.0	\$0	29835000	D	
Class B Common Stock (3)	(3)	12/6/2022		M (1)(2)		3510000	(3)	(3)	Class A Common Stock	3510000.0	\$0	49482785	D	
Restricted Stock Units	(8)	12/6/2022		M (1)(2)		390000	(7)	5/20/2031	Class B Common Stock (3)	390000.0	\$0	3315000	D	
Class B Common Stock (3)	(3)	12/6/2022		M (1)(2)		390000	(3)	(3)	Class A Common Stock	390000.0	\$0	49872785	D	
Class B Common Stock (3)	(3)	12/6/2022		C (1)(2)		809398	(3)	(3)	Class A Common Stock	809398.0	\$0	49063387	D	
Class B Common Stock (3)	(3)	12/7/2022		C (1)(2)		809398	(3)	(3)	Class A Common Stock	809398.0	\$0	48253989	D	

Explanation of Responses:

- (1) This transaction is part of a related series of transactions. In February 2022, the Compensation, Nominating & Governance Committee of the Issuer determined that the settlement of all of the Reporting Person's restricted stock units ("RSUs") that vested in calendar year 2022 would occur on December 6, 2022. As a result, the Reporting Person acquired an aggregate of 3,900,000 shares of Class B Common Stock upon vesting and settlement of RSUs on December 6, 2022. In addition, in order to cover required tax withholding obligations, the Reporting Person (i) converted 809,398 shares of the Class B Common Stock to Class A Common Stock and immediately sold the resulting shares of Class A Common Stock on December 6, 2022 and (ii) converted 809,398 shares of the Class B Common Stock to Class A Common Stock and immediately sold the resulting shares of Class A Common Stock on December 7, 2022. (continued in footnote 2)
- (2) (continuation from footnote 1) All sales were automatic sales of shares to cover required tax withholding obligations in connection with the settlement event on December 6, 2022 and were conducted in compliance with the Reporting Person's preexisting Rule 10b5-1 trading plan.

- (3) 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.
- (4) This transaction represents sales executed in multiple open market sales. The sales reflected in this line item were made at prices ranging from \$6.89 to \$7.19. The price reported above reflects the weighted average sale price of trades occurring within that price range. 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 \$7.04 to \$7.34. The price reported above reflects the weighted average sale price of trades occurring within that price range. 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) These securities are RSUs granted pursuant to the Issuer's Amended 2010 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's Class B Common Stock.
- (7) The shares acquired from the vesting and settlement of RSUs (as described above) were fully vested as of the transaction date.
- (8) These securities are RSUs granted pursuant to the Issuer's 2020 Executive Equity Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's Class B Common Stock.

Remarks:

Officer title: Chief Executive Officer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karp Alexander C. C/O PALANTIR TECHNOLOGIES INC. 1200 17TH STREET, FLOOR 15 DENVER, CO 80202	X		See Remarks	

Signatures

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

12/8/2022

**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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