

# 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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>THIEL PETER</b>		<b>Palantir Technologies Inc. [ PLTR ]</b>		<input checked="" type="checkbox"/> Director <input checked="" 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 PALANTIR TECHNOLOGIES INC., 1555 BLAKE STREET, SUITE 250</b>		<b>2/17/2021</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/17/2021		C(1)		6944440	A	\$0.00	3472220 (2)	I	See Footnote (3)
Class A Common Stock	2/17/2021		C(1)		39422431	A	\$0.00	19730330 (2)	I	See Footnote (4)
Class A Common Stock	2/17/2021		C(1)		1191775	A	\$0.00	1192932	I	See Footnote (5)
Class A Common Stock	2/17/2021		J(6)		596466	D	\$0.00	596466	I	See Footnote (5)
Class A Common Stock	2/17/2021		C(1)		1949413	A	\$0.00	975652 (2)	I	See Footnote (7)
Class A Common Stock	2/17/2021		C(1)		32212328	A	\$0.00	16106210 (2)	I	See Footnote (8)
Class A Common Stock	2/17/2021		C(1)		588414	A	\$0.00	588416	I	See Footnote (9)
Class A Common Stock	2/17/2021		J(6)		294208	D	\$0.00	294208	I	See Footnote (9)
Class A Common Stock	2/17/2021		C(1)		11440882	A	\$0.00	5720458 (2)	I	See Footnote (10)
Class A Common Stock	2/17/2021		C(1)		13160866	A	\$0.00	0 (2)	I	See Footnote (11)
Class A Common Stock	2/17/2021		C(1)		4224690	A	\$0.00	0 (2)	I	See Footnote (12)
Class A Common Stock	2/17/2021		C(1)		3891	A	\$0.00	3915	I	See Footnote (13)
Class A Common Stock								3844639 (2)	D	
Class A Common Stock								1083408 (2)	I	See Footnote (14)
Class A Common Stock								12050960 (2)	I	See Footnote (15)
Class A Common Stock								53487 (16)	I	See Footnote (17)
Class A Common Stock								268840 (16)	I	See Footnote (18)
Class A Common Stock								1954631 (16)	I	See Footnote (19)
Class A Common Stock								3702272 (2)	I	See Footnote (20)
Class A Common Stock								3506771 (2)	I	See Footnote (21)
Class A Common Stock								14530420 (16)	I	See Footnote (22)

**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		S(23)		15653541	D	\$25.0578 (24)	82197647	I	See Footnote (25)
Class A Common Stock	2/18/2021		S(23)		4346459	D	\$25.8696 (26)	77851188	I	See Footnote (25)
Class A Common Stock	2/18/2021		S(23)		3315	D	\$25.1001 (27)	600	I	See Footnote (13)
Class A Common Stock	2/18/2021		S(23)		600	D	\$25.9317 (28)	0	I	See Footnote (13)

**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	(29)	2/17/2021		C(1)		6944440		(29)	(29)	Class A Common Stock	6944440	\$0.00	0	I	See Footnote (3)
Class B Common Stock	(29)	2/17/2021		C(1)		39422431		(29)	(29)	Class A Common Stock	39422431	\$0.00	0	I	See Footnote (4)
Class B Common Stock	(29)	2/17/2021		C(1)		1191775		(29)	(29)	Class A Common Stock	1191775	\$0.00	0	I	See Footnote (5)
Class B Common Stock	(29)	2/17/2021		C(1)		1949413		(29)	(29)	Class A Common Stock	1949413	\$0.00	0	I	See Footnote (7)
Class B Common Stock	(29)	2/17/2021		C(1)		32212328		(29)	(29)	Class A Common Stock	32212328	\$0.00	0	I	See Footnote (8)
Class B Common Stock	(29)	2/17/2021		C(1)		588414		(29)	(29)	Class A Common Stock	588414	\$0.00	0	I	See Footnote (9)
Class B Common Stock	(29)	2/17/2021		C(1)		11440882		(29)	(29)	Class A Common Stock	11440882	\$0.00	0	I	See Footnote (10)
Class B Common Stock	(29)	2/17/2021		C(1)		13160866		(29)	(29)	Class A Common Stock	13160866	\$0.00	0	I	See Footnote (11)
Class B Common Stock	(29)	2/17/2021		C(1)		4224690		(29)	(29)	Class A Common Stock	4224690	\$0.00	0	I	See Footnote (12)
Class B Common Stock	(29)	2/17/2021		C(1)		3891		(29)	(29)	Class A Common Stock	3891	\$0.00	0	I	See Footnote (13)

**Explanation of Responses:**

- This transaction represents the conversion of Class B Common Stock into Class A Common Stock effected in compliance with a preexisting Rule 10b5-1 plan adopted by the holder and the Issuer's lock-up terms.
- Share numbers have been adjusted to reflect changes in form of beneficial ownership for no consideration in transfers exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- These shares are held of record by The Founders Fund, LP ("FF-I"). The Reporting Person is one of the managing members of The Founders Fund Management, LLC, which is the general partner of FF-I. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-I. The Reporting Person disclaims beneficial ownership over the shares held by FF-I except to the extent of his pecuniary interest therein.
- These shares are held of record by The Founders Fund II, LP ("FF-II"). The Reporting Person is one of the managing members of The Founders Fund II Management, LLC ("FFIIM"), which is the general partner of FF-II. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-II. The Reporting Person disclaims beneficial ownership over the shares held by FF-II except to the extent of his pecuniary interest therein.
- These shares are held of record by The Founders Fund II Entrepreneurs Fund, LP ("FF-IIIE"). The Reporting Person is one of the managing members of FFIIM, which is the general partner of FF-IIIE. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IIIE. The Reporting Person disclaims beneficial ownership over the shares held by FF-IIIE except to the extent of his pecuniary interest therein.
- Reflects a distribution to limited partners effected pursuant to a preexisting Rule 10b5-1 plan adopted by the holder and in compliance with the Issuer's lock-up terms. The Reporting Person has no pecuniary interest in the reported shares.
- These shares are held of record by The Founders Fund II Principals Fund, LP ("FF-IIP"). The Reporting Person is one of the managing members of FFIIM, which is the general partner of FF-IIP. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IIP. The Reporting

Person disclaims beneficial ownership over the shares held by FF-IIP except to the extent of his pecuniary interest therein.

- (8) These shares are held of record by The Founders Fund III, LP ("FF-III"). The Reporting Person is one of the managing members of The Founders Fund III Management, LLC ("FFIIIM"), which is the general partner of FF-III. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-III. The Reporting Person disclaims beneficial ownership over the shares held by FF-III except to the extent of his pecuniary interest therein.
- (9) These shares are held of record by The Founders Fund III Entrepreneurs Fund, LP ("FF-IIIE"). The Reporting Person is one of the managing members of FFIIIM, which is the general partner of FF-IIIE. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IIIE. The Reporting Person disclaims beneficial ownership over the shares held by FF-IIIE except to the extent of his pecuniary interest therein.
- (10) These shares are held of record by The Founders Fund III Principals Fund, LP ("FF-IIIP"). The Reporting Person is one of the managing members of FFIIIM, which is the general partner of FF-IIIP. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IIIP. The Reporting Person disclaims beneficial ownership over the shares held by FF-IIIP except to the extent of his pecuniary interest therein.
- (11) These shares are held of record by The Founders Fund IV, LP ("FF-IV"). The Reporting Person is one of the managing members of The Founders Fund IV Management, LLC ("FFIVM"), which is the general partner of FF-IV. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IV. The Reporting Person disclaims beneficial ownership over the shares held by FF-IV except to the extent of his pecuniary interest therein.
- (12) These shares are held of record by The Founders Fund IV Principals Fund, LP ("FF-IVP"). The Reporting Person is one of the managing members of FFIVM, which is the general partner of FF-IVP. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF-IVP. The Reporting Person disclaims beneficial ownership over the shares held by FF-IVP except to the extent of his pecuniary interest therein.
- (13) These shares are held of record by FF Pathfinder VI, LLC ("FF Pathfinder"). The Reporting Person is one of the managing members of The Founders Fund VI Management, LLC, which is the managing member of FF Pathfinder. The Reporting Person may be deemed to have beneficial ownership over the securities held by FF Pathfinder. The Reporting Person disclaims beneficial ownership over the shares held by FF Pathfinder except to the extent of his pecuniary interest therein.
- (14) These shares are held of record by FF4 Investment LLC, of which the Reporting Person is the sole beneficial owner. The Reporting Person has beneficial ownership over the securities held by FF4 Investment LLC.
- (15) These shares are held of record by PLTR Holdings LLC, of which the Reporting Person is the sole beneficial owner. The Reporting Person has beneficial ownership over the securities held by PLTR Holdings LLC.
- (16) These shares were not subject to a particular transaction during the dates covered by this Form 4 and are listed here to disclose the Reporting Person's holdings as required by Securities and Exchange Commission rules.
- (17) These shares are held of record by Rivendell 25 LLC, of which the Reporting Person is the sole beneficial owner. The Reporting Person has beneficial ownership over the securities held by Rivendell 25 LLC.
- (18) These shares are held of record by STS Holdings II LLC, of which the Reporting Person is the sole beneficial owner. The Reporting Person has beneficial ownership over the securities held by STS Holdings II LLC.
- (19) These shares are held of record by Clarium L.P. ("Clarium"). The Reporting Person is the President of Clarium Capital Management, LLC, which is the general partner of Clarium. The Reporting Person may be deemed to have beneficial ownership over the securities held by Clarium.
- (20) These shares are held of record by PT Ventures, LLC ("PTV"), of which the Reporting Person is the Managing Member. The Reporting Person may be deemed to have beneficial ownership over the securities held by PTV. The Reporting Person disclaims beneficial ownership of the shares held by PTV except to the extent of his pecuniary interest therein.
- (21) These shares are held of record by Thiel Capital LLC, of which the Reporting Person is the Manager. The Reporting Person has beneficial ownership over the securities held by Thiel Capital LLC.
- (22) These shares are held of record by Mithril PAL-SPV 1, LLC ("Mithril"). The Reporting Person is the Chairman of the Investment Committee of Mithril GP LP, the General Partner of Mithril LP, which, in turn, owns Mithril. The Reporting Person may be deemed to have beneficial ownership over the securities held by Mithril. The Reporting Person disclaims beneficial ownership of the shares held by Mithril except to the extent of his pecuniary interest therein.
- (23) The sales reported on this Form 4 were effected pursuant to a preexisting Rule 10b5-1 trading plan adopted by the holder.
- (24) This transaction was executed in multiple trades at prices ranging from \$24.51 to \$25.50. The price above reflects the weighted average sale price. 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 price.
- (25) These shares are held of record by Rivendell 7 LLC, of which the Reporting Person is the sole beneficial owner. The Reporting Person has beneficial ownership over the securities held by Rivendell 7 LLC.
- (26) This transaction was executed in multiple trades at prices ranging from \$25.505 to \$26.31. The price above reflects the weighted average sale price. 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 price.
- (27) This transaction was executed in multiple trades at prices ranging from \$24.78 to \$25.75. The price above reflects the weighted average sale price. 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 price.
- (28) This transaction was executed in multiple trades at prices ranging from \$25.79 to \$26.04. The price above reflects the weighted average sale price. 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 price.
- (29) 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.

#### **Reporting Owners**

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>THIEL PETER</b> <b>C/O PALANTIR TECHNOLOGIES INC.</b> <b>1555 BLAKE STREET, SUITE 250</b> <b>DENVER, CO 80202</b>	<b>X</b>	<b>X</b>		

**Signatures**

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

2/19/2021

—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.

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.