

# 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)		
<b>THIEL PETER</b>			<b>Facebook Inc [ FB ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
<b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>			<b>7/28/2017</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		
(City) (State) (Zip)						<input type="checkbox"/> 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. 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	7/28/2017		C		45659	A	\$0	45659	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		S (2)		1816	D	\$169.486 (3)	43843	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		S (2)		1135	D	\$170.4923 (4)	42708	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		S (2)		14817	D	\$171.9049 (5)	27891	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		S (2)		27284	D	\$172.6701 (6)	607	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		S (2)		607	D	\$173.2676 (7)	0	I	By The Founders Fund IV, LP (1)
Class A Common Stock	7/28/2017		C		14657	A	\$0	14657	I	By The Founders Fund IV Principals Fund, LP (8)
Class A Common Stock	7/28/2017		S (2)		584	D	\$169.4861 (3)	14073	I	By The Founders Fund IV Principals Fund, LP (8)
Class A Common Stock	7/28/2017		S (2)		365	D	\$170.4924 (4)	13708	I	By The Founders Fund IV Principals Fund, LP (8)
Class A Common Stock	7/28/2017		S (2)		4747	D	\$171.904 (5)	8961	I	By The Founders Fund IV Principals Fund, LP (8)
										By The Founders

**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	7/28/2017		S	(2)	8765	D	\$172.6703	(6)	196	I	Fund IV Principals Fund, LP (8)
Class A Common Stock	7/28/2017		S	(2)	196	D	\$173.2672	(7)	0	I	By The Founders Fund IV Principals Fund, LP (8)
Class A Common Stock									6311	D	
Class A Common Stock									214407	I	By Rivendell One LLC (9)

**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 (10)	(10)	7/28/2017		C		45659	(11)	(10)	(10)	Class A Common Stock	45659	\$0	41631	(12)	I	By The Founders Fund IV, LP (1)
Class B Common Stock (10)	(10)	7/28/2017		C		14657	(11)	(10)	(10)	Class A Common Stock	14657	\$0	13364	(12)	I	By The Founders Fund IV Principals Fund, LP (8)

**Explanation of Responses:**

- (1) The reporting person is one of the Managers of The Founders Fund IV Management, LLC ("FF IV Management"), which is the General Partner of The Founders Fund IV, LP ("FF IV"), although he disclaims voting and investment power over the securities held by FF IV. The reporting person otherwise 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.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.07 to \$169.89 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$170.21 to \$171.00 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 \$171.22 to \$172.19 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 \$172.23 to \$173.21 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 \$173.23 to \$173.40 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 reporting person is one of the Managers of FF IV Management, which is the General Partner of The Founders Fund IV Principals Fund, LP ("FFIVPF"), although he disclaims voting and investment power over the securities held by FFIVPF. The reporting person otherwise 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.
- (9) 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.
- (10) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.

- (11) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (12) Includes shares to be received by the holder in connection with the acquisition of Oculus by the issuer pursuant to the agreement and plan of merger (the "Merger Agreement"), which are currently being held in escrow and are subject to forfeiture during the escrow period stated to satisfy claims arising as a result of, among other things, Oculus' breach of any of its representations and warranties or covenants and agreements set forth in the Merger Agreement.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>THIEL PETER</b> <b>C/O FACEBOOK, INC.</b> <b>1601 WILLOW ROAD</b> <b>MENLO PARK, CA 94025</b>	X			

**Signatures**

/s/ David Kling as attorney-in-fact for Peter Thiel

8/1/2017

\*\*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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