

[] 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 Na	me and T	icke	r or Trac	ling Sy	ymbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
THIEL PETER				Facebook Inc [FB]											
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)						X Director				
(-125)											Officer (gi	Officer (give title below) Other (specify below)			
C/O FACEBOOK, INC., 1601 WILLOW ROAD						1	1/20	0/2017							
	(Stre	et)			4. If Amend	ment, Da	te Or	iginal F	iled (M	M/DD/YYY	Y) 6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)
MENLO PARK, CA 94025											_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)															
			Table I - I	Non-I	Derivative S	Securities	Acq	uired, I	Dispos	ed of, or l	Beneficially Own	ed			
1.Title of Security (Instr. 3) 2. Trans. Date			s. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			7. Nature of Indirect Beneficial	
						Code	V	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Se	tock		11/20/	2017		s (1)		134682	D	\$178.8256	(2)	79725		I	By Rivendell One LLC
Class A Common Stock 11/20/201			2017		S (1)		26123	D	\$179.3099	(4)	53602		I	By Rivendell One LLC	
Class A Common St	tock											6311		D	
	Tabl	le II - Der	ivative Sec	uritie	es Beneficia	lly Owne	ed (<i>e</i>	.g. , put	s, call	s, warran	ts, options, conve	ertible sec	curities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date I	3A. Deemed Execution Date, if any	4. Tra (Instr.	ans. Code r. 8) Solution 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ities	6. Date Exercisable and Expiration Date		Securi Deriva	e and Amount of ties Underlying tive Security 3 and 4)		9. Number of derivative Securities Beneficially Owned	Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Coc	de V (A	A) (I		Date Exercisabl	Expira e Date		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

Explanation of Responses:

- (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 \$178.17 to \$179.165 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 the beneficial owner of Rivendell One LLC ("Rivendell"), and has sole voting and investment power over the securities held by Rivendell.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.17 to \$179.48 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.

Reporting Owners

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

/s/ Michael Johnson as attorney-in-fact for Peter Thiel

11/21/2017

** 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.

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.