

Facebook Inc
Form 5
February 14, 2014

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
THIEL PETER

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CA 94025

(City) (State) (Zip)

Form Filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Class A Common Stock	12/26/2013	^	G	284,235 D \$ 0	3,745	D	^
Class A Common Stock	^	^	^	^ ^ ^	29,654 ⁽¹⁾	I	By Lembas, LLC ⁽²⁾
Class A Common	^	^	^	^ ^ ^	111,884 ⁽¹⁾	I	By The Founders

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Stock									Fund, LP ⁽³⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	76,830 ⁽¹⁾	I	By The Founders Fund Management, LLC ⁽⁴⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	222,587 ⁽¹⁾	I	By PT Ventures, LLC ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	370,480	I	By The Founders Fund II, LP ⁽⁶⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	18,320	I	By The Founders Fund II Principals Fund, LP ⁽⁷⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,200	I	By The Founders Fund II Entrepreneurs Fund, LP ⁽⁸⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,144,066	I	By Rivendell One LLC ⁽⁹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
	\$ 0	Â	Â	Â	Â (A) (D)	Date Exercisable: Â ⁽¹¹⁾ Expiration Date: 05/14/2023	Title	7,742

Restricted
Stock Unit
(RSU) ⁽¹⁰⁾

Class A
Common
Stock

Reporting Owners

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

Signatures

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

02/14/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Reflects 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.

The reporting person is the Manager of Lembas, LLC ("Lembas"), and has sole voting and investment power over the securities held by Lembas. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein.
 - (2) 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.

The reporting person is one of the Managers of The Founders Fund Management, LLC ("FF Management"), which is the General Partner of The Founders Fund, LP ("FF"), and may be deemed to share voting and investment power over the securities held by FF. The reporting person 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.
 - (3) The reporting person is one of the Managers of FF Management, and may be deemed to share voting and investment power over the securities held by FF Management. The reporting person 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.
 - (4) The reporting person is the Manager of PT Ventures, LLC ("PTV"), and has sole voting and investment power over the securities held by PTV. The reporting person 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.
 - (5) The reporting person is one of the Managing Members of The Founders Fund II Management, LLC ("FF II Management"), which is the General Partner of The Founders Fund II, LP ("FF II"), and may be deemed to share voting and investment power over the securities held by FF II. The reporting person 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.
 - (6) The reporting person is one of the Managing Members of FF II Management, which is the General Partner of The Founders Fund II Principals Fund, LP ("FFPF"), and may be deemed to share voting and investment power of the securities held by FFPF. The reporting person 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.
 - (7) The reporting person is one of the Managing Members of FF II Management, which is the General Partner of The Founders Fund II Principals Fund, LP ("FFPF"), and may be deemed to share voting and investment power of the securities held by FFPF. The reporting person 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.

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- The reporting person is one of the Managing Members of FF II Management, which is the General Partner of The Founders Fund II Entrepreneurs Fund, LP ("FFEF"), and may be deemed to share voting and investment power of the securities held by FFEF. The
- (8) reporting person 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) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- The RSUs vest as to 100% of the total shares on May 15, 2014; provided, however, in the event that (i) the Issuer's 2014 Annual Meeting of Stockholders is held prior to May 15, 2014 and (ii) the reporting person does not stand for re-election at, or is not re-elected at, the 2014 Annual Meeting of Stockholders (but the reporting person continues to serve on the Board until the date of such meeting), then 100% of the total shares shall vest on the date of the 2014 Annual Meeting of Stockholders.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.