

Facebook Inc
Form 3
May 17, 2012

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â THIEL PETER

(Last) (First) (Middle)

C/O FACEBOOK, INC.,Â 1601
WILLOW ROAD

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/17/2012

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class B Common Stock ⁽²⁾	32,875,670	\$ 0	I	By Rivendell One LLC ⁽³⁾
Class B Common Stock ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	111,884	\$ 0	I	By The Founders Fund, LP ⁽⁴⁾
Series C Convertible Preferred Stock ⁽⁵⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Class B Common Stock ⁽²⁾	5,866,256	\$ 0	I	By The Founders Fund, LP ⁽⁴⁾
Class B Common Stock ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	740,960	\$ 0	I	By The Founders Fund II, LP ⁽⁶⁾
Class B Common Stock ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	36,640	\$ 0	I	By The Founders Fund II Principals Fund, LP ⁽⁷⁾
Class B Common Stock ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	22,400	\$ 0	I	By The Founders Fund II Entrepreneurs Fund, LP ⁽⁸⁾
Class B Common Stock ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	5,070,290	\$ 0	I	By Lembas, LLC ⁽⁹⁾

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	Â X	Â X	Â	Â

Signatures

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

05/17/2012

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of the issuer's Series A Convertible Preferred Stock will be automatically converted into 1 share of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO (as defined in fn 2) and has no expiration date.
- (2) 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. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a

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registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended (the "IPO"), the Class B Common Stock will also become convertible into the issuer's Class A Common Stock on the same basis upon certain transfers of such shares.

- (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.

The reporting person is one of the Managers of The Founder's Fund Management, LLC, 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

(4) beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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) Each share of the issuer's Series C Convertible Preferred Stock will be automatically converted into 1.004909 shares of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.

The reporting person is one of the Managing Members of The Founder's 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

(6) by FF II. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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 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 over the securities held by FFPF. The reporting

(7) person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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 Managing Members of FF II Management, which is the General Partner of The Founders Fund II Entrepreneurs Fund, LP ("FFEFE"), and may be deemed to share voting and investment power over the securities held by FFEFE. The

(8) reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and 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 Manager and a Member 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, and 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.

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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