[ ] 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 * <br> Zuckerberg Mark | 2. Issuer Name and Ticker or Trading Symbol <br> Facebook Inc [ FB ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| :---: | :---: | :---: |
| (Last) $\quad$ (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD | 3. Date of Earliest Transaction (MM/DD/YYYY) 6/24/2021 |  |
| (Street) <br> MENLO PARK, CA 94025 <br> (City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X_Form filed by One Reporting Person <br> 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 | $\begin{aligned} & \text { 3. Trans. Code } \\ & \text { (Instr. 8) } \end{aligned}$ |  | 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. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. <br> 4) | 7. Nature of <br> Indirect <br> Beneficial <br> Ownership <br> (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | V | Amount | (D) | Price |  |  |  |
| Class A Common Stock | 6/24/2021 |  | C |  | 56000 | A | \$0 | 56000 | I | $\begin{aligned} & \text { By CZI } \\ & \text { Holdings, } \\ & \text { LLC } \underline{(1)} \end{aligned}$ |
| Class A Common Stock | 6/24/2021 |  | $S^{(2)}$ |  | 13400 | D | \$342.4579 ${ }^{(3)}$ | 42600 | I | $\begin{array}{\|l} \hline \begin{array}{l} \text { By CZI } \\ \text { Holdings, } \\ \text { LLC } \underline{\text { (1) }} \end{array} \\ \hline \end{array}$ |
| Class A Common Stock | 6/24/2021 |  | $S^{(2)}$ |  | 22664 | D | \$343.2613 ${ }^{(4)}$ | 19936 | I | $\begin{array}{\|l} \hline \text { By CZI } \\ \text { Holdings, } \\ \text { LLCC } \stackrel{(1)}{ } \end{array}$ |
| Class A Common Stock | 6/24/2021 |  | $S^{(2)}$ |  | 19836 | D | \$344.1883 ${ }^{(5)}$ | 100 | I | $\begin{array}{\|l} \hline \begin{array}{l} \text { By CZI } \\ \text { Holdings, } \\ \text { LLC }-1) \end{array} \\ \hline \end{array}$ |
| Class A Common Stock | 6/24/2021 |  | $S^{(2)}$ |  | 100 | D | \$344.8850 | 0 | I | $\begin{array}{\|l} \hline \text { By CZI } \\ \text { Holdings, } \\ \text { LLC }{ }^{(1)} \end{array}$ |
| Class A Common Stock | 6/24/2021 |  | $S^{(6)}$ |  | 3854 | D | \$342.4576 ${ }^{\text {(7) }}$ | 1941992 | I | By Chan Zuckerberg Initiative Foundation (8) |
| Class A Common Stock | 6/24/2021 |  | $S^{(6)}$ |  | 5896 | D | \$343.2560 ${ }^{(9)}$ | 1936096 | I | By Chan Zuckerberg Initiative Foundation (8) |
| Class A Common Stock | 6/24/2021 |  | $S^{(6)}$ |  | 5250 | D | \$344.2026 $\quad(10)$ | 1930846 | I | By Chan Zuckerberg Initiative Foundation (8) |
| Class A Common Stock | 6/24/2021 |  | C |  | 6300 | A | \$0 | 6300 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11) |
| Class A Common Stock | 6/24/2021 |  | $\mathrm{S} \stackrel{(12)}{ }$ |  | 1850 | D | \$342.4647 ${ }^{(13)}$ | 4450 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11) |
| Class A Common Stock | 6/24/2021 |  | S (12) |  | 2660 | D | \$343.3903 ${ }^{(14)}$ | 1790 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, July 7, |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| $\begin{aligned} & \text { 1.Title of Security } \\ & \text { (Instr. 3) } \end{aligned}$ | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) <br> (Instr. 3, 4 and 5) |  |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership Form: <br> Direct (D) or Indirect <br> (I) (Instr. <br> 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | V | Amount | $\begin{gathered} \text { (A) or } \\ \text { (D) } \end{gathered}$ | Price |  |  |  |
|  |  |  |  |  |  |  |  |  |  | 2006 (11) |
| Class A Common Stock | 6/24/2021 |  | $\mathrm{S} \stackrel{(12)}{ }$ |  | 1790 | D | \$344.2587 ${ }^{(15)}$ | 0 | I | By Mark <br> Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. <br> 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) <br> (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. <br> Ownership <br> Form of <br> Derivative <br> Security: <br> Direct (D) <br> or Indirect <br> (I) (Instr. <br> 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 $\frac{(16)}{}$ | (16) | 6/24/2021 |  | C |  |  | 56000 | (16) | (16) | Class A Common Stock | 56000 | \$0 | 349925686 | I | By CZI <br> Holdings, <br> LLC ${ }^{(1)}$ |
| Class B Common Stock ${ }^{(16)}$ | (16) | 6/24/2021 |  | C |  |  | 6300 | (16) | (16) | Class A Common Stock | 6300 | \$0 | 4964936 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11) |
| Class B Common Stock $\frac{(16)}{}$ | (16) |  |  |  |  |  |  | (16) | (16) | Class A Common Stock | 1908602 |  | 1908602 | I | By Chan Zuckerberg Initiative Foundation (8) |

## Explanation of Responses:

(1) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust"), is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.
(2) The sales reported were effected by CZI pursuant to its Rule 10b5-1 trading plan.
(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 341.85$ to $\$ 342.82$ per share. 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 $\$ 342.85$ to $\$ 343.84$ per share. 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 $\$ 343.86$ to $\$ 344.79$ per share. 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 sales reported were effected by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Initiative Foundation ("CZI Foundation"), formerly known as the Chan Zuckerberg Foundation, pursuant to its Rule 10b5-1 trading plan.
(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 341.88$ to $\$ 342.85$ per share. 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) Shares held of record by CZI Foundation. The reporting person is deemed to have voting and investment power over the shares held by CZI Foundation, but has no pecuniary interest in these shares.
(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 342.88$ to $\$ 343.87$ per share. 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.
(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 343.90$ to $\$ 344.78$ per share. 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.
(11) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
(12) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 341.95$ to $\$ 342.94$ per share. 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.
(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 342.95$ to $\$ 343.945$ per share. 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.
(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $\$ 343.99$ to $\$ 344.77$ per share. 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.
(16) 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.

## Reporting Owners

| Reporting Owner Name / Address | Relationships |  |  |  |
| :--- | :---: | :---: | :---: | :---: |
|  | Director | $10 \%$ Owner | Officer | Other |
| Zuckerberg Mark |  |  |  |  |
| C/O FACEBOOK, INC. | $\mathbf{X}$ | $\mathbf{X}$ | COB and CEO |  |
| 1601 WILLOW ROAD |  |  |  |  |
| MENLO PARK, CA 94025 |  |  |  |  |

## Signatures

/s/ Michael Johnson, attorney-in-fact for Mark Zuckerberg 6/28/2021
$\stackrel{* *}{*}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
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.

