### FORM 4

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

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

## 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	g Person	*	2. Issuer N	ame and	Гick	er or Tra	ading	Symbol	5. Relationship of Reporting Pe (Check all applicable)	rson(s) to	Issuer		
Zuckerberg Mar	k			Meta Pla	atforms,	, In	c. [ M	ETA	]					
(Last)	(First)	(Middle)	)	3. Date of I	Earliest Tr	ansa	ction (M	M/DD/	/YYYY)		_ 10% Owne			
C/O META PLA META WAY	TFORMS	S, INC	., 1			3/13	3/2024	1		X_ Officer (give title below) COB and CEO	Other (spe	cify below)		
	(Street)			4. If Amen	dment, Da	te O	riginal l	Filed (	(MM/DD/YYYY	Y) 6. Individual or Joint/Group File	ng (Check	Applicable Line		
MENLO PARK,	CA 9402	5								X _ Form filed by One Reporting Persor Form filed by More than One Report				
(City)	(State)	(Zip)								Tomi med by wore than one report	ing reison			
		Tal	ole I - Non-	Derivative	Securities	Acc	mired.	Disno	sed of, or B	Beneficially Owned				
1.Title of Security (Instr. 3)			2. Trans. Date		3. Trans. Co (Instr. 8)			ties Acq l of (D)	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Form: Beneficial Direct (D) Ownership			
					Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)		
Class A Common Stock			3/13/2024		C		32,794	A	\$0	670,794	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		S(2)		1,100	D	\$492.1145 <sup>(3)</sup>	669,694	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		<b>S</b> (2)		1,883	D	\$493.083 <sup>(4)</sup>	667,811	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		S <sup>(2)</sup>		3,298	D	\$494.2595 <sup>(5)</sup>	664,513	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		<b>S</b> (2).		9,999	D	\$495.2107 <sup>(6)</sup>	654,514	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		S <sup>(2)</sup>		6,814	D	\$496.0886 <sup>(7)</sup>	647,700	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		<b>S</b> (2)		8,300	D	\$497.1163 <sup>(<u>8</u>)</sup>	639,400	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		<b>S</b> (2)		1,200	D	\$497.9704 (2)	638,200	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock			3/13/2024		<b>S</b> .(2).		200	D	\$499.495 (10)	638,000	I	By Chan Zuckerberg Initiative Foundation		
												By Mark Zuckerberg, Trustee Of		

1.Title of Security	2. Trans. Date		3. Trans. C	ode			quired (A) or	5. Amount of Securities Beneficially Owned	6.	7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,	of (D)	)	Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	Beneficial Ownership
			Code	V	Amount	(D)	Price		4)	The Mark
Class A Common Stock	3/13/2024		С		13,125	A	\$0	13,125	I	Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		S(12)		400	D	\$491.975 (13)	12,725	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		S(12)		800	D	\$492.8791 (14)	11,925	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		s <sup>(12)</sup>		1,900	D	\$494.2866 (15)	10,025	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		S(12)		3,925	D	\$495.2718 (16)	6,100	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		<b>S</b> (12)		2,300	D	\$496.1213 <sup>(17)</sup>	3,800	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		s <sup>(12)</sup>		3,500	D	\$497.1121 (18)	300	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		S(12)		200	D	\$498.355 (19)	100	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		S <sup>(12)</sup>		100	D	\$499.33	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/13/2024		С		31,493	A	\$0	31,493	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/13/2024		S <sup>(21)</sup>		600	D	\$491.9467 (22)	30,893	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/13/2024		S <sup>(21)</sup>		2,000	D	\$492.9479 (23)	28,893	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/13/2024		s <sup>(21)</sup>		2,666	D	\$493.9976 (24)	26,227	I	By CZI Holdings, LLC (20)

1.Title of Security (Instr. 3)		2.	. Trans. Date	. Date	Exec	Deemed ution , if any	3. Trans. Co (Instr. 8)	ode	Dispose		uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form:	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	Stock			3/13/20	024			S <sup>(21)</sup>		8,830		\$495.0669 (25)			17,397	I	Holdings, LLC (20)
Class A Common Stock				3/13/2024				<b>S</b> (21)		7,091	D	\$495.9176 (26)	10,30		10,306	I	By CZI Holdings, LLC (20)
Class A Common Stock				3/13/2024				S <sup>(21)</sup>		8,806	D	\$497.0286 (27)			1,500	I	By CZI Holdings, LLC (20)
Class A Common Stock				3/13/2024				S <sup>(21)</sup>		1,200	D	\$497.7775 (28)			300	I	By CZI Holdings, LLC (20)
Class A Common Stock				3/13/2024				<b>S</b> (21)		300	D	\$499.0533 <u>(29)</u>			0	I	By CZI Holdings, LLC (20)
Class A Common Stock														320,000	I	By Chan Zuckerberg Initiative Advocacy (3	
1. Title of	1	ble II - De	rivati		curit 4. Tran			ially Own	_	e.g., pu		ls, warrants	s, options, con			10.	11. Nature o
1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security		exercise be of livative		Deemed Code (Instr. Date, if any		Derivation (A) or (D)		ative ties Acquired Disposed of 3, 4 and 5)		and Expiration Date		Securities U Derivative S (Instr. 3 and	nderlying ecurity	Derivative Security (Instr. 5)  General derivative Securities Beneficially Owned Following		Ownership Form of Derivative Security: Direct (D)	Indirect Beneficial Ownership (Instr. 4)
					Code	· V	(A)	(D)	Dat Exe	e ercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (31)	<u>(31)</u>	3/13/2024			C			32,794		<u>(31)</u>	<u>(31)</u>	Class A Common Stock	32,794	\$0	327,716	I	By Chan Zuckerberg Initiative Foundation
Class B Common Stock (31)	(31)	3/13/2024			c			13,125		(31)	<u>(31)</u>	Class A Common Stock	13,125	\$0	3,519,247	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class B Common Stock (31)	<u>(31)</u>	3/13/2024			C			31,493		<u>(31)</u>	<u>(31)</u>	Class A Common Stock	31,493	\$0	295,160,687	I	By CZI Holdings, LLC (20)
Class B Common Stock (31)	<u>(31)</u>									<u>(31)</u>	<u>(31)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (32)
Class B Common	(31)					T				(31)	(31)	Class A Common	12,000,000		12,000,000	I	By CZI Holdings I,

#### **Explanation of Responses:**

Stock (31)

Shares held of record by the Chan Zuckerberg Initiative Foundation ("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.

Stock

- The sales reported were effected by the CZI Foundation pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023. **(2)**
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$491.56 to \$492.49 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 \$492.60 to \$493.56 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$493.64 to \$494.625 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$494.67 to \$495.64 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$495.68 to \$496.67 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$496.68 to \$497.67 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.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$497.68 to \$498.66 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 \$499.19 to \$499.80 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 Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (12) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$491.49 to \$492.46 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 \$492.58 to \$493.19 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 \$493.66 to \$494.65 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$494.69 to \$495.67 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$495.71 to \$496.60 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$496.735 to \$497.70 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$497.91 to \$498.80 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.
- (20) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the 2006 Trust, is the sole member of CZI. The reporting person 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.
- (21) The sales reported were effected by CZI pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$491.38 to \$492.33 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$492.49 to \$493.44 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.
- (24) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$493.50 to \$494.47 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$494.51 to \$495.49 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.
- (26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$495.515 to \$496.51 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$496.53 to \$497.52 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$497.53 to \$498.34 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$498.80 to \$499.19 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.
- (30) Shares held of record by Chan Zuckerberg Initiative Advocacy ("CZI Advocacy"). The reporting person is deemed to have voting and investment power over the shares held by CZI Advocacy, but has no pecuniary interest in these shares.
- (31) 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.
- (32) Shares held of record by Chan Zuckerberg Holdings LLC ("CZ Holdings"), which is beneficially owned by the reporting person. The reporting person is deemed to have sole voting and investment power over the securities held by CZ Holdings.
- (33) Shares held of record by CZI Holdings I, LLC ("CZI I"), which is beneficially owned by the reporting person. The reporting person is deemed to have sole voting and investment power over the securities held by CZI I.

#### **Reporting Owners**

Danastina Ovyman Nama / Adduses	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Zuckerberg Mark C/O META PLATFORMS, INC. 1 META WAY MENLO PARK, CA 94025			COB and CEO						

#### Signatures

/s/ Erin Guldiken, attorney-in-fact for Mark Zuckerberg

\*\*Signature of Reporting Person

3/13/2024

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.