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# 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 Reporti	ng Perso	on *	2. Issuer 1	Name and	Ticl	ker or T	rading	g Symbol	5. Relationship of Reporting Po (Check all applicable)	erson(s) to	Issuer
Zuckerberg Mar	Facebo	ok Inc [	FB	]								
(Last)	(First)	(Midd	le)	3. Date of	Earliest	Γrans	saction (	MM/DI	D/YYYY)		10% Owr	
						210	2/202	1		_X_ Officer (give title below) COB and CEO	Other (sp	ecify below)
C/O FACEBOO	K, INC.,	1601	WILLOW	V		2/2	23/202	1		COD and CEO		
ROAD	(Street)			4 IC A	J T	<b>\</b> -4- 4	0-1-11	1 17:1 - 3	0.04/00/400	an C Individual an Inint/Communication	li (01 1	
	(Sirect)			4. II Ame	nament, L	Jale (	Origina	rned	I (MM/DD/YYY	6. Individual or Joint/Group Fi	iiig (Check	Applicable Line
MENLO PARK,	<b>CA 940</b>	25								X Form filed by One Reporting Person		
(City)	(State)	(Zip)								Form filed by More than One Repor	ting Person	
		<b>7</b> 00		<b>5</b>								
		T	1							Beneficially Owned	L	I
1.Title of Security (Instr. 3)			2. Trans. Date	Execution Date, if any	3. Trans. C (Instr. 8)	ode	4. Securi Disposed		quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	<ol><li>Nature of Indirect</li></ol>
					(Instr. 3,	3, 4 and 5)		(Instr. 3 and 4)	Form: Direct (D)	Beneficial Ownership		
								(A) or				(Instr. 4)
					Code	V	Amount	(D)	Price		4)	
Class A Common Stock			2/23/2021		C		29000	A	\$0	29000	I	By CZI Holdings,
Class 14 Common Stock			2/25/2021				27000	7.	40	25000	•	LLC (1)
Class A Common Stock			2/23/2021		S(2)		500	D	007 (000 (3)	28500	I	By CZI Holdings,
Class A Common Stock			2/23/2021		Star		300	D	\$256.0683 (3)	20300	1	LLC (1)
			2/22/2024		(2)		4.00	_	(4)		_	By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		1400	D	\$257.2879 (4)	27100	I	Holdings, LLC (1)
											_	By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		1300	D	\$258.1872 (5)	25800	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		1900	D	\$259.3858 <sup>(6)</sup>	23900	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		878	D	\$260.5514 <sup>(7)</sup>	23022	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		1800	D	\$261.6374 (8)	21222	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		4500	D	\$262.7278 (9)	16722	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		7300	D	\$263.6709 (10)	9422	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		4600	D	\$264.6118 (11)	4822	I	Holdings,
												LLC (1) By CZI
Class A Common Stock			2/23/2021		s <sup>(2)</sup>		2422	D	\$265.7710 (12)	2400	I	Holdings,
												LLC (1) By CZI
Class A Common Stock			2/23/2021		S(2)		2100	D	\$266.4678 (13)	300	I	Holdings,
												LLC (1)
Class A Common Stock			2/23/2021		S <sup>(2)</sup>		300	D	\$267.3533 (14)	0	I	By CZI Holdings,
												LLC (1)
Class A Com St. 1			2/22/2021		S(15)		150	_ p	mass 40 = (16)	2105700	,	By Chan Zuckerberg
Class A Common Stock			2/23/2021		Siloi		150	D	\$255.4967 (16)	3105689	I	Initiative Foundation (17)
											<del> </del>	By Chan
Class A Common Stock			2/23/2021		S(15)		550	D	\$257.1491 (18)	3105139	I	Zuckerberg Initiative
											<u> </u>	Foundation (17)
1							. —			T		

			Table	I - Non	-De	rivati	e Securit	ies A	cquirec	d, Disp	osed of, or	Beneficially (	Owned			
1.Title of Security (Instr. 3)		2. Tr	-		Deemed cution e, if any	3. Trans. (Instr. 8)	Code				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form:	7. Nature of Indirect Beneficial Ownership		
							Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		550	D	\$258.1723 (19)	1	3104589		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		800	D	\$259.4900 <sup>(20)</sup>	1	3103789		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		400	D	\$260.6163 <sup>(21)</sup>	1	3103389		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		850	D	\$261.8165 (22)		3102539		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		1750	D	\$262.8903 (23)	1	3100789		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		3100	D	\$263.8396 (24)	1	3097689		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		1200	D	\$264.8180 (25)	1	3096489		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common	Stock		2/2	3/2021			S <sup>(15)</sup>		1350	D	\$266.0122 <sup>(26)</sup>	1	3095139		I	By Chan Zuckerberg Initiative Foundation (17
Class A Common Stock 2/2			2/23/2021			S <sup>(15)</sup>		300	D	\$266.8498 <sup>(27)</sup>	3094839		I	By Chan Zuckerberg Initiative Foundation (17		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Derivate Security Conversion Date Exe		Execution	Deemed d. Trans cution e, if any (Instr. 8)		Der Sec (A) (D)	umber of vative arities Acquir or Disposed or r. 3, 4 and 5)	red of	6. Date Exercisable Expiration Date		7. Title and Securities U Derivative S (Instr. 3 and	Juderlying Derivative Security (Instr. 5)		Securities	10. Ownership Form of Derivative Security: Direct (D)	Beneficial	
	_			Coo	de	V (A		D	ate xercisable	Expirati Date	on Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect	
Class B Common Stock (28)	(28)	2/23/2021		С			29000		(28)	(28)	Class A Common Stock	29000	\$0	353503977	I	By CZI Holdings, LLC (1)
Class B Common Stock (28)	(28)								<u>(28)</u>	(28)	Class A Common Stock			1908602	I	By Chan Zuckerberg Initiative Foundation (17

### **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 \$255.85 to \$256.70 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.86 to \$257.69 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 \$257.88 to \$258.86 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$258.88 to \$259.76 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.

- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.95 to \$260.93 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 \$261.16 to \$262.12 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 \$262.18 to \$263.16 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 \$263.21 to \$264.16 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$264.21 to \$265.11 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.24 to \$266.17 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$266.24 to \$266.79 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$267.34 to \$267.37 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 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$255.26 to \$255.62 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) 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.62 to \$257.57 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 \$257.69 to \$258.64 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.05 to \$260.00 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$260.12 to \$260.90 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$261.37 to \$262.33 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 \$262.38 to \$263.36 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 \$263.39 to \$264.385 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 \$264.39 to \$265.30 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 \$265.44 to \$266.41 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 \$266.45 to \$267.35 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 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.

#### Remarks:

The first of two Forms 4 being filed to report transactions by the reporting person occurring on February 23, 2021. The Class A Common Stock and Class B Common Stock holdings for the Mark Zuckerberg Trust dated July 7, 2006 are reported on the second of these two forms.

#### **Reporting Owners**

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		COB and CEO					

#### **Signatures**

/s/ Michael Johnson, attorney-in-fact for Mark Zuckerberg

\*\*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.