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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 Reporting Person * Zuckerberg Mark				2. Issuer 1	Name and	Ticl	ker or T	rading	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				Faceboo	ok Inc [FB]								
(Last) (First) (Middle)				3. Date of	Earliest 7	Γrans	saction	(MM/DI	D/YYYY)		X_ DirectorX_ 10% Owner X Officer (give title below) Other (specify by				
C/O FACEBOOK, INC., 1601 WILLOW					1/1	19/202	1		COB and CEO	_ Other (sp	ectly below)				
C/O FACEBOOF ROAD	A, INC.	, 1001	WILLOV	v		1/1	19/202	.1							
(Street)				4. If Ame	ndment, E	Date (Origina	l Filed	(MM/DD/YYY	(Y) 6. Individual or Joint/Group Fil	ing (Check	Applicable Line)			
MENLO PARK, CA 94025					ŕ		Č			X Form filed by One Reporting Perso					
(City) (State) (Zip)									Form filed by More than One Repor						
		ar.	11 7 37	D : 4:	G ''		. ,	. D.	1 6 1						
1.Title of Security		18	2. Trans. Date		3. Trans. C				quired (A) or	Beneficially Owned 5. Amount of Securities Beneficially Owned	6	7. Nature of			
(Instr. 3)			2. Hans. Date	Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,	d of (D)	• • •	Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:				
				Date, if any			(IIISII. 3,	4 and 3]	(msu. 3 and 4)	Direct (D)	Ownership			
								(A) or			or Indirect (I) (Instr.	(Instr. 4)			
					Code	V	Amount	(D)	Price		4)	By CZI			
Class A Common Stock			1/19/2021		С		29000	A	\$0	29000	I	Holdings, LLC (1)			
Class A Common Stock			1/19/2021		S ⁽²⁾		900	D	\$253.3989 <u>(3)</u>	28100	I	By CZI Holdings, LLC (1)			
												By CZI			
Class A Common Stock			1/19/2021		S ⁽²⁾		7952	D	\$254.3309 (4)	20148	I	Holdings, LLC (1)			
Class A Common Stock			1/19/2021		S ⁽²⁾		3700	D	\$255.3925 (5)	16448	I	By CZI Holdings,			
												LLC (1) By CZI			
Class A Common Stock			1/19/2021		S ⁽²⁾		3203	D	\$256.5883 (6)	13245	I	Holdings,			
												By CZI			
Class A Common Stock			1/19/2021		S ⁽²⁾		1600	D	\$257.7959 (7)	11645	I	Holdings, LLC (1)			
Class A Cassassas Starla			1/10/2021		~(2)		2400	В	(8)	02.45		By CZI Holdings,			
Class A Common Stock			1/19/2021		S ⁽²⁾		2400	D	\$258.6329 (8)	9245	I	LLC (1)			
Class A Common Stock			1/19/2021		S(2)		3200	D	\$259.9392 (9)	6045	I	By CZI Holdings,			
Class 11 Common Stock			1/15/2021		3		5200		\$239.9392	0013	•	LLC (1)			
Class A Common Stock			1/19/2021		S ⁽²⁾		2645	D	\$261.0201 (10)	3400	I	By CZI Holdings,			
												LLC (1)			
Class A Common Stock			1/19/2021		s ⁽²⁾		3400	D	\$261.6627 (11)	0	I	By CZI Holdings,			
												LLC (1) By Chan			
Class A Common Stock			1/19/2021		S ⁽¹²⁾		350	D	\$253.3586 (13)	3381925	I	Zuckerberg Initiative			
												Foundation (14)			
					(10)				45			By Chan Zuckerberg			
Class A Common Stock			1/19/2021		S ⁽¹²⁾		3100	D	\$254.3158 (15)	3378825	I	Initiative			
												Foundation (14) By Chan			
Class A Common Stock			1/19/2021		S(12)		1250	D	\$255.3708 (16)	3377575	I	Zuckerberg Initiative			
												Foundation (14)			
					,							By Chan Zuckerberg			
Class A Common Stock			1/19/2021		S ⁽¹²⁾		1350	D	\$256.5518 (17)	3376225	I	Initiative			
												Foundation (14) By Chan			
			1	ı	1	1	1	1	1	Į	1				

1.Title of Security (Instr. 3)	2. Trans. Date	Execution	3. Trans. Cod (Instr. 8)		4. Securities Acquired (A) o Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	
		Date, if any	Code	v	Amount	(A) or		(Inst. 3 and 4)		Beneficial Ownership (Instr. 4)
Class A Common Stock	1/19/2021		S ⁽¹²⁾	v	400	<u> </u>	\$257.4067 (18)	3375825	I	Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		S ⁽¹²⁾		1150	D	\$258.4736 (19)	3374675	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		S ⁽¹²⁾		700	D	\$259.6878 (20)	3373975	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		S ⁽¹²⁾		850	D	\$260.3195 (21)	3373125	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		S ⁽¹²⁾		1800	D	\$261.5204 (22)	3371325	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		S ⁽¹²⁾		50	D	\$262.07	3371275	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/19/2021		С		4750	A	\$0	4750	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		370	D	\$253.8935 (25)	4380	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		1220	D	\$254.5240 (26)	3160	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		480	D	\$255.6033 (27)	2680	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		660	D	\$256.6620 (28)	2020	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		380	D	\$258.1213 (29)	1640	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	1/19/2021		S ⁽²⁴⁾		290	D	\$258.9293 ⁽³⁰⁾	1350	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)

1.Title of Security (Instr. 3)			2. Trai	is. Date	Execution Date, if a		on	3. Trans. Co (Instr. 8)	8)		4. Securities Acquir Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owne Following Reported Transaction(s) (Instr. 3 and 4)		ficially Owned ion(s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership
							Code	V	Amount	(A) or (D)	Pr	rice				or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Stock			1/19	1/19/2021				S ⁽²⁴⁾	S ⁽²⁴⁾	580	D §	\$260.0615 (31)	770			I	Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)	
Class A Common	Class A Common Stock			⁷ 2021	i			S ⁽²⁴⁾		770	770 D	\$261.4844 (32)	1844 ⁽³²⁾		0	I		By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)
	T	able II - Do	erivative	Secur	ities	s Be	enefic	cially Ow	ned	(<i>e.g.</i> , p	uts, ca	ılls, w	arrants	s, options, co	onvertible	securities)		
Derivate Security Conversion Date		3A. Deeme Execution Date, if any			Deriv. Secur (A) or (D)				6. Date Exercisable and Expiration Date		Sec Der	Fitle and Acurities Unrivative Sestr. 3 and 4	ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial	
	Code V (A)	(D)	Da Ex	te ercisable	Expiration Date	on Titl	le	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)		or Indirect (I) (Instr. 4)							
Class B Common Stock (33)	(33)	1/19/2021		С				29000		(33)	(33)	C	Class A Common Stock	29000	\$0	354229076	I	By CZI Holdings, LLC (1)
Class B Common Stock (33)	(33)	1/19/2021		С				4750		(33)	(33)	C	Class A Common Stock	4750	\$0	5617616	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class B Common Stock (33)	(33)									(33)	(33)	C	Class A Common	1908602		1908602	I	By Chan Zuckerberg Initiative

Explanation of Responses:

Stock (33)

(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.

Foundation

- (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 \$252.84 to \$253.81 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 \$253.90 to \$254.89 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 \$254.92 to \$255.85 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.02 to \$256.96 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 \$257.16 to \$258.14 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 \$258.355 to \$259.115 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 \$259.37 to \$260.34 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.

- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$260.37 to \$261.365 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 \$261.39 to \$261.88 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 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$252.84 to \$253.82 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.
- (14) 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.85 to \$254.83 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 \$254.935 to \$255.89 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 \$255.94 to \$256.89 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 \$256.97 to \$257.90 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$258.01 to \$258.85 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.04 to \$260.035 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 \$260.04 to \$260.89 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 \$261.07 to \$261.85 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.
- (23) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (24) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.17 to \$254.14 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 \$254.17 to \$255.10 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 \$255.18 to \$256.12 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.21 to \$256.90 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$257.53 to \$258.48 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$258.56 to \$259.43 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.
- (31) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.61 to \$260.54 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.
- (32) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$260.94 to \$261.88 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.
- (33) 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

Panorting 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	1/21/2021
**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.