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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	2. Issuer N	Name and	Ticl	ker or T	rading	g Symbol	5. Relationship of Reporting Pe (Check all applicable)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Zuckerberg Marl	Κ.			Faceboo	ok Inc [FB]					
(Last)	(First)	(Middl	e)	3. Date of	Earliest 7	Γrans	saction	MM/DI	D/YYYY)		10% Owr	
						2 /2	. 4 /2 0 2	_		_X_ Officer (give title below) COB and CEO	Other (sp	ecify below)
C/O FACEBOOK	K, INC.,	1601 Y	WILLOW	V		3/2	24/202	1		COD and CEO		
ROAD	(Street)			4 70 4	1 . 5		0	1 77 1 1	1		•	
	(Sileet)			4. If Ame	ndment, L	ate (Origina	Filed	l (MM/DD/YYY	(YY) 6. Individual or Joint/Group Fil	ing (Check	Applicable Line)
MENLO PARK,	CA 940	25								X _ Form filed by One Reporting Perso		
(City)	(State)	(Zip)								Form filed by More than One Repor	ting Person	
										·		
		Ta	able I - Non-	-Derivative	Securiti	es A	cquired	l, Disp	osed of, or	Beneficially Owned		
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed Execution	3. Trans. C (Instr. 8)	ode	4. Securi Disposed		quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	7. Nature of Indirect
(msu. 3)				Date, if any	(msu: o)		(Instr. 3,)	(Instr. 3 and 4)	Form:	Beneficial
											Direct (D) or Indirect	Ownership (Instr. 4)
					Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	
												By CZI
Class A Common Stock			3/24/2021		C		36000	A	\$0	36000	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			3/24/2021		$S^{(2)}$		2201	D	\$282.1410 (3)	33799	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			3/24/2021		$S^{(2)}$		4700	D	\$283.1424 (4)	29099	I	Holdings,
												LLC (1) By CZI
Class A Common Stock			3/24/2021		S ⁽²⁾		2250	D	\$284.3551 (5)	26849	I	Holdings,
												LLC (I)
Class A Common Stock			3/24/2021		S(2)		4200	D	\$285.2298 <u>(6)</u>	22649	I	By CZI Holdings,
												LLC (1)
Class A Common Stock			3/24/2021		s(2)		3500	D	\$286.3065 (7)	19149	I	By CZI Holdings,
									\$200.5005			LLC (1)
Class A Common Stock			3/24/2021		S(2)		2300	D	\$287.1778 (8)	16849	I	By CZI Holdings,
Class A Common Stock			3/24/2021		3		2500	D	\$287.1778	10047	•	LLC (1)
			2/24/2021		-(2)		2200		(0)	12540		By CZI Holdings,
Class A Common Stock			3/24/2021		S ⁽²⁾		3300	D	\$288.8638 (9)	13549	I	LLC (1)
					(0)				(10)		_	By CZI
Class A Common Stock			3/24/2021		S ⁽²⁾		6849	D	\$289.6526 (10)	6700	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			3/24/2021		S ⁽²⁾		6000	D	\$290.5535 (11)	700	I	Holdings, LLC (1)
												By CZI
Class A Common Stock			3/24/2021		S ⁽²⁾		700	D	\$291.2615 (12)	0	I	Holdings, LLC (1)
												By Chan
Class A Common Stock			3/24/2021		S(13)		850	D	\$282.2672 (14)	2853848	I	Zuckerberg Initiative
												Foundation (15)
												By Chan
Class A Common Stock			3/24/2021		S(13)		1950	D	\$283.2556 (16)	2851898	I	Zuckerberg Initiative
												Foundation (15)
					(12)				45			By Chan Zuckerberg
Class A Common Stock			3/24/2021		S ⁽¹³⁾		1350	D	\$284.7537 (17)	2850548	I	Initiative
												Foundation (15) By Chan
					1	ı	I	l	į.	1	l	Dy Chan

1. Title of Security Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Secur Dispose (Instr. 3.	d of (D)		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	(mail of and r)	Direct (D)	Ownership (Instr. 4)
Class A Common Stock	3/24/2021		S ⁽¹³⁾	,	1850	D D	\$285.7704 (18)	2848698	I	Zuckerberg Initiative Foundation (15
Class A Common Stock	3/24/2021		S ⁽¹³⁾		1300	D	\$286.9983 (19)	2847398	I	By Chan Zuckerberg Initiative Foundation (15
Class A Common Stock	3/24/2021		S ⁽¹³⁾		1150	D	\$288.7904 (20)	2846248	I	By Chan Zuckerberg Initiative Foundation (15
Class A Common Stock	3/24/2021		S ⁽¹³⁾		3000	D	\$289.6158 (21)	2843248	I	By Chan Zuckerberg Initiative Foundation (15)
Class A Common Stock	3/24/2021		S ⁽¹³⁾		2550	D	\$290.5874 ⁽²²⁾	2840698	I	By Chan Zuckerberg Initiative Foundation (15)
lass A Common Stock	3/24/2021		c		6250	A	\$0	6250	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		560	D	\$282.4050 (25)	5690	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		690	D	\$283.3385 (26)	5000	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		720	D	\$284.8333 (27)	4280	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Elass A Common Stock	3/24/2021		S ⁽²⁴⁾		580	D	\$285.8666 (28)	3700	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		500	D	\$286.6604 (29)	3200	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		220	D	\$287.5795 (30)	2980	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	3/24/2021		S ⁽²⁴⁾		890	D	\$289.0804 ⁽³¹⁾	2090	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7,

1.Title of Security (Instr. 3)			2. Trans	I	2A. De Execu Date, i	tion	3. Trans. Code (Instr. 8)		Disposed		uired (A) or	5. Amount of Securities Beneficially Owner 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		3/24/2	021			S ⁽²⁴⁾		1400	D	\$289.8858 ⁽³²⁾		690		I	2006 (23) By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock			3/24/2	021			S ⁽²⁴⁾		690	D	\$290.8026 ⁽³³⁾	0		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)	
1. Title of	T :	able II - De	erivative S				cially Ow				lls, warrant	Amount of	onvertible 8. Price of	9. Number of	10.	11. Nature of
(Instr. 3)	Conversion or Exercise Price of Derivative Security		Execution Date, if any	Code (Instr. 8	Secur (A) o (D)		ities Acquired Disposed of 3, 4 and 5)		Expiration Date		Securities U Derivative S (Instr. 3 and	Security Security		derivative Securities Beneficially Owned Following	Derivative Ov	Beneficial
				Code	v	(A)	(D)	Da Ex	ite ercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (34)	<u>(34)</u>	3/24/2021		C			36000		<u>(34)</u>	<u>(34)</u>	Class A Common Stock	36000	\$0	352840911	I	By CZI Holdings, LLC (1)
Class B Common Stock ⁽³⁴⁾	(34)	3/24/2021		С			6250		(34)	(34)	Class A Common Stock	6250	\$0	5386201	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class B Common Stock (34)	<u>(34)</u>								(34)	(34)	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative

Explanation of Responses:

Stock (34)

(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 (115

- (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 \$281.54 to \$282.52 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.62 to \$283.54 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$283.74 to \$284.73 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 \$284.74 to \$285.70 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$285.74 to \$286.72 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 \$286.74 to \$287.59 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 \$288.15 to \$289.12 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.

- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$289.17 to \$290.14 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$290.17 to \$290.97 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 \$291.21 to \$291.37 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.
- (13) 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$281.84 to \$282.77 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.
- (15) 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.84 to \$283.72 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 \$284.25 to \$285.23 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 \$285.28 to \$286.23 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 \$286.65 to \$287.59 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 \$288.23 to \$289.14 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$289.26 to \$290.22 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 \$290.28 to \$291.00 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.
- (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 \$281.87 to \$282.84 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.
- (26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.96 to \$283.70 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$284.30 to \$285.28 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 \$285.32 to \$286.275 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 \$286.36 to \$287.33 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.
- (30) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$287.36 to \$288.23 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 \$288.45 to \$289.41 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.
- (32) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$289.45 to \$290.425 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$290.45 to \$291.35 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.
- (34) 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

Panarting 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.