

☒ 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

## 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 * <b>Zuckerberg Mark</b>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Meta Platforms, Inc. [ META ]</b>						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____X__ Director _____X__ 10% Owner ____X__ Officer (give title below) _____ Other (specify below) <b>COB and CEO</b>			
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/8/2024</b>									
<b>C/O META PLATFORMS, INC., 1 META WAY</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)  ____X__ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person			
(Street)												
<b>MENLO PARK, CA 94025</b>												
(City) (State) (Zip)												
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>												
1.Title of Security (Instr. 3)		2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)	Price				
Class A Common Stock		2/8/2024		C		669,493	A	\$0	669,493		I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock		2/8/2024		G		638,000	D	\$0	31,493		I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock		2/8/2024		G		638,000	A	\$0	638,000		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		C		44,770	A	\$0	682,770		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		3,154	D	\$465.8161 <sup>(4)</sup>	679,616		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		10,180	D	\$466.7334 <sup>(5)</sup>	669,436		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		10,779	D	\$467.5882 <sup>(6)</sup>	658,657		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		4,710	D	\$468.6818 <sup>(7)</sup>	653,947		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		13,978	D	\$469.7706 <sup>(8)</sup>	639,969		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class A Common Stock		2/8/2024		S <sup>(3)</sup>		1,969	D	\$470.284 <sup>(9)</sup>	638,000		I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
												By Mark

**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	3. Trans. Code (Instr. 8)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/8/2024		C		17,925	A	\$0	17,925	I	Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(11)</sup>		1,502	D	\$465.8646 <sup>(12)</sup>	16,423	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(11)</sup>		4,661	D	\$466.8629 <sup>(13)</sup>	11,762	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(11)</sup>		3,981	D	\$467.7509 <sup>(14)</sup>	7,781	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(11)</sup>		2,125	D	\$468.9149 <sup>(15)</sup>	5,656	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(11)</sup>		5,656	D	\$469.8958 <sup>(16)</sup>	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class A Common Stock	2/8/2024		S <sup>(17)</sup>		501	D	\$466.2901 <sup>(18)</sup>	345,660	I	By Chan Zuckerberg Initiative Advocacy <sup>(19)</sup>
Class A Common Stock	2/8/2024		S <sup>(17)</sup>		1,005	D	\$467.2549 <sup>(20)</sup>	344,655	I	By Chan Zuckerberg Initiative Advocacy <sup>(19)</sup>
Class A Common Stock	2/8/2024		S <sup>(17)</sup>		300	D	\$468.5458 <sup>(21)</sup>	344,355	I	By Chan Zuckerberg Initiative Advocacy <sup>(19)</sup>
Class A Common Stock	2/8/2024		S <sup>(17)</sup>		1,049	D	\$469.7925 <sup>(22)</sup>	343,306	I	By Chan Zuckerberg Initiative Advocacy <sup>(19)</sup>
Class A Common Stock	2/8/2024		S <sup>(17)</sup>		50	D	\$470.345	343,256	I	By Chan Zuckerberg Initiative Advocacy <sup>(19)</sup>
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		2,097	D	\$465.7812 <sup>(24)</sup>	29,396	I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		7,558	D	\$466.7591 <sup>(25)</sup>	21,838	I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		7,469	D	\$467.6052 <sup>(26)</sup>	14,369	I	By CZI Holdings, LLC <sup>(1)</sup>

**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	3. Trans. Code (Instr. 8)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		3,259	D	\$468.6598 <sup>(27)</sup>	11,110	I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		10,214	D	\$469.7812 <sup>(28)</sup>	896	I	By CZI Holdings, LLC <sup>(1)</sup>
Class A Common Stock	2/8/2024		S <sup>(23)</sup>		896	D	\$470.2726 <sup>(29)</sup>	0	I	By CZI Holdings, LLC <sup>(1)</sup>

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

1. Title of Derivate Security (Instr. 3)	2. 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) (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. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 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 <sup>(30)</sup>	<sup>(30)</sup>	2/8/2024		C			669,493	<sup>(30)</sup>	<sup>(30)</sup>	Class A Common Stock	669,493	\$0	295,885,026	I	By CZI Holdings, LLC <sup>(1)</sup>
Class B Common Stock <sup>(30)</sup>	<sup>(30)</sup>	2/8/2024		C			44,770	<sup>(30)</sup>	<sup>(30)</sup>	Class A Common Stock	44,770	\$0	1,177,866	I	By Chan Zuckerberg Initiative Foundation <sup>(2)</sup>
Class B Common Stock <sup>(30)</sup>	<sup>(30)</sup>	2/8/2024		C			17,925	<sup>(30)</sup>	<sup>(30)</sup>	Class A Common Stock	17,925	\$0	3,859,541	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(10)</sup>
Class B Common Stock <sup>(30)</sup>	<sup>(30)</sup>							<sup>(30)</sup>	<sup>(30)</sup>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC <sup>(31)</sup>
Class B Common Stock <sup>(30)</sup>	<sup>(30)</sup>							<sup>(30)</sup>	<sup>(30)</sup>	Class A Common Stock	12,000,000		12,000,000	I	By CZI Holdings I, LLC <sup>(32)</sup>

**Explanation of Responses:**

- 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. 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.
- 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.
- 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.14 to \$466.12 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.16 to \$467.15 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 \$467.16 to \$468.1475 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 \$468.16 to \$469.15 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 \$469.17 to \$470.16 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$470.17 to \$470.47 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.

request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (11) 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.30 to \$466.18 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 \$466.31 to \$467.30 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$467.37 to \$468.36 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$468.38 to \$469.37 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$469.43 to \$470.35 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.
- (17) The sales reported were effected by Chan Zuckerberg Initiative Advocacy ("CZI Advocacy") pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.80 to \$466.78 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.
- (19) Shares held of record by 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.80 to \$467.7825 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 \$468.12 to \$468.955 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 \$469.24 to \$470.195 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 sales reported were effected by CZI pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (24) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.17 to \$466.16 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.17 to \$467.15 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 \$467.19 to \$468.16 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$468.19 to \$469.18 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 \$469.19 to \$470.18 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 \$470.195 to \$470.55 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 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.
- (31) 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.
- (32) 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

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

Signatures

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

2/12/2024

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.