

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

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 Perso	2. Issuer 1	Name and	Tic	ker or T	rading	g Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Zuckerberg Mark		Faceboo	ok Inc [FB]					
(Last) (First) (Middl	3. Date of	Earliest 7	Γrans	saction	(MM/DI	D/YYYY)				
C/O E A CEROOUX INC. 1/01		7		7	(/)	1		_X_ Officer (give title below) COB and CEO	_ Otner (sp	ecity below)
C/O FACEBOOK, INC., 1601 ` ROAD	WILLOW			//	6/202	1				
(Street)		4 If Δme	ndment [)ate i	Origina	l Filed	(MM/DD/VVV	Y) 6. Individual or Joint/Group Fil	ing (Chack	Annlicable Line
		7. 11 7 tine	nament, L	oute.	Origina	i i iicu	(MIM/DD/111	o. marviduar or some Group in	mg (check	. Applicable Ellic)
MENLO PARK, CA 94025								_X _ Form filed by One Reporting Person Form filed by More than One Report		
(City) (State) (Zip)										
T	able I - Non-	Derivative	e Securiti	es A	cauirea	l. Disr	osed of, or l	Beneficially Owned		
1.Title of Security	2. Trans. Date		3. Trans. C				quired (A) or	5. Amount of Securities Beneficially Owned	6.	7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,)	Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial
		oute, ir uity			(,			,	Direct (D) or Indirect	Ownership (Instr. 4)
			6.1			(A) or	ъ.		(I) (Instr.	(111311.4)
			Code	V	Amount	(D)	Price		4)	By CZI
Class A Common Stock	7/6/2021		C		56000	A	\$0	56000	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		4170	D	\$349.9250 (3)	51830	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		$S^{(2)}$		4830	D	\$350.7544 (4)	47000	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		10068	D	\$352.0410 ⁽⁵⁾	36932	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		19889	D	\$352.8469 <u>(6)</u>	17043	I	Holdings,
										LLC (1) By CZI
Class A Common Stock	7/6/2021		s ⁽²⁾		4600	D	\$354.0496 (7)	12443	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		$S^{(2)}$		6300	D	\$354.8121 (8)	6143	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		2943	D	\$355.9615 (9)	3200	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		1700	D	\$356.8776 (10)	1500	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		1400	D	\$357.9500 (11)	100	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	7/6/2021		S ⁽²⁾		100	D	\$358.5000	0	I	Holdings, LLC (1)
										By Chan
Class A Common Stock	7/6/2021		S(12)		1350	D	\$349.9706 (13)	1839496	I	Zuckerberg Initiative
										Foundation (14)
										By Chan Zuckerberg
Class A Common Stock	7/6/2021		S ⁽¹²⁾		1200	D	\$350.8819 (15)	1838296	I	Initiative
					-					Foundation (14) By Chan
Class A Common Stock	7/6/2021		S(12)		3200	D	\$352.1484 (16)	1835096	I	Zuckerberg
			5					2323070	-	Initiative Foundation (14)
					1					By Chan

1. Title of Security (Instr. 3)	2. Trans. Date	Execution	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)	Ownership	
		Date, if any	0.1			(A) or		(Instr. 3 and 4)	or Indirect (I) (Instr.	Beneficial Ownership (Instr. 4)
Class A Common Stock	7/6/2021		S(12)	V	Amount 4604	(D) D	Price \$352.9217 (17)	1830492	4) I	Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		S ⁽¹²⁾		1400	D	\$354.1561 (18)	1829092	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		S ⁽¹²⁾		1571	D	\$354.9407 (19)	1827521	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		S ⁽¹²⁾		525	D	\$355.8162 (20)	1826996	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		S ⁽¹²⁾		950	D	\$356.9293 (21)	1826046	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		S ⁽¹²⁾		200	D	\$357.7550 (22)	1825846	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	7/6/2021		C		6300	A	\$0	6300	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		550	D	\$349.9362 ⁽²⁵⁾	5750	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		540	D	\$350.9000 (26)	5210	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		1163	D	\$352.1654 (27)	4047	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		2037	D	\$352.8756 (28)	2010	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		700	D	\$354.1931 (29)	1310	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	7/6/2021		S ⁽²⁴⁾		620	D	\$355.0863 ⁽³⁰⁾	690	I	By Mark Zuckerberg Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (23)

1.Title of Security (Instr. 3)		2. Tran		2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	ode	de 4. Securities Acquir Disposed of (D) (Instr. 3, 4 and 5)				ecurities Beneficially Owned orted Transaction(s)		Ownership Form: In Be	Beneficial	
							Code	V	Amount	(A) or (D)	Price				Direct (D) Ownership or Indirect (I) (Instr. 4)	
Class A Common	Stock		7/6/2	021			S ⁽²⁴⁾		600	D	\$356.4235 (31)		90		I	Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common	Stock		7/6/2	021			S ⁽²⁴⁾		90	D	\$358.2833 ⁽³²⁾				I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)
	Ta	able II - D	erivative S	Securi	ties	Benefi	icially Ow	ned	(<i>e.g.</i> , p	outs, cal	lls, warrant	ts, options, c	onvertible	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. Tran Code (Instr.		Deriv Secur (A) or (D)	mber of ative ities Acquired Disposed of 3, 4 and 5)	Exp	Date Exer piration D		7. Title and A Securities Un Derivative S (Instr. 3 and	Amount of nderlying Derivative Security Security Security Security Securities		Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	e V	(A)	(D)	Dat Exe	te ercisable	Expiration Date	n Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (33)	<u>(33)</u>	7/6/2021		C			56000		(33)	(33)	Class A Common Stock	56000	\$0	349533686	I	By CZI Holdings, LLC (1)
Class B Common Stock (33)	(33)	7/6/2021		С			6300		(33)	(33)	Class A Common Stock	6300	\$0	4920836	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class B Common Stock (33)	(33)								(33)	(33)	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative

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. 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

- The sales reported were effected by CZI pursuant to its Rule 10b5-1 trading plan. **(2)**
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$349.35 to \$350.34 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.35 to \$351.33 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$351.36 to \$352.35 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.38 to \$353.37 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.39 to \$354.38 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 \$354.39 to \$355.37 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$355.40 to \$356.39 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 \$356.46 to \$357.30 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$357.48 to \$358.41 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.
- (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 \$349.39 to \$350.37 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.
- (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 \$350.41 to \$351.40 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 \$351.56 to \$352.55 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.56 to \$353.49 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.565 to \$354.56 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$354.58 to \$355.57 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$355.60 to \$356.34 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$356.68 to \$357.60 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$357.70 to \$357.81 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.
- (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 \$349.39 to \$350.36 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.
- (26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.41 to \$351.32 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 \$351.515 to \$352.51 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.52 to \$353.42 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 \$353.59 to \$354.58 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 \$354.63 to \$355.60 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.
- (31) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$355.96 to \$356.87 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 \$357.75 to \$358.65 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.
- (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

Reporting 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	7/7/2021
**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.