

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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OMB Number: 3235-0287  
Estimated average burden  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>LI SUSAN J</b> <small>(Last) (First) (Middle)</small>  <b>C/O META PLATFORMS, INC., 1 META WAY</b> <small>(Street)</small>  <b>MENLO PARK, CA 94025</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Meta Platforms, Inc. [ META ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/15/2023</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Financial Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		
<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> 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.		

**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	5/15/2023		C		1487	A	\$0	70069 <sup>(1)</sup>	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		2399	A	\$0	72468	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		1500	A	\$0	73968	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		1180	A	\$0	75148	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012

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			Code	V	Amount	(A) or (D)	Price			
										<b>30, 2012</b>
Class A Common Stock	5/15/2023		C		4103	A	\$0	79251	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		S		5293 <sup>(2)</sup>	D	\$233.81	73958	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		M		6790	A	\$0	80748	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		F		3367 <sup>(2)</sup>	D	\$233.81	77381	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		743	A	\$0	78124	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		1569	A	\$0	79693	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		3005	A	\$0	82698	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living

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			Code	V	Amount	(A) or (D)	Price			
										Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		C		5470	A	\$0	88168	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		S		5350 (4)	D	\$233.81	82818	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		M		6790	A	\$0	89608	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	5/15/2023		F		3367 (5)	D	\$233.81	86241	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012

**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				
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		1487		(7)	(7)	Class A Common Stock	1487	\$0	4461	D	
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		2399		(8)	(8)	Class A Common Stock	2399	\$0	43189	D	
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		1500		(9)	(9)	Class A Common Stock	1500	\$0	4499	D	
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		1180		(10)	(10)	Class A Common Stock	1180	\$0	8261	D	
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		4103		(11)	(11)	Class A Common Stock	4103	\$0	45130	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		M		6790		(12)	(12)	Class A Common Stock	6790	\$0	101865	D	
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		743		(13)	(13)	Class A Common Stock	743	\$0	2231	I	By Spouse (14)
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		1569		(15)	(15)	Class A Common Stock	1569	\$0	4707	I	By Spouse (14)
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		3005		(16)	(16)	Class A Common Stock	3005	\$0	21034	I	By Spouse (14)
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		C		5470		(17)	(17)	Class A Common Stock	5470	\$0	60173	I	By Spouse (14)
Restricted Stock Units (RSU) (Class A)	(6)	5/15/2023		M		6790		(18)	(18)	Class A Common Stock	6790	\$0	101865	I	By Spouse (14)

**Explanation of Responses:**

- (1) Includes a total of 25,129 shares of Class A Common Stock that were erroneously reported on the Reporting Person's prior filings as directly held by the Reporting Person and the Reporting Person's spouse.
- (2) Represents the number of shares of Class A Common Stock that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Reporting Person's Restricted Stock Units ("RSUs") and does not represent an open market sale.
- (3) Represents the number of shares of Class A Common Stock that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Reporting Person's RSUs and does not represent a sale.
- (4) Represents the number of shares of Class A Common Stock that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Reporting Person's spouse's RSUs and does not represent an open market sale.
- (5) Represents the number of shares of Class A Common Stock that have been withheld by the Issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Reporting Person's spouse's RSUs and does not represent a sale.
- (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement.
- (7) The RSUs vest quarterly as to 1/20th of the total RSUs, beginning on May 15, 2019, subject to continued service through each vesting date.
- (8) The RSUs vest quarterly as to 1/20th of the total RSUs, beginning on February 15, 2023, subject to continued service through each vesting date.
- (9) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2020, subject to continued service through each vesting date.
- (10) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2021, subject to continued service through each vesting date.
- (11) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2022, subject to continued service through each vesting date.
- (12) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2023, subject to continued service through each vesting date.
- (13) The RSUs vest quarterly as to 1/20th of the total RSUs, beginning on May 15, 2019, subject to continued service through each vesting date.
- (14) The Reporting Person disclaims Section 16 beneficial ownership over the securities reported except to the extent of her pecuniary interest therein, if any.
- (15) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2020, subject to continued service through each vesting date.
- (16) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2021, subject to continued service through each vesting date.
- (17) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2022, subject to continued service through each vesting date.
- (18) The RSUs vest quarterly as to 1/16th of the total RSUs, beginning on May 15, 2023, subject to continued service through each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LI SUSAN J C/O META PLATFORMS, INC. 1 META WAY MENLO PARK, CA 94025			Chief Financial Officer	

**Signatures**

/s/ Erin Guldiken, attorney-in-fact for Susan J. Li

5/17/2023

\*\*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.

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