

FORM 4

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

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.

**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 * LI SUSAN J <small>(Last) (First) (Middle)</small> C/O META PLATFORMS, INC., 1 META WAY <small>(Street)</small> MENLO PARK, CA 94025 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Meta Platforms, Inc. [META] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/15/2023</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	8/15/2023		C		1,487	A	\$0	87,728	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	8/15/2023		C		2,400	A	\$0	90,128	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	8/15/2023		C		1,499	A	\$0	91,627	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
										Susan Li and John Hegeman, Co-Trustees of The Li-

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Class A Common Stock	8/15/2023		C		1,180	A	\$0	92,807	I	Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	8/15/2023		C		4,103	A	\$0	96,910	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	8/15/2023		S		5,293 (1)	D	\$306.19	91,617	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	8/15/2023		M		6,791	A	\$0	98,408	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	8/15/2023		F		3,367 (2)	D	\$306.19	95,041	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	8/15/2023		C		744	A	\$0	95,785	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	8/15/2023		C		1,569	A	\$0	97,354	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
										Susan Li and John

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			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	8/15/2023		C		3,005	A	\$0	100,359	I	Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November 30, 2012
Class A Common Stock	8/15/2023		C		5,470	A	\$0	105,829	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	8/15/2023		S		5,350 ⁽¹⁾	D	\$306.19	100,479	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	8/15/2023		M		6,791	A	\$0	107,270	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	8/15/2023		F		3,367 ⁽²⁾	D	\$306.19	103,903	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	8/16/2023		S ⁽¹⁾		7,959	D	\$298.5436 ⁽⁶⁾	95,944	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	8/16/2023		S ⁽¹⁾		5,006	D	\$299.3064 ⁽⁷⁾	90,938	I	Susan Li and John Hegeman, Co-Trustees of The Li-Hegeman Living Trust u/t/a dated November

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			Code	V	Amount	(A) or (D)	Price			
										30, 2012
Class A Common Stock	8/16/2023		S	(2)	6,805	D	\$300.171 (8)	84,133	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)	(9)	8/15/2023		C		1,487		(10)	(10)	Class A Common Stock	1,487	\$0	2,974	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		2,400		(11)	(11)	Class A Common Stock	2,400	\$0	40,789	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		1,499		(12)	(12)	Class A Common Stock	1,499	\$0	3,000	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		1,180		(13)	(13)	Class A Common Stock	1,180	\$0	7,081	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		4,103		(14)	(14)	Class A Common Stock	4,103	\$0	41,027	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		M		6,791		(15)	(15)	Class A Common Stock	6,791	\$0	95,074	D	
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		744		(16)	(16)	Class A Common Stock	744	\$0	1,487	I	By Spouse (17)
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		1,569		(18)	(18)	Class A Common Stock	1,569	\$0	3,138	I	By Spouse (17)
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		3,005		(19)	(19)	Class A Common Stock	3,005	\$0	18,029	I	By Spouse (17)
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		C		5,470		(20)	(20)	Class A Common Stock	5,470	\$0	54,703	I	By Spouse (17)
Restricted Stock Units (RSU) (Class A)	(9)	8/15/2023		M		6,791		(21)	(21)	Class A Common Stock	6,791	\$0	95,074	I	By Spouse (17)

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 13, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$297.89 to \$298.88 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.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$298.89 to \$299.88 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.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$299.91 to \$300.41 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.
- (9) Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) The Reporting Person disclaims Section 16 beneficial ownership over the securities reported except to the extent of her pecuniary interest therein, if any.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) 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

8/17/2023

**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.

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.