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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 Reporting Pers	2. Issuer N	Name and	Tick	er or T	rading	Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Zuckerberg Mark	Faceboo	ok Inc [FB]								
(Last) (First) (Midd	3. Date of	Earliest T	rans	action (MM/DD	D/YYYY)		_ 10% Owne				
	,							_X_ Officer (give title below) COB and CEO	_ Other (spe	cify below)		
C/O FACEBOOK, INC., 1601	WILLOW	7		1/2	28/202	1		COB and CEO				
ROAD												
(Street)		4. If Amei	ndment, D	ate ()rıgınal	Filed	(MM/DD/YYY	Y) 6. Individual or Joint/Group Fili	ng (Check	Applicable Line)		
MENLO PARK, CA 94025								_X _ Form filed by One Reporting Person				
(City) (State) (Zip)								Form filed by More than One Report	ing Person			
_												
								Beneficially Owned	1.			
1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution	3. Trans. Code (Instr. 8)		4. Securi Disposed		quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership	Nature of Indirect		
		Date, if any			(Instr. 3, 4 and 5)			(Instr. 3 and 4)		Beneficial Ownership		
						(A) or			or Indirect (I) (Instr.	(Instr. 4)		
			Code	V	Amount	(D)	Price		4)			
Class A Common Shark	1/20/2021		S(1)		1220	В	0005 4004 (2)	2202010		By Chan Zuckerberg		
Class A Common Stock	1/28/2021		S		1239	D	\$265.4624 (2)	3293019	I	Initiative Foundation (3)		
										By Chan		
Class A Common Stock	1/28/2021		S ⁽¹⁾		729	D	\$266.3469 (4)	3292290	I	Zuckerberg Initiative		
										Foundation (3)		
			(1)				(5)			By Chan Zuckerberg		
Class A Common Stock	1/28/2021		S ⁽¹⁾		819	D	\$267.7042 (5)	3291471	I	Initiative Foundation (3)		
										By Chan		
Class A Common Stock	1/28/2021		s(1)		317	D	\$268.7638 (6)	3291154	I	Zuckerberg Initiative		
										Foundation (3)		
			(1)							By Chan Zuckerberg		
Class A Common Stock	1/28/2021		S ⁽¹⁾		621	D	\$270.7851 (7)	3290533	I	Initiative		
										Foundation (3) By Chan		
Class A Common Stock	1/28/2021		S ⁽¹⁾		330	D	\$271.5842 (8)	3290203	I	Zuckerberg Initiative		
										Foundation (3)		
										By Chan Zuckerberg		
Class A Common Stock	1/28/2021		S ⁽¹⁾		2508	D	\$273.2755 (9)	3287695		Initiative		
										Foundation (3) By Chan		
Class A Common Stock	1/28/2021		S(1)		2130	D	\$274.0696 (10)	3285565	I	Zuckerberg Initiative		
							027 110050			Foundation (3)		
										By Chan Zuckerberg		
Class A Common Stock	1/28/2021		S(1)		478	D	\$275.2348 (11)	3285087	I	Initiative		
										Foundation (3)		
Class A Common Stock	1/28/2021		S(1)		583	D	\$277.6411 (12)	3284504	I	By Chan Zuckerberg		
Class A Common Stock	1/20/2021		5		365	Ь	\$277.0411	3204304		Initiative Foundation (3)		
										By Chan		
Class A Common Stock	1/28/2021		S ⁽¹⁾		327	D	\$279.0752 (13)	3284177	I	Zuckerberg Initiative		
				<u> </u>						Foundation (3)		
Class A Common Stock	1/28/2021		S(1)		694	D	\$281.2984 (14)	3283483	I	By Chan Zuckerberg		
Class A Common Stock	1/20/2021		3.27		074	<i>D</i>	3201.2984	3203403		Initiative Foundation (3)		
										By Chan		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. C (Instr. 8)	Code	4. Securi Disposed (Instr. 3,	of (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	Beneficial
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	
Class A Common Stock	1/28/2021		S (1)		379	D	\$283.1834 (15)	3283104	I	Zuckerberg Initiative Foundation (3)
Class A Common Stock	1/28/2021		s ⁽¹⁾		338	D	\$284.30	3282766	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	1/28/2021		S (1)		210	D	\$286.26	3282556	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	1/28/2021		С		5081	A	\$0	5081	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		542	D	\$265.3266 (18)	4539	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		383	D	\$266.2446 (19)	4156	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		336	D	\$267.6468 ⁽²⁰⁾	3820	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		176	D	\$269.0367 ⁽²¹⁾	3644	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		307	D	\$271.6439 ⁽²²⁾	3337	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		1030	D	\$272.9197 (23)	2307	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		651	D	\$274.0273 (24)	1656	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	1/28/2021		S ⁽¹⁷⁾		608	D	\$274.7423 ⁽²⁵⁾	1048		By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated

			Table I	- Non	-De	rivati	ve S	Securitie	es Ac	quired	l, Disp	osed of, or l	Beneficially C	Owned			
1.Title of Security (Instr. 3)	y 2. Trans. Date				2A. Deemed Execution Date, if any		3. Trans. C (Instr. 8)	ode	Dispose		uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	V	Amount		Price				4)	(16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		191	D	\$277.8571 ⁽²⁶⁾		857		I	2006 (16) By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		194	D	\$278.6865 ⁽²⁷⁾		663	663		By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		241	D	\$282.2091 (28)		422		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		211	D	\$283.3186 (29)		211		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		122	D	\$284.3258 ⁽³⁰⁾	1	89	89		By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		1/28	/2021				S ⁽¹⁷⁾		89	D	\$286.00		0		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
	Te	shla II Da	wivativa	Coone	itios	Done	. Ga	ally Ow	nad	(a.g. n	ute oo	lle wamman	s ontions as	nvortible	sagurities)		
1. Title of Derivate Security (Instr. 3)	tte Security Conversion Date Execution Cod		d 4. Tra	5. Num Derive Securi Acqui Dispo			ber of ive	6. D			7. Title and Securities U	Title and Amount of curities Underlying strivative Security		9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Coo	de	V (2	A)	(D)	Date	e rcisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (31)	(31)	1/28/2021		С				5081		(31)	(31)	Class A Common Stock	5081	\$0	5578547	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class B Common Stock (31)	(31)									(31)	(31)	Class A Common Stock	353998555		353998555	I	By CZI Holdings, LLC (32)
Class B Common Stock (31)	(31)									(31)	(31)	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative Foundation (3)

Explanation of Responses:

(1) 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.

- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$264.94 to \$265.89 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.
- (3) 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.98 to \$266.675 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 \$267.59 to \$267.84 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.625 to \$268.89 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 \$270.29 to \$271.25 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 \$271.43 to \$271.75 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 \$272.75 to \$273.69 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 \$273.75 to \$274.54 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.835 to \$275.745 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 \$277.42 to \$278.25 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 \$279.055 to \$279.095 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 \$280.645 to \$281.58 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.92 to \$283.56 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.
- (16) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (17) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$264.89 to \$265.885 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 \$265.89 to \$266.50 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 \$267.095 to \$267.955 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.81 to \$269.76 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 \$270.90 to \$271.83 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$272.37 to \$273.355 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.

- (24) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.41 to \$274.40 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.415 to \$275.24 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 \$277.46 to \$278.25 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 \$278.60 to \$278.905 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 \$281.98 to \$282.725 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 \$283.00 to \$283.83 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 \$284.16 to \$284.40 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.
- (31) 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.
- (32) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the 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.

Remarks:

The second of two Forms 4 being filed to report transactions by the reporting person occurring on January 28, 2021. The Class A Common Stock holdings for CZI Holdings, LLC are reported on the first of these two forms.

Reporting Owners

Paperting 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	2/1/2021
**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.