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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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 *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Zuckerberg Mark</b>	<b>Facebook Inc [ FB ]</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>	<b>1/28/2021</b>	<b>COB and CEO</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>MENLO PARK, CA 94025</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**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	1/28/2021		<a href="#">S(1)</a>		379	D	\$283.1834 <a href="#">(15)</a>	3283104	I	Zuckerberg Initiative Foundation <a href="#">(3)</a>
Class A Common Stock	1/28/2021		<a href="#">S(1)</a>		338	D	\$284.30	3282766	I	By Chan Zuckerberg Initiative Foundation <a href="#">(3)</a>
Class A Common Stock	1/28/2021		<a href="#">S(1)</a>		210	D	\$286.26	3282556	I	By Chan Zuckerberg Initiative Foundation <a href="#">(3)</a>
Class A Common Stock	1/28/2021		C		5081	A	\$0	5081	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		542	D	\$265.3266 <a href="#">(18)</a>	4539	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		383	D	\$266.2446 <a href="#">(19)</a>	4156	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		336	D	\$267.6468 <a href="#">(20)</a>	3820	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		176	D	\$269.0367 <a href="#">(21)</a>	3644	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		307	D	\$271.6439 <a href="#">(22)</a>	3337	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		1030	D	\$272.9197 <a href="#">(23)</a>	2307	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		651	D	\$274.0273 <a href="#">(24)</a>	1656	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S(17)</a>		608	D	\$274.7423 <a href="#">(25)</a>	1048	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7,

**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			
										2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		191	D	\$277.8571 <a href="#">(26)</a>	857	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		194	D	\$278.6865 <a href="#">(27)</a>	663	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		241	D	\$282.2091 <a href="#">(28)</a>	422	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		211	D	\$283.3186 <a href="#">(29)</a>	211	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		122	D	\$284.3258 <a href="#">(30)</a>	89	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class A Common Stock	1/28/2021		<a href="#">S</a> <a href="#">(17)</a>		89	D	\$286.00	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>

**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 <a href="#">(31)</a>	<a href="#">(31)</a>	1/28/2021		C			5081	<a href="#">(31)</a>	<a href="#">(31)</a>	Class A Common Stock	5081	\$0	5578547	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <a href="#">(16)</a>
Class B Common Stock <a href="#">(31)</a>	<a href="#">(31)</a>							<a href="#">(31)</a>	<a href="#">(31)</a>	Class A Common Stock	353998555		353998555	I	By CZI Holdings, LLC <a href="#">(32)</a>
Class B Common Stock <a href="#">(31)</a>	<a href="#">(31)</a>							<a href="#">(31)</a>	<a href="#">(31)</a>	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative Foundation <a href="#">(3)</a>

**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.

- [illegible]

- (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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Zuckerberg Mark</b> <b>C/O FACEBOOK, INC.</b> <b>1601 WILLOW ROAD</b> <b>MENLO PARK, CA 94025</b>	<b>X</b>	<b>X</b>	<b>COB and CEO</b>	

#### 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.