

FORM 4

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

☒ 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.

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

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

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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                    |
| Zuckerberg Mark                           | Meta Platforms, Inc. [ META ]                     | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                               |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| C/O META PLATFORMS, INC., 1<br>META WAY   | 1/5/2024  | COB and CEO   |
| (Street)                                  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| MENLO PARK, CA 94025                      |   | <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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |                | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                    |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|----------------|---|---|--|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price          |   |   |  |
| Class A Common Stock               | 1/5/2024       |   | C                            |   | 11,976  | A             | \$0            | 11,976  | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation (1)  |
| Class A Common Stock               | 1/5/2024       |   | S(2)                         |   | 3,503   | D             | \$350.5641 (3) | 8,473   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation (1)  |
| Class A Common Stock               | 1/5/2024       |   | S(2)                         |   | 5,673   | D             | \$351.6223 (4) | 2,800   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation (1)  |
| Class A Common Stock               | 1/5/2024       |   | S(2)                         |   | 2,700   | D             | \$352.3569 (5) | 100   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation (1)  |
| Class A Common Stock               | 1/5/2024       |   | S(2)                         |   | 100   | D             | \$353.4608 (6) | 0   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation (1)  |
| Class A Common Stock               | 1/5/2024       |   | C                            |   | 4,800   | A             | \$0            | 4,800   | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg<br>Trust Dated<br>July 7,<br>2006 (7) |
| Class A Common Stock               | 1/5/2024       |   | S(8)                         |   | 1,449   | D             | \$350.519 (9)  | 3,351   | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg<br>Trust Dated<br>July 7,<br>2006 (7) |
| Class A Common Stock               | 1/5/2024       |   | S(8)                         |   | 2,151   | D             | \$351.558 (10) | 1,200   | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg                                       |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |                            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|----------------------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price                      |   |   |   |
|                                    |                |   |                              |   |   |               |                            |   |   | Trust Dated<br>July 7,<br>2006 <sup>(7)</sup>   |
| Class A Common Stock               | 1/5/2024       |   | S <sup>(8)</sup>             |   | 1,050   | D             | \$352.2606 <sup>(11)</sup> | 150   | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg<br>Trust Dated<br>July 7,<br>2006 <sup>(7)</sup> |
| Class A Common Stock               | 1/5/2024       |   | S <sup>(8)</sup>             |   | 150   | D             | \$353.13 <sup>(12)</sup>   | 0   | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg<br>Trust Dated<br>July 7,<br>2006 <sup>(7)</sup> |
| Class A Common Stock               | 1/5/2024       |   | S <sup>(13)</sup>            |   | 967   | D             | \$350.564 <sup>(14)</sup>  | 412,009   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Advocacy <sup>(15)</sup>   |
| Class A Common Stock               | 1/5/2024       |   | S <sup>(13)</sup>            |   | 1,388   | D             | \$351.6551 <sup>(16)</sup> | 410,621   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Advocacy <sup>(15)</sup>   |
| Class A Common Stock               | 1/5/2024       |   | S <sup>(13)</sup>            |   | 550   | D             | \$352.4068 <sup>(17)</sup> | 410,071   | I   | By Chan<br>Zuckerberg<br>Initiative<br>Advocacy <sup>(15)</sup>   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivate Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A.<br>Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |        | 6. Date Exercisable<br>and Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|--|--|-------------------|--|---------------------------------|---|---|--------|--|--------------------|--|----------------------------------|---|--|---|---|
|  |  |                   |  | Code                            | V | (A)   | (D)    | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |   |
| Class B Common<br>Stock <sup>(18)</sup>        | <sup>(18)</sup>  | 1/5/2024          |  | C                               |   |   | 11,976 | <sup>(18)</sup>                            | <sup>(18)</sup>    | Class A<br>Common<br>Stock   | 11,976                           | \$0   | 1,683,072  | I   | By Chan<br>Zuckerberg<br>Initiative<br>Foundation <sup>(11)</sup>   |
| Class B Common<br>Stock <sup>(18)</sup>        | <sup>(18)</sup>  | 1/5/2024          |  | C                               |   |   | 4,800  | <sup>(18)</sup>                            | <sup>(18)</sup>    | Class A<br>Common<br>Stock   | 4,800                            | \$0   | 4,062,016  | I   | By Mark<br>Zuckerberg,<br>Trustee Of<br>The Mark<br>Zuckerberg<br>Trust Dated<br>July 7,<br>2006 <sup>(7)</sup> |
| Class B Common<br>Stock <sup>(18)</sup>        | <sup>(18)</sup>  |                   |  |                                 |   |   |        | <sup>(18)</sup>                            | <sup>(18)</sup>    | Class A<br>Common<br>Stock   | 308,680,491                      |   | 308,680,491  | I   | By CZI<br>Holdings,<br>LLC <sup>(19)</sup>  |
| Class B Common<br>Stock <sup>(18)</sup>        | <sup>(18)</sup>  |                   |  |                                 |   |   |        | <sup>(18)</sup>                            | <sup>(18)</sup>    | Class A<br>Common<br>Stock   | 34,344,500                       |   | 34,344,500   | I   | By Chan<br>Zuckerberg<br>Holdings<br>LLC <sup>(20)</sup>  |

**Explanation of Responses:**

- Shares held of record by the Chan Zuckerberg Initiative Foundation ("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.
- The sales reported were effected by the CZI Foundation pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.04 to \$351.01 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 \$351.07 to \$352.06 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 \$352.07 to \$353.06 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 \$353.46 to \$353.47 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) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (8) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.01 to \$350.975 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 \$351.01 to \$351.97 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 \$352.01 to \$352.77 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 \$353.05 to \$353.21 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 sales reported were effected by Chan Zuckerberg Initiative Advocacy ("CZI Advocacy") pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.05 to \$351.04 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) Shares held of record by CZI Advocacy. The reporting person is deemed to have voting and investment power over the shares held by CZI Advocacy, but has no pecuniary interest in these shares.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$351.07 to \$351.99 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 \$352.105 to \$353.025 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 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.
- (19) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the 2006 Trust, is the sole member of CZI. The reporting person 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.
- (20) Shares held of record by Chan Zuckerberg Holdings LLC ("CZ Holdings"), which is beneficially owned by the reporting person. The reporting person is deemed to have sole voting and investment power over the securities held by CZ Holdings.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| <b>Zuckerberg Mark</b><br><b>C/O META PLATFORMS, INC.</b><br><b>1 META WAY</b><br><b>MENLO PARK, CA 94025</b> | <b>X</b>      | <b>X</b>  | <b>COB and CEO</b> |       |

#### Signatures

/s/ Erin Guldiken, attorney-in-fact for Mark Zuckerberg

1/8/2024

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.