

FORM 4

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

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 Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Zuckerberg Mark | | Facebook Inc [FB] | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB and CEO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O FACEBOOK, INC., 1601 WILLOW ROAD | | 11/19/2020 | | | |
| (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 <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|-----------------|--|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/19/2020 | | C | | 29000 | A | \$0 | 29000 | I | By CZI Holdings, LLC (1) |
| Class A Common Stock | 11/19/2020 | | S(2) | | 4808 | D | \$270.3034 (3) | 24192 | I | By CZI Holdings, LLC (1) |
| Class A Common Stock | 11/19/2020 | | S(2) | | 4353 | D | \$271.2505 (4) | 19839 | I | By CZI Holdings, LLC (1) |
| Class A Common Stock | 11/19/2020 | | S(2) | | 12354 | D | \$272.2363 (5) | 7485 | I | By CZI Holdings, LLC (1) |
| Class A Common Stock | 11/19/2020 | | S(2) | | 7485 | D | \$273.0380 (6) | 0 | I | By CZI Holdings, LLC (1) |
| Class A Common Stock | 11/19/2020 | | S(7) | | 1057 | D | \$269.9871 (8) | 3865853 | I | By Chan Zuckerberg Initiative Foundation (9) |
| Class A Common Stock | 11/19/2020 | | S(7) | | 1785 | D | \$270.7892 (10) | 3864068 | I | By Chan Zuckerberg Initiative Foundation (9) |
| Class A Common Stock | 11/19/2020 | | S(7) | | 4139 | D | \$272.0908 (11) | 3859929 | I | By Chan Zuckerberg Initiative Foundation (9) |
| Class A Common Stock | 11/19/2020 | | S(7) | | 4019 | D | \$272.9890 (12) | 3855910 | I | By Chan Zuckerberg Initiative Foundation (9) |
| Class A Common Stock | 11/19/2020 | | S(13) | | 793 | D | \$270.1246 (14) | 68136 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (15) |
| Class A Common Stock | 11/19/2020 | | S(13) | | 578 | D | \$271.1459 (16) | 67558 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (15) |
| | | | | | | | | | | By Mark Zuckerberg, Trustee Of |

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

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|------------------------------------|----------------|---|------------------------------|---|---|---------------|----------------------------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/19/2020 | | S ⁽¹³⁾ | | 2410 | D | \$272.3002 ⁽¹⁷⁾ | 65148 | I | The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 ⁽¹⁵⁾ |
| Class A Common Stock | 11/19/2020 | | S ⁽¹³⁾ | | 969 | D | \$273.0809 ⁽¹⁸⁾ | 64179 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 ⁽¹⁵⁾ |
| Class A Common Stock | 11/19/2020 | | S ⁽¹⁹⁾ | | 801 | D | \$270.2017 ⁽²⁰⁾ | 55299 | I | By Chan Zuckerberg Initiative Advocacy ⁽²¹⁾ |
| Class A Common Stock | 11/19/2020 | | S ⁽¹⁹⁾ | | 707 | D | \$271.0869 ⁽²²⁾ | 54592 | I | By Chan Zuckerberg Initiative Advocacy ⁽²¹⁾ |
| Class A Common Stock | 11/19/2020 | | S ⁽¹⁹⁾ | | 2526 | D | \$272.3016 ⁽²³⁾ | 52066 | I | By Chan Zuckerberg Initiative Advocacy ⁽²¹⁾ |
| Class A Common Stock | 11/19/2020 | | S ⁽¹⁹⁾ | | 966 | D | \$273.1069 ⁽²⁴⁾ | 51100 | I | By Chan Zuckerberg Initiative Advocacy ⁽²¹⁾ |
| Class A Common Stock | | | | | | | | 89059 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽²⁵⁾ |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock ⁽²⁶⁾ | ⁽²⁶⁾ | 11/19/2020 | | C | | 29000 | ⁽²⁶⁾ | ⁽²⁶⁾ | Class A Common Stock | 29000 | \$0 | 355490025 | I | By CZI Holdings, LLC ⁽¹⁾ |
| Class B Common Stock ⁽²⁶⁾ | ⁽²⁶⁾ | | | | | | ⁽²⁶⁾ | ⁽²⁶⁾ | Class A Common Stock | 5676058 | | 5676058 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽²⁵⁾ |
| Class B Common Stock ⁽²⁶⁾ | ⁽²⁶⁾ | | | | | | ⁽²⁶⁾ | ⁽²⁶⁾ | Class A Common Stock | 1908602 | | 1908602 | I | By Chan Zuckerberg Initiative Foundation ⁽⁹⁾ |

Explanation of Responses:

- Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("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.
- The sales reported were effected by CZI pursuant to its Rule 10b5-1 trading plan.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.75 to \$270.64 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 \$270.81 to \$271.79 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.

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- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.82 to \$272.815 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 \$272.83 to \$273.34 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 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.37 to \$270.33 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) 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.39 to \$271.30 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 \$271.53 to \$272.51 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 \$272.61 to \$273.38 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 Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014 pursuant to its Rule 10b5-1 trading plan.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.64 to \$270.54 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.
- (15) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.795 to \$271.67 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 \$271.80 to \$272.79 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$272.80 to \$273.345 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 sales reported were effected by Chan Zuckerberg Initiative Advocacy ("CZI Advocacy"), formerly known as Chan Zuckerberg Advocacy, pursuant to its Rule 10b5-1 trading plan.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.775 to \$270.54 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.
- (21) 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.78 to \$271.71 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 \$271.825 to \$272.82 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 \$272.88 to \$273.27 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) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (26) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|---|-------------|--|
| Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | X | X | COB and CEO | |
|---|---|---|-------------|--|

Signatures

/s/ Michael Johnson, attorney-in-fact for Mark Zuckerberg

11/23/2020

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.