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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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 Pe	erson *	2. Issuer l	Name and	Tic	ker or T	rading	g Symbol	5. Relationship of Reporting Pe (Check all applicable)	rson(s) to	Issuer
Zuckerberg Mark		Facebo	ok Inc [	FB	3]					
0	fiddle)	3. Date of	f Earliest T	Γrans	saction	(MM/DI	D/YYYY)		_ 10% Own	
				1	14/202	1		_X_ Officer (give title below) COB and CEO	_ Other (sp	ecity below)
C/O FACEBOOK, INC., 160	01 WILLOW	V		1/	4/202	1				
ROAD (Street)		1 If Ama	ndment I	)oto i	Origina	1 Filad	(AMA/DD/VVV	(Y) 6. Individual or Joint/Group Fil	ing (Chaoli	Auuliaahla Lina)
		4. II AIIIC	ildiliciit, L	Jaic '	Origina	1 I IICU	(MIM/DD/111	o. marviduai oi Joint/Group Fii	mg (Check	. Applicable Lille)
MENLO PARK, CA 94025								_X _ Form filed by One Reporting Perso Form filed by More than One Repor		
(City) (State) (Z	ip)							Toma med by More than one repor		
	Table I - Non-	-Derivativ	e Securiti	es A	cauired	l. Disr	osed of, or l	Beneficially Owned		
1.Title of Security	2. Trans. Date		3. Trans. C				quired (A) or	5. Amount of Securities Beneficially Owned	6.	7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,		)	Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	
		, ,			(,			,	Direct (D) or Indirect	Ownership (Instr. 4)
			Codo		A	(A) or	Duino		(I) (Instr.	(msu. 1)
			Code	V	Amount	(D)	Price		4)	By CZI
Class A Common Stock	1/4/2021		C		29000	A	\$0	29000	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		1650	D	\$266.0458 (3)	27350	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		2150	D	\$266.7543 (4)	25200	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		4500	D	\$268.1772 <sup>(5)</sup>	20700	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		9048	D	\$268.9437 <sup>(6)</sup>	11652	I	Holdings, LLC (1)
										By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		4000	D	\$269.9807 <sup>(7)</sup>	7652	I	Holdings, LLC (1)
			(0)				(0)			By CZI
Class A Common Stock	1/4/2021		S(2)		3600	D	\$270.8638 (8)	4052	I	Holdings, LLC (1)
			(2)				(0)		_	By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		2200	D	\$271.8250 (9)	1852	I	Holdings, LLC (1)
	4///2024		(2)		4200	_	(10)		-	By CZI
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		1300	D	\$272.8970 (10)	552	I	Holdings, LLC (1)
Clare A Common Start	1/4/2021		-(2)		200	В	6272 40	252		By CZI Holdings,
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		200	D	\$273.49	352	I	LLC (1)
Class A Common Stock	1/4/2021		S <sup>(2)</sup>		252	n	6275 00	0	I	By CZI Holdings,
Class A Common Stock	1/4/2021		S(2)		352	D	\$275.00	0	1	LLC (1)
										By Chan Zuckerberg
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		1050	D	\$266.2814 (12)	3489556	I	Initiative
										Foundation (13) By Chan
Class A Common Stock	1/4/2021		S(11)		490	D	\$267.0647 (14)	3489066	I	Zuckerberg
	1/-1/2021		.5		470		9207.0047	210/000	•	Initiative Foundation (13)
										By Chan
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		2540	D	\$268.3402 (15)	3486526	I	Zuckerberg Initiative
				-						Foundation (13)
	1 1		1	l		l	1			By Chan

1.Title of Security Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	(Instr. 8)		4. Securi Disposed (Instr. 3,	d of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial
		Date, II ally	Code	37		(A) or		(IIISU. 3 aliu 4)	Direct (D) or Indirect (I) (Instr.	Ownership
Class A Common Stock	1/4/2021		S(11)	V	2987	(D) <b>D</b>	Price \$269.1599 (16)	3483539	4) I	Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		1500	D	\$270.2988 (17)	3482039	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		1100	D	\$271.1980 (18)	3480939	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		900	D	\$272.1071 (19)	3480039	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		300	D	\$273.3750 (20)	3479739	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		S <sup>(11)</sup>		133	D	\$275.00	3479606	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/4/2021		С		4750	A	\$0	4750	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		280	D	\$266.0821 (23)	4470	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		340	D	\$266.7818 <sup>(24)</sup>	4130	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		860	D	\$268.2438 (25)	3270	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		1463	D	\$269.0729 (26)	1807	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		740	D	\$270.2272 (27)	1067	I	By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common Stock	1/4/2021		S <sup>(22)</sup>		470	D	\$271.1211 (28)	597	I	By Mark Zuckerberg Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (21)

1.Title of Security (Instr. 3)		1	2. Trans		Exec	2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	Dispose		arities Acquired (A) or sed of (D) 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form:	Beneficial	
							Code	V	Amount	(A) or (D)	Price					Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Class A Common	Stock			1/4/20	)21				S <sup>(22)</sup>		360	D	\$272.1585	(29)		237		I	Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common	Stock			1/4/20	)21				S <sup>(22)</sup>		180	D	\$273.3794	(30)		57		I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class A Common	Common Stock 1/4/2021		)21				S <sup>(22)</sup>		57	D	\$275.00	)	0		I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (21)			
	Ta	able II - D	eriva	itive S	ecuri	ities	Ben	refic	cially Ow	ned	( <i>e.g.</i> , p	outs, ca	lls, warı	rant	s, options, co	onvertible	securities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	Execu	Deemed 4. Tra cution Code e, if any (Instr.		Deriv Secur (A) o (D)		eriva ecurit (A) or (D)	nber of tive ties Acquired Disposed of 3, 4 and 5)	Expiration		•		es Ur	Inderlying Derivative Security Security		9. Number of derivative Securities Beneficially Owned Following	Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	e '	V (	(A)	(D)	Dat	te ercisable	Expiratio Date	n Title		Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (31)	<u>(31)</u>	1/4/2021			C				29000		(31)	(31)	Class Comr Stoc	non	29000	\$0	354515317	I	By CZI Holdings, LLC (1)
Class B Common Stock (31)	(31)	1/4/2021			C				4750		(31)	(31)	Class Comi Stoc	non	4750	\$0	5664454	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (21)
Class B Common Stock (31)	(31)										(31)	(31)	Class Comr Stoo	non	1908602		1908602	I	By Chan Zuckerberg Initiative

#### **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.

Foundation

- The sales reported were effected by CZI 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 \$265.33 to \$266.31 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 \$266.41 to \$267.165 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 \$267.43 to \$268.42 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 \$268.43 to \$269.42 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 \$269.43 to \$270.41 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.43 to \$271.41 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.45 to \$272.28 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 \$272.46 to \$273.40 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.
- (11) 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.70 to \$266.68 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) 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$266.71 to \$267.67 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$267.73 to \$268.72 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.73 to \$269.69 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.
- (17) 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 \$270.72 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 \$270.75 to \$271.52 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 \$271.89 to \$272.58 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.26 to \$273.49 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 Mark Zuckerberg, Trustee of the 2006 Trust.
- (22) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.45 to \$266.42 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 \$266.47 to \$267.46 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 \$267.65 to \$268.63 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 \$268.68 to \$269.67 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.68 to \$270.67 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.
- (28) 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 \$271.52 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 \$271.91 to \$272.57 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 \$273.26 to \$273.49 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.

### **Reporting Owners**

Reporting 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	X	COB and CEO							

#### **Signatures**

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

\*\*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.