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.

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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

1. Name and Address of Reporting Person	n *	2. Issuer N	ame and T	Ticke	r or Tra	ding S	Symbol	5. Relationship of Reporting Per (Check all applicable)	son(s) to	Issuer	
Zuckerberg Mark		Meta Pla	atforms,	Inc	e. [M	ETA]				
(Last) (First) (Midd	e)	3. Date of I	Earliest Tr	ansa	ction (M	IM/DD/	YYYY)	X DirectorX X Officer (give title below)	_ 10% Owner Other (spec		
C/O META PLATFORMS, INC META WAY	C., 1			3/8	/2024			COB and CEO	_ Offici (spec	ny below)	
(Street)		4. If Amen	dment, Da	te O	riginal l	Filed (MM/DD/YYYY	6. Individual or Joint/Group Fili	ng (Check A	applicable Line	
MENLO PARK, CA 94025								_X _ Form filed by One Reporting Person Form filed by More than One Reporti			
(City) (State) (Zip)									-		
T	able I - Non-	Derivative	Securities	Acq	uired,	Dispo	sed of, or B	eneficially Owned			
1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Co (Instr. 8)	ode	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 Indirect Form: Beneficia Direct (D) Ownersh		
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Stock	3/8/2024		С		13,125	A	\$0	13,125	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1).	
Class A Common Stock	3/8/2024		S(2).		188	D	\$500.1081 (3).	12,937	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		400	D	\$501.1988 ⁽⁴⁾	12,537	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		800	D	\$502.5306 ⁽⁵⁾	11,737	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)	
Class A Common Stock	3/8/2024		S(2).		1,194	D	\$504.3093 (9)	10,543	1	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)	
										By Mark Zuckerberg, Trustee Of	

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securi Disposed (Instr. 3,	d of (D)	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	Beneficial Ownership
			Cada	V	A	(A) or	Deine		or Indirect (I) (Instr.	(Instr. 4)
Class A Common Stock	3/8/2024		Code S ⁽²⁾	V	1,486	(D) D	Price \$505.4224 (7)	9,057	4) I	The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S ⁽²⁾		824	D	\$506.1594 (8)	8,233	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S ⁽²⁾		1,300	D	\$507.3427 (2)	6,933	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S (2)		288	D	\$508.6208 (10)	6,645	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S ⁽²⁾		300	D	\$509.515 (11)	6,345	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		s (2)		413	D	\$510.7857 (12)	5,932	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S ⁽²⁾		200	D	\$511.445 ⁽¹³⁾	5,732	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S ⁽²⁾		59	D	\$512.69	5,673	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S (2).		631	D	\$514.2935 (14)	5,042	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S (2)		300	D	\$515.3133 (15)	4,742	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common Stock	3/8/2024		S (2)		800	D	\$516.6956 (16)	3,942	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7,

			Tak	ole I -	Non-	Deri	vative	Securities	s Acc	quired,	Dispo	sed of, or B	eneficially O	wned			
1.Title of Security (Instr. 3)	ity			2. Tran	ans. Date	Executi	A. Deemed secution ate, if any	3. Trans. C (Instr. 8)	ode	4. Securities Acqu Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: Direct (D)	Beneficial
								Code	V	Amount		Price				(1) (IIIsti. 4)	2006 (1)
Class A Common	Stock			3/8/	/2024			S (2).		1,260	D	\$517.7609 (<u>17</u>)			2,68	. I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common	Stock			3/8/	/2024			S (2).		1,326	D	\$518.9886 (18)			1,350	5 I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common	Stock			3/8/	/2024			S (2)		680	D	\$520.5638 (19)			670	5 I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 [1]
Class A Common	Stock			3/8/2024				S (2)	200 D \$521.67 (20) 476 D \$522.8128 (21).		00 D	\$521.67 ⁽²⁰⁾	2		470	5 I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1)
Class A Common	Stock							S ⁽²⁾			() I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (1).				
Class A Common	Stock												320		320,000) I	By Chan Zuckerberg Initiative Advocacy (222)
	Ta	ıble II - D	erivat	tive S	ecurit	ies B	Benefic	ially Own	ed (<i>e.g.</i> , pu	ıts, cal	s, warrants	s, options, co	nvertible	securities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deeme Execu Date, i	4. Trans ded Code ation (Instr. 8		7rans. 5. N de Der str. 8) Sec (A)		ber of ive es Acquired Disposed of , 4 and 5)	Acquired sposed of				mount of derlying curity	Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	Beneficial
					Code	v	(A)	(D)	Date Exer	cisable E	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (23)	(23)	3/8/2024			С			13,125	ĵ	23)	<u>(23)</u>	Class A Common Stock	13,125	\$0	3,558,622	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 ⁽¹⁾
Class B Common Stock (23)	(23)								ĺ	23)	<u>(23)</u>	Class A Common Stock	426,098		426,098	I	By Chan Zuckerberg Initiative Foundation (24
Class B Common Stock (23)	(23)								<u>)</u>	23)	<u>(23)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC ⁽²⁵⁾
Class B Common Stock (23)	<u>(23)</u>								<u>)</u>	<u>23)</u>	<u>(23)</u>	Class A Common Stock	12,000,000		12,000,000	I	By CZI Holdings I, LLC ⁽²⁶⁾

Explanation of Responses:

- (1) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (2) 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.

- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$499.86 to \$500.39 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$500.86 to \$501.78 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 \$502.28 to \$503.085 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 \$503.825 to \$504.81 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 \$504.90 to \$505.85 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 \$505.94 to \$506.77 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.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$507.00 to \$507.95 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 \$508.21 to \$509.10 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 \$509.295 to \$509.86 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 \$510.39 to \$511.34 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$511.42 to \$511.47 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$513.88 to \$514.85 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 \$514.95 to \$515.875 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 \$516.23 to \$517.115 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 \$517.47 to \$518.245 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 \$518.55 to \$519.48 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 \$520.22 to \$521.07 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 \$521.22 to \$522.12 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 \$522.37 to \$523.055 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) Shares held of record by Chan Zuckerberg Initiative Advocacy ("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.
- (23) 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.

- (24) 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.
- (25) 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.
- (26) Shares held of record by CZI Holdings I, LLC ("CZI I"), 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 CZI I.

Remarks:

This is the second of three Forms 4 being filed to report transactions by the reporting person that occurred on March 8, 2024. The Class A Common Stock holdings for CZI Foundation are reported on the first of these three forms and the Class A Common Stock and Class B Common Stock holdings for CZI Holdings, LLC are reported on the third of these three forms.

Reporting Owners

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

Signatures

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

**Signature of Reporting Person

3/11/2024

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.