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	Гick	er or Tra	ading	Symbol	Relationship of Reporting Pe (Check all applicable)	rson(s) to	Issuer
Zuckerberg Mark		Meta Pl	atforms	, In	c. [M	ЕТА]			
(Last) (First) (Middle	e)	3. Date of	Earliest Tr	ansa	ction (M	M/DD/	YYYY)	X_ DirectorX_ X Officer (give title below)	_ 10% Owne Other (spe	cify below)
C/O META PLATFORMS, INC META WAY	C., 1			2/5	5/2024			COB and CEO	_ (1	,
(Street)		4. If Amen	dment, Da	te O	riginal	Filed (MM/DD/YYY	Y) 6. Individual or Joint/Group Fil	ing (Check	Applicable Lin
MENLO PARK, CA 94025								X _ Form filed by One Reporting Perso Form filed by More than One Report		
(City) (State) (Zip)										
Ta	ble I - Non-	Derivative	Securities	Aco	quired,	Dispo	sed of, or B	Beneficially 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)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock	2/5/2024		С		44,770	A	\$0	44,770	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S(2)		1,614	D	\$460.3152 ⁽³⁾	43,156	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S ⁽²⁾		12,662	D	\$461.1724 ⁽⁴⁾	30,494	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S ⁽²⁾		11,899	D	\$462.1807 ⁽⁵⁾	18,595	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S(2)		6,956	D	\$463.0071 (6)	11,639	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		s ⁽²⁾		3,685	D	\$464.1222 ⁽⁷⁾	7,954	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S ⁽²⁾		2,335	D	\$464.9657 ⁽⁸⁾	5,619	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S(2)		1,300	D	\$466.0088 (2)	4,319	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		S ⁽²⁾		600	D	\$467.0167 (10)	3,719	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	2/5/2024		s ⁽²⁾		1,200	D	\$468.0104 ⁽¹¹⁾	2,519	I	By Chan Zuckerberg Initiative

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) or Indirect (I) (Instr.	Beneficial Ownership
Class A Common Stock	2/5/2024		Code S(2)	V	1,120		Price \$469.326 (12)	1,399	4) I	By Chan Zuckerberg Initiative
Class A Common Stock	2/5/2024		S (2)		1,125	D	\$470.0916 (13)	274	I	Foundation Suckerberg Initiative
Class A Common Stock	2/5/2024		S (2)		274	D	\$471.2102 (14)	0	I	Foundation Suckerberg
Class A Common Stock	2/5/2024		C		17,925	A	\$0	17,925	ı	Initiative Foundation By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7,
Class A Common Stock	2/5/2024		S(16)		665	D	\$460.2307 (17)	17,260	I	2006 (15) By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S(16)		4,496	D	\$461.1097 (18)	12,764	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S(16)		5,009	D	\$462.1213 (19)	7,755	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S (16)		3,115	D	\$462.9358 (20)	4,640	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S(16)		1,663	D	\$464.187 (21)	2,977	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S(16)		854	D	\$465.055 (22)	2,123	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S ⁽¹⁶⁾		400	D	\$466.43 (23)	1,723	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common Stock	2/5/2024		S ⁽¹⁶⁾		500	D	\$467.525 (24)	1,223	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7,

1. Title of Security (Instr. 3)		2. Tra	ns. Date	Execu		3. Trans. Co (Instr. 8)	Dispose		urities Acquired (A) or sed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	7. Nature of Indirect Beneficial Ownership	
						Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common S	Stock		2/5/	/2024			S ⁽¹⁶⁾		400	D	\$468.8775 (<u>25</u>)			823	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common S	Stock		2/5/	2024			S ⁽¹⁶⁾		673	D	\$470.0075 ⁽²⁶⁾			150	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class A Common S	Stock		2/5/	/2024			S ⁽¹⁶⁾		150	D	\$471.35 ⁽²⁷⁾			0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
	Ta	ble II - De	erivative S	Securit	ies B	Benefic	ially Own	ed (<i>e.g.</i> , pi	ıts, call	s, warrants	s, options, con	vertible s	securities)		
1. Title of Derivate Security (Instr. 3)		3. Trans. Date		eemed 4. Trans.		5. Num Deriva Securit (A) or (D)	iber of	6. Date Exercisable and Expiration Date		cisable	7. Title and A Securities Un Derivative S (Instr. 3 and	Amount of 8. Price of Derivative ecurity Security		9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	Beneficial
				Code	V	(A)	(D)	Dat Exe	e rcisable	Expiration Date	n Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (28)	<u>(28)</u>	2/5/2024		C			44,770		<u>(28)</u>	<u>(28)</u>	Class A Common Stock	44,770	\$0	1,312,176	I	By Chan Zuckerberg Initiative Foundation
Class B Common Stock (28)	<u>(28)</u>	2/5/2024		C			17,925		<u>(28)</u>	(28)	Class A Common Stock	17,925	\$0	3,913,316	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (15)
Class B Common Stock (28)	(28)								<u>(28)</u>	<u>(28)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (29)
Class B Common Stock (28)	(28)								<u>(28)</u>	<u>(28)</u>	Class A Common	12,000,000		12,000,000	I	By CZI Holdings I,

Explanation of Responses:

Stock (28)

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.

Stock

LLC (30)

- 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 \$459.61 to \$460.595 per **(3)** 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 \$460.6225 to \$461.61 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 \$461.63 to \$462.62 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 \$462.63 to \$463.62 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 \$463.635 to \$464.60 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 \$464.65 to \$465.45 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 \$465.65 to \$466.43 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 \$466.74 to \$467.42 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$467.765 to \$468.63 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$468.85 to \$469.66 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 \$469.855 to \$470.69 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$470.90 to \$471.54 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 Trust dated July 7, 2006 ("2006 Trust").
- (16) 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$459.59 to \$460.54 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$460.61 to \$461.58 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$461.61 to \$462.60 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 \$462.62 to \$463.42 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$463.70 to \$464.69 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$464.71 to \$465.64 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.00 to \$466.91 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 \$467.08 to \$467.805 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 \$468.50 to \$469.16 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 \$469.70 to \$470.50 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 \$470.83 to \$471.61 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 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.

- (29) 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.
- (30) 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:

The first of two Forms 4 being filed to report transactions by the reporting person that occurred on February 5, 2024. The Class A Common Stock holdings for Chan Zuckerberg Initiative Advocacy and the Class A Common Stock and Class B Common Stock holdings for CZI Holdings, LLC are reported on the second of these two forms.

Reporting Owners

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

Signatures

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

**Signature of Reporting Person

2/7/2024

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.