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 | * _ | 2. Issuer N | ame and | Γicke | er or Tra | ading | Symbol | 5. Relationship of Reporting Per (Check all applicable) | rson(s) to | Issuer | |
|---|----------------|---|------------------------------|--------|---|---------------|---|---|--|--|--|
| Zuckerberg Mark | Meta Pla | atforms, | , Inc | c. [M | ЕТА |] | | | | | |
| (Last) (First) (Middle) |) | 3. Date of I | Earliest Tr | ansa | ction (N | M/DD/ | YYYY) | X Director X X Officer (give title below) | _ 10% Owns | er cify below) | |
| C/O META PLATFORMS, INC META WAY | ., 1 | | 1 | 11/2 | 1/202 | 3 | | COB and CEO | _ omer (spe | 01.7 00.0117 | |
| (Street) | | 4. If Amen | dment, Da | te O | riginal | Filed (| MM/DD/YYYY | (a) 6. Individual or Joint/Group File | ing (Check | Applicable Lin | |
| MENLO PARK, CA 94025 | <u> </u> | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | | | | | | | | |
| Tal | ole I - Non- | Derivative | Securities | Acq | quired, | Dispo | sed of, or B | eneficially Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acq 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) | Beneficial Ownership | |
| | | | Code | V | Amount | (A) or (D) | Price | | or Indirect (I) (Instr. 4) | (Instr. 4) | |
| Class A Common Stock | 11/21/2023 | | S ⁽¹⁾ | | 4,348 | D | \$336.5308 (2) | 343,952 | I | By Chan Zuckerberg Initiative Foundation | |
| Class A Common Stock | 11/21/2023 | | S ⁽¹⁾ | | 3,940 | D | \$337.8053 (4) | 340,012 | I | By Chan Zuckerberg Initiative Foundation | |
| Class A Common Stock | 11/21/2023 | | S ⁽¹⁾ | | 8,180 | D | \$338.6444 ⁽⁵⁾ | 331,832 | I | By Chan Zuckerberg Initiative Foundation | |
| Class A Common Stock | 11/21/2023 | | S ⁽¹⁾ | | 1,461 | D | \$339.3242 (6) | 330,371 | I | By Chan Zuckerberg Initiative Foundation | |
| Class A Common Stock | 11/21/2023 | | C | | 7,175 | A | \$0 | 7,175 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) | |
| Class A Common Stock | 11/21/2023 | | S(8) | | 1,787 | D | \$336.488 (2) | 5,388 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) | |
| Class A Common Stock | 11/21/2023 | | S(8) | | 2,420 | D | \$338.0947 (10) | 2,968 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) | |

| | | | Table | I - Noi | n-De | eriv | ative : | Securities | s Ac | quired | , Dispo | sed of, or B | eneficially O | wned | | | |
|--|-------------|---|---------------------------------|----------|---|------|----------------------------|--------------------------|------------------------|--|---|---|----------------------------------|--|--|--|--|
| 1.Title of Security (Instr. 3) | | 2. T | 2. Trans. Date | | 2A. Deemed Execution Date, if any | | 3. Trans. Co (Instr. 8) | Dispos | | 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: Direct (D) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | | | | (I) (Instr. 4) | |
| Class A Common | Stock | | 11 | /21/2023 | , | | | S(§) | - | 2,868 | | \$338.8938 (11) | | | 100 | I | Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) |
| Class A Common | Stock | | 11 | /21/2023 | ; | | | S(§) | | 100 | D | \$339.5 | | | 0 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) |
| Class A Common | Stock | | 11 | /21/2023 | i | | | S (12) | | 702 | D | \$336.4855 (13) | | | 511,028 | I | By Chan Zuckerberg Initiative Advocacy (14) |
| Class A Common | Stock | | 11 | /21/2023 | , | | | S (12) | | 701 | D | \$337.8538 (<u>15)</u> | | | 510,327 | I | By Chan Zuckerberg Initiative Advocacy (14) |
| Class A Common | Stock | | 11 | /21/2023 | i | | | S ⁽¹²⁾ | | 1,151 | D | \$338.6683 (<u>16)</u> | | | 509,176 | I | By Chan Zuckerberg Initiative Advocacy (14) |
| Class A Common | Stock | | 11 | /21/2023 | i | | | S ⁽¹²⁾ | | 351 | D | \$339.3749 (<u>17)</u> | | | 508,825 | I | By Chan Zuckerberg Initiative Advocacy (14) |
| | Тя | ıble II - De | rivativ <i>e</i> | Secui | ritie | s Re | nefici | ially Own | ed (| ρσ. ni | ıts. cal | ls. warrants | s, options, con | vertible s | securities) | | |
| 1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Date De Ex | | 3A. Deemed Executio Date, if a | 4. Tran Code on (Instr. 8 | | 5. Nun Deriva 8) Securit (A) or (D) | | iber of | 6. D and | ate Exerc Expiratio | isable | 7. Title and A Securities Un Derivative Se (Instr. 3 and 4 | amount of aderlying ecurity | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | C | ode | v | (A) | (D) | Date | e l rcisable l | Expiratio Date | n Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | 4) | |
| Class B Common Stock (18) | <u>(18)</u> | 11/21/2023 | | • | C | | | 7,175 | | <u>(18)</u> | <u>(18)</u> | Class A Common Stock | 7,175 | \$0 | 4,284,572 | I | By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7) |
| Class B Common Stock (18) | <u>(18)</u> | | | | | | | | | <u>(18)</u> | <u>(18)</u> | Class A Common Stock | 308,680,491 | | 308,680,491 | I | By CZI Holdings, LLC (19) |
| Class B Common Stock (18) | <u>(18)</u> | | | | | | | | | <u>(18)</u> | <u>(18)</u> | Class A Common Stock | 1,908,602 | | 1,908,602 | I | By Chan Zuckerberg Initiative Foundation (3) |
| Class B Common Stock (18) | (18) | | | | | | | | | <u>(18)</u> | <u>(18)</u> | Class A Common Stock | 34,344,500 | | 34,344,500 | I | By Chan Zuckerberg Holdings LLC (20) |

Explanation of Responses:

The sales reported were effected by the Chan Zuckerberg Initiative Foundation ("CZI Foundation") pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.

- **(2)** The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$336.14 to \$337.04 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.
- Shares held of record by the 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.14 to \$338.13 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 \$338.16 to \$339.15 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 \$339.21 to \$339.44 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 \$336.13 to \$337.04 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.50 to \$338.475 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 \$338.50 to \$339.445 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 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$336.12 to \$337.05 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) 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.21 to \$338.205 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 \$338.22 to \$339.155 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 \$339.265 to \$339.59 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 Owners | | | | | | | | | |
|---|---------------|-----------|-------------|-------|--|--|--|--|--|
| Demonting Oxymen Nome / 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 | | | COB and CEO | | | | | | |

Signatures

/s/ Erin Guldiken, attorney-in-fact for Mark Zuckerberg 11/22/2023

**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.

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