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# 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 Reporti	ing Perso	on *	2. Issuer l	Name and	l Ticl	ker or T	rading	g Symbol	5. Relationship of Reporting Pe (Check all applicable)	erson(s) to	Issuer
Zuckerberg Mar	k			Facebo	ok Inc [	FB	]					
(Last) C/O FACEBOO	(First) <b>K, INC.</b>	(Midd	,	3. Date of	Earliest 7		saction (26/202		D/YYYY)	X DirectorX 10% OwnerX Officer (give title below) Other (specify below)  COB and CEO		
ROAD												
	(Street)			4. If Ame	ndment, I	Date (	Origina	l Filed	(MM/DD/YYY	(Y) 6. Individual or Joint/Group Fi	ling (Check	Applicable Line
MENLO PARK,	CA 940 (State)	(Zip)								X_Form filed by One Reporting Person Form filed by More than One Report		
			able I - Non-	-Derivativ	e Securiti	es A	cquired	l, Disp	oosed of, or	Beneficially Owned		
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)			ities Aco	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) ((Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial
			zuce, ir uny	Code	V	Amount	(A) or (D)	Price	3	Direct (D)	Ownership (Instr. 4)	
Class A Common Stock			2/26/2021		С		29000	A	\$0	29000	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		4100	D	\$257.3713 (3)	24900	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		2800	D	\$258.2950 <sup>(4)</sup>	22100	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		3000	D	\$259.4479 <sup>(5)</sup>	19100	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		2300	D	\$260.4587 <sup>(6)</sup>	16800	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		3000	D	\$261.7382 <u>(7)</u>	13800	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		4000	D	\$262.7071 (8)	9800	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		5800	D	\$263.7339 (9)	4000	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		3400	D	\$264.6312 (10)	600	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(2)</sup>		600	D	\$265.3545 (11)	0	I	By CZI Holdings, LLC (1)
Class A Common Stock			2/26/2021		S <sup>(12)</sup>		1600	D	\$257.2410 (13)	3071239	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock			2/26/2021		S <sup>(12)</sup>		1200	D	\$258.3711 (15)	3070039	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock			2/26/2021		S <sup>(12)</sup>		800	D	\$259.4167 (16)	3069239	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock			2/26/2021		S <sup>(12)</sup>		900	D	\$260.4721 (17)	3068339	I	By Chan Zuckerberg Initiative Foundation (14
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1.Title of Security Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Secur Dispose (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
			Code V		Amount	(A) or (D)		(man 5 and 1)		Ownership (Instr. 4)
Class A Common Stock	2/26/2021		S <sup>(12)</sup>	,	1100	D	\$261.6371 (18)	3067239	I	Zuckerberg Initiative Foundation (14
Class A Common Stock	2/26/2021		S <sup>(12)</sup>		1550	D	\$262.6315 (19)	3065689	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock	2/26/2021		S <sup>(12)</sup>		2450	D	\$263.6976 (20)	3063239	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock	2/26/2021		S <sup>(12)</sup>		1150	D	\$264.6588 (21)	3062089	I	By Chan Zuckerberg Initiative Foundation (14
Class A Common Stock	2/26/2021		S <sup>(12)</sup>		250	D	\$265.2738 <sup>(22)</sup>	3061839	I	By Chan Zuckerberg Initiative Foundation (14
Elass A Common Stock	2/26/2021		C		4750	A	\$0	4750	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		<b>S</b> <sup>(24)</sup>		840	D	\$257.2227 <sup>(25)</sup>	3910	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		S <sup>(24)</sup>		440	D	\$258.2759 (26)	3470	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		S <sup>(24)</sup>		400	D	\$259.6221 (27)	3070	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Elass A Common Stock	2/26/2021		S <sup>(24)</sup>		400	D	\$260.5652 (28)	2670	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		S <sup>(24)</sup>		380	D	\$261.7875 <sup>(29)</sup>	2290	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		S <sup>(24)</sup>		680	D	\$262.6622 (30)	1610	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock	2/26/2021		S <sup>(24)</sup>		990	D	\$263.6944 <sup>(31)</sup>	620	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7,

1.Title of Security (Instr. 3)			2. Trans	1	Ехесі		3. Trans. Cod (Instr. 8)		4. Securi Disposed (Instr. 3,	of (D)	uired (A) or	5. Amount of Securities Beneficially Owne Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	Beneficial
							Code	V	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
																2006 (23)
Class A Common	Stock		2/26/2	2021			S <sup>(24)</sup>		600	D	\$264.7262 (32)		20		I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class A Common Stock			2/26/2	.021			S <sup>(24)</sup>		20	D	\$265.41	0		I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)	
		1										ts, options, c		· · · · · · · · · · · · · · · · · · ·	T	
Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Date, if any	4. Tran Code (Instr.	Deriv Secur (A) or (D)				6. Date Exercisable at Expiration Date		7. Title and Securities U Derivative S (Instr. 3 and	Inderlying Derivative Security Security		9. Number of derivative Securities Beneficially Owned Following	Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	: V	(A)	(D)	Da Ex	ite ercisable	Expiration Date	on Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (33)	<u>(33)</u>	2/26/2021		С			29000		(33)	(33)	Class A Common Stock	29000	\$0	353416977	I	By CZI Holdings, LLC (1)
Class B Common Stock (33)	(33)	2/26/2021		С			4750		(33)	(33)	Class A Common Stock	4750	\$0	5483248	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (23)
Class B Common Stock (33)	(33)								(33)	(33)	Class A Common	1908602		1908602	I	By Chan Zuckerberg Initiative

#### **Explanation of Responses:**

Stock (33)

(1) 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

- (2) The sales reported were effected by CZI pursuant to its Rule 10b5-1 trading plan.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.95 to \$257.93 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 \$258.00 to \$258.73 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 \$259.10 to \$260.09 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 \$260.12 to \$261.10 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$261.22 to \$262.20 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 \$262.22 to \$263.18 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 \$263.23 to \$264.22 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 \$264.23 to \$265.225 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 \$265.24 to \$265.52 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.
- (12) 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.84 to \$257.79 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.
- (14) 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$257.89 to \$258.75 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 \$259.03 to \$259.85 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$260.05 to \$260.82 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$261.14 to \$262.12 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$262.14 to \$263.10 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$263.14 to \$264.13 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$264.23 to \$264.99 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 \$265.26 to \$265.28 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.
- (23) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (24) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.84 to \$257.70 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 \$257.93 to \$258.79 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.07 to \$259.91 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$260.20 to \$261.16 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$261.26 to \$262.24 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 \$262.26 to \$263.17 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$263.28 to \$264.24 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.
- (32) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$264.29 to \$265.16 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.
- (33) 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**

Domontino Orymon Nama / 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		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.