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 Na	ame and T	icke	r or Tra	ding S	Symbol	Relationship of Reporting Per (Check all applicable)	son(s) to 1	ssuer	
Zuckerberg Mark		Meta Pla	tforms,	Inc	. [M]	ETA]				
(Last) (First) (Middle)		3. Date of I	Earliest Tr	ansa	ction (M	M/DD/	YYYY)		10% Owner		
C/O META PLATFORMS, INC. META WAY			3/8	/2024			_X_ Officer (give title below) Other (specify below) COB and CEO				
(Street)		4. If Amend	dment, Da	te O	riginal I	Filed (MM/DD/YYYY	6. Individual or Joint/Group Fili	ng (Check A	pplicable Line	
MENLO PARK, CA 94025								X Form filed by One Reporting Person Form filed by More than One Reporti			
(City) (State) (Zip)								Torin med by wore than one report	ng i cison		
Tah	le I - Non-l	Derivative :	Securities	Acc	mired	Disno	sed of or Ro	eneficially Owned			
		2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	Beneficial	
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Stock	3/8/2024		С		31,493	A	\$0	31,493	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S (2).		802	D	\$500.0398 (3)	30,691	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S (2).		799	D	\$501.1957 ⁽⁴⁾	29,892	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		1,578	D	\$502.3936 ⁽⁵⁾	28,314	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		900	D	\$503.3794 ⁽⁶⁾	27,414	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S (2).		1,808	D	\$504.2547 ⁽⁷⁾ .	25,606	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		3,609	D	\$505.3839 ⁽⁸⁾	21,997	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		2,947	D	\$506.2738 ⁽⁹⁾	19,050	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S (2).		1,798	D	\$507.2857 (10)	17,252	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		1,414	D	\$508.3993 (<u>11)</u>	15,838	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S ⁽²⁾		1,067	D	\$509.5447 ⁽¹²⁾	14,771	I	By CZI Holdings, LLC (1)	
Class A Common Stock	3/8/2024		S(2)		467	D	\$510.5653 (<u>13</u>)	14,304	I	By CZI Holdings, LLC (1)	

			Tab	ole I -	Non-I)eri	vative	Securities	s Acc	quired	, Dispo	sed of, or B	eneficially O	wned			
1.Title of Security (Instr. 3)			2. Trans. Date		2A. I Exec		3. Trans. Co (Instr. 8)	ode 4. Sec			quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
								Code	V	Amoun	(A) or (D)	Price				(I) (Instr.	(msu. 4)
Class A Common	Stock			3/8/2	2024			S ⁽²⁾		591	D	\$511.6613 (14)			13,713	,	Holdings, LLC (1)
Class A Common	Stock			3/8/2	2024			S ⁽²⁾		300	D	\$512.8633 (<u>15</u>)			13,413	3 I	By CZI Holdings, LLC (1)
Class A Common	Stock			3/8/2	2024			S (2)		1,336	D	\$514.0509 (16)			12,077	7 I	By CZI Holdings, LLC (1)
Class A Common	Stock			3/8/2	2024			S (2)		570	D	\$515.0914 (<u>17</u>)			11,50	7 I	By CZI Holdings, LLC (1)
Class A Common	Stock			3/8/2	2024			S ⁽²⁾		1,300	D	\$516.4481 (18)			10,20	7 I	By CZI Holdings, LLC (1)
Class A Common	Stock			3/8/2	2024			S.(2)		2,840	D	\$517.5389 (19)			7,36	7 I	By CZI Holdings, LLC (1)
Class A Common	Elass A Common Stock			3/8/2024				S ⁽²⁾		2,459	D	D \$518.5663 (20)		4,908	3 I	By CZI Holdings, LLC (1)	
Class A Common	Stock			3/8/2024				S ⁽²⁾		1,915	D	\$519.3263 ⁽²¹⁾			2,993	3 I	By CZI Holdings, LLC (1)
Class A Common	lass A Common Stock		3/8/2024				S (2)		1,000	D	\$520.551 (22)	1,993			3 I	By CZI Holdings, LLC (1)	
Class A Common Stock			3/8/2024				S (2)		900	D	\$521.7328 (23)	1,093		3 I	By CZI Holdings, LLC (1)		
Class A Common	Class A Common Stock			3/8/2	3/8/2024			S ⁽²⁾		1,093	D	\$522.7853 (24)	0) I	By CZI Holdings, LLC (1)	
Class A Common S	Stock														320,000	I	By Chan Zuckerberg Initiative Advocacy (25)
	Ta	ble II - De	erivat	tive S	ecuriti	es E	Benefic	ially Own	ed (<i>e.g.</i> , pı	ıts, cal	ls, warrants	s, options, co	nvertible	securities)		
(Instr. 3) or Exercise Execu		3A. Deeme Execu Date, i	tion (Instr. 8		Derivati Securition (A) or D (D)			6. Date Exer and Expirati			7. Title and A Securities Un Derivative Se (Instr. 3 and 4	derlying curity	Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	Beneficial	
				Code	v	(A)	(D)	Date Exer	cisable I	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	4)		
Class B Common Stock (26)	<u>(26)</u>	3/8/2024			C			31,493	ſ	<u>26)</u>	<u>(26)</u>	Class A Common Stock	31,493	\$0	295,255,166	I	By CZI Holdings, LLC ⁽¹⁾
Class B Common Stock (26)	<u>(26)</u>								<u>(</u>	<u>(26)</u>	<u>(26)</u>	Class A Common Stock	426,098		426,098	I	By Chan Zuckerberg Initiative Foundation ⁽²⁷
Class B Common Stock (26).	<u>(26)</u>								١	726)	<u>(26)</u>	Class A Common Stock	3,558,622		3,558,622	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (28)
Class B Common Stock (26)	<u>(26)</u>								١	<u>26)</u>	<u>(26)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC ⁽²⁹⁾
Class B Common Stock (26)	<u>(26)</u>								٥	<u>26)</u>	<u>(26)</u>	Class A Common Stock	12,000,000		12,000,000	T I	By CZI Holdings I, LLC ⁽³⁰⁾

Explanation of Responses:

(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. 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.

- (2) The sales reported were effected by CZI Holdings, LLC ("CZI") 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 \$499.70 to \$500.45 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$500.76 to \$501.66 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$501.82 to \$502.745 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 \$502.84 to \$503.835 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 \$503.845 to \$504.67 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$504.85 to \$505.83 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 \$505.86 to \$506.85 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$506.97 to \$507.72 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$507.98 to \$508.88 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 \$509.03 to \$509.98 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 \$510.09 to \$510.92 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 \$511.315 to \$511.895 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 \$512.38 to \$513.24 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$513.49 to \$514.40 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$514.695 to \$515.67 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$515.97 to \$516.945 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 \$517.025 to \$517.93 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$518.04 to \$519.03 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 \$519.05 to \$519.87 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 \$520.195 to \$520.97 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 \$521.29 to \$522.25 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 \$522.29 to \$523.195 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) 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.
- (26) 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.
- (27) 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.
- (28) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (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:

This is the third 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 holdings for the 2006 Trust are reported on the second of these three forms.

Reporting Owners

Panarting 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.