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 Pe (Check all applicable)	rson(s) to	Issuer
Zuckerberg Mark		Meta Pla	atforms,	, In	c. [M	ETA]			
(Last) (First) (Middle) C/O META PLATFORMS, INC. META WAY		3. Date of			ction (N		YYYY)	X_ DirectorX_ _X_ Officer (give title below) COB and CEO	_ 10% Owne _ Other (spe	er cify below)
(Street)		4. If Amen	dment, Da	te O	riginal	Filed (MM/DD/YYY	Y) 6. Individual or Joint/Group Fil	ing (Check	Applicable Line
MENLO PARK, CA 94025								X _ Form filed by One Reporting Perso Form filed by More than One Report		
(City) (State) (Zip)								Tom med by whole dual one report	mg r erson	
Tab	ole I - Non-	Derivative	Securities	Aco	quired,	Dispo	sed of, or B	Seneficially 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	1/26/2024		C		11,976	A	\$0	11,976	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		S (2)		899	D	\$392.2691 (3)	11,077	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		S (2)		2,096	D	\$393.1521 ⁽⁴⁾	8,981	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		S ⁽²⁾		2,173	D	\$394.2014 ⁽⁵⁾	6,808	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		S (2).		3,620	D	\$395.4247 ⁽⁶⁾	3,188	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		S ⁽²⁾		3,188	D	\$396.1391 ⁽⁷⁾	0	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	1/26/2024		С		4,800	A	\$0	4,800	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)
Class A Common Stock	1/26/2024		S (2).		876	D	\$392.6499 (10)	3,924	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)

			Tal							-			Beneficially (L	I
1.Title of Security (Instr. 3)				2. Trans. Date		Exe	Deemed cution e, if any	3. Trans. (Instr. 8)		Disposed of (D (Instr. 3, 4 and		5)	Following Rep	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	V	Amoun	(A) or (D)	Price				(I) (Instr. 4)	
Class A Common	ı Stock			1/26	5/2024			s ^{(<u>9)</u>}		774	D	\$393.7271	<u>11)</u>		3,150	I	Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8).
Class A Common	ı Stock			1/26	5/2024			s ⁽⁹⁾		1,050	D	\$394.9217	12)		2,100	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)
Class A Common	ı Stock			1/26	5/2024			S(2)		2,000	D	\$395.9203	13)		100	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)
Class A Common	ı Stock			1/26	5/2024			S ⁽⁹⁾		100	D	\$396.:	59		0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)
Class A Common	1 Stock			1/26	5/2024			S ⁽¹⁴⁾		608	D	\$392.7879	<u>15)</u>		371,698	I	By Chan Zuckerberg Initiative Advocacy (16)
Class A Common	1 Stock			1/26	5/2024			S ⁽¹⁴⁾		492	D	\$393.9045	<u>17)</u> .		371,206	I	By Chan Zuckerberg Initiative Advocacy (16)
Class A Common	ss A Common Stock			1/26	5/2024			S ⁽¹⁴⁾		550	D	\$394.9618	<u>18)</u>		370,656	I	By Chan Zuckerberg Initiative Advocacy (16)
Class A Common Stock			1/26	5/2024			S ⁽¹⁴⁾		1,155	D	\$395.8432	<u>19)</u>		369,501	I	By Chan Zuckerberg Initiative Advocacy (16)	
Class A Common	1 Stock			1/26	5/2024			S ⁽¹⁴⁾		100	D	\$396.395	<u>20)</u>		369,401	I	By Chan Zuckerberg Initiative Advocacy (16)
	т	abla II - F	L ow i vo	tivo (Coounit	ios	Donofic	ially Or	unad (4 G N	1 t s 00	lle wanna	nts antions a	anvantible	o sognitios)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deeme Execut Date, i	ed tion	4. Trans. Code (Instr. 8)		5. Number Derivative Securities Acquired Disposed (Instr. 3,	er of e s (A) or of (D)	6. Date	Exercisable 7. Title a Securitie Derivativ		7. Title and A Securities Un	, warrants, options, co Title and Amount of curities Underlying rivative Security str. 3 and 4)		8. Price of Derivative Security (Instr. 5) (Instr. 5) 9. Number of derivative Securities Beneficially Owned Following		11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercis	Expable Dat	oiration e	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (21)	(21)	1/26/2024			С			11,976	<u>(21</u>		<u>(21)</u>	Class A Common Stock	11,976	\$0	1,515,408	I	By Chan Zuckerberg Initiative Foundation (1)
Class B Common Stock (21)	(21)	1/26/2024			С			4,800	<u>(21</u>	!	<u>(21)</u>	Class A Common Stock	4,800	\$0	3,994,816	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (8)
Class B Common Stock (21)	(21)								<u>(21</u>	.	<u>(21)</u>	Class A Common Stock	296,680,491 (22)	1	296,680,491 (22)	I	By CZI Holdings, LLC (23)

Class B Common Stock (21)	(21)			<u>(21)</u>	<u>(21)</u>	Class A Common Stock	34,344,500	34,344,500		By Chan Zuckerberg Holdings LLC (24)
Class B Common Stock (21)	(21)			<u>(21)</u>	<u>(21)</u>	Class A Common Stock	12,000,000 (22)	12,000,000 (22)	I	By CZI Holdings I, LLC (25)

Explanation of Responses:

- (1) 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.
- (2) 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.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$391.64 to \$392.60 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$392.64 to \$393.60 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$393.81 to \$394.635 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 \$394.82 to \$395.78 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$395.845 to \$396.70 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.
- (8) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (9) 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$392.10 to \$392.96 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 \$393.19 to \$394.085 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$394.40 to \$395.38 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 \$395.46 to \$396.35 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 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$392.34 to \$393.24 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) 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$393.38 to \$394.275 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 \$394.38 to \$395.34 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$395.38 to \$396.28 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$396.39 to \$396.40 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.
- (21) 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.

- (22) Reflects a change in form of beneficial ownership since the last filing for no consideration in a transfer exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- (23) 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.
- (24) 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.
- (25) 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.

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

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.