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.

OMB APPROVAL
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hours per response... 0.5

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	Γick	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	e)	3. Date of	Earliest Tr	ansa	action (N	/M/DD	/YYYY)		_ 10% Owne	
								X Officer (give title below) COB and CEO	Other (spe	cify below)
C/O META PLATFORMS, INC	C., 1			3/6	5/2024			COD and CEO		
META WAY (Street)		4 If Amon	dmont Do	to O	mi ain al	Filad .	(MM/DD/YYY	Y) 6. Individual or Joint/Group Fil	ina (Cll-	A
(Success)		4. II Alliell	umem, Da	ile O	rigiliai .	rneu	(MM/DD/YYY	6. Individual of John/Group Fil.	ilig (Check	Applicable Line
MENLO PARK, CA 94025								_X _ Form filed by One Reporting Person Form filed by More than One Report		
(City) (State) (Zip)								Tomi fried by More than One Report	ing i cison	
Тя	ble I - Non-	Derivative	Securities	Ac	anired.	Disno	osed of, or B	Seneficially Owned		
1.Title of Security	2. Trans. Date	·	3. Trans. Co		<u> </u>		quired (A) or	5. Amount of Securities Beneficially Owned	6.	7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,			Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial
				1	,		, T		Direct (D) or Indirect	Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	(mum)
			0040		Timount	(2)	11.00		,,	By Chan
Class A Common Stock	3/6/2024		C		32,794	A	\$0	670,794	I	Zuckerberg Initiative
										Foundation (1
Class A Common Stock	3/6/2024		<u>s(2)</u>		1,600	D	\$495.2506 (3)	669,194	I	By Chan Zuckerberg
Chass A Common Stock	5/6/2024		3		1,000		3473.2300	007,174	-	Initiative Foundation (1
										By Chan Zuckerberg
Class A Common Stock	3/6/2024		S ⁽²⁾		6,201	D	\$496.0126 (4)	662,993	I	Initiative
										Foundation (1) By Chan
Class A Common Stock	3/6/2024		S (2)		9,036	D	\$497.0104 (5)	653,957	I	Zuckerberg Initiative
										Foundation (1)
			-(2)				(6)		_	By Chan Zuckerberg
Class A Common Stock	3/6/2024		S (2)		9,148	D	\$497.9394 (6)	644,809	I	Initiative Foundation (1)
										By Chan
Class A Common Stock	3/6/2024		s ⁽²⁾		2,715	D	\$498.8224 ⁽⁷⁾	642,094	I	Zuckerberg Initiative
										Foundation (1
Class A Common Stock	3/6/2024		<u>s(2)</u>		1,500	D	\$499.9853 ⁽⁸⁾	640,594	I	By Chan Zuckerberg
Chass A Common Stock	5/6/2024		3		1,500		3477.7633	010,571	-	Initiative Foundation (1
										By Chan Zuckerberg
Class A Common Stock	3/6/2024		S (2)		1,394	D	\$501.0192 (2)	639,200	I	Initiative
										Foundation (1) By Chan
Class A Common Stock	3/6/2024		S (2)		1,100	D	\$501.9982 (10)	638,100	I	Zuckerberg Initiative
										Foundation (1
			(2)							By Chan Zuckerberg
Class A Common Stock	3/6/2024		s ⁽²⁾		100	D	\$502.61	638,000	I	Initiative Foundation (I
	1	<u> </u>	I	<u> </u>	<u> </u>		1		<u> </u>	rounuation *-

1. Title of Security	2. Trans. Date	e 2A. Deemed	3. Trans. Code				quired (A) or	5. Amount of Securities Beneficially Owned		7. Nature of
(Instr. 3)		Execution Date, if any	(Instr. 8)		Disposed (Instr. 3,	4 and 5 (A) or		Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership
Class A Common Stock	3/6/2024		Code	V	13,125	(D)	Price	13,125	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 [11]
Class A Common Stock	3/6/2024		S (12)		1,767	D	\$495.5398 (13)	11,358	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S (12)		2,942	D	\$496.5218 (14)	8,416	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S(12).		4,182	D	\$497.5279 (15)	4,234	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S ⁽¹²⁾		2,108	D	\$498.4175 (16)	2,126	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S ⁽¹²⁾		907	D	\$499.3967 (17)	1,219	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S (12).		719	D	\$500.7563 (18)	500	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		S ⁽¹²⁾		500	D	\$501.834 (19)	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class A Common Stock	3/6/2024		С		31,493	A	\$0	31,493	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/6/2024		S ⁽²¹⁾		3,300	D	\$495.4595 <u>(22)</u>	28,193	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/6/2024		S (21)		5,727	D	\$496.2683 (23)	22,466	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/6/2024		S .(21)		10,254	D	\$497.1692 (24)	12,212	I	By CZI Holdings, LLC (20)
Class A Common Stock	3/6/2024		S ⁽²¹⁾		7,362	D	\$498.1581 (2.5)	4,850	I	By CZI Holdings, LLC (20)

1.Title of Security (Instr. 3)		2.	2. Trans. Date		Execu	2A. Deemed Execution Date, if any	3. Trans. Co (Instr. 8)	de	Dispose	rities Acq ed of (D) , 4 and 5)	uired (A) or		Amount of Securities Beneficially Owned bllowing Reported Transaction(s) astr. 3 and 4)		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			3/6/202	4			S(21)		2,004	D	\$499.2177 (<u>26</u>)			2,846	I	Holdings, LLC (20)
Class A Common	Stock			3/6/202	4			S ⁽²¹⁾		1,315	D	\$500.7511 (<u>27</u>)			1,531	I	By CZI Holdings, LLC (20)
Class A Common	Stock			3/6/202	4			S (21)		1,474	D	\$501.7673 (28)			57	I	By CZI Holdings, LLC (20)
Class A Common	Stock			3/6/202	4			S ⁽²¹⁾		57	D	\$502.6119 (29)			0	I	By CZI Holdings, LLC (20)
Class A Common	Stock														320,000	I	By Chan Zuckerberg Initiative Advocacy (3
	Ta	ble II - Do	erivativ	ve Seci	uriti	ies B	enefic	ially Own	ed (<i>e.g.</i> , pı	uts, cal	ls, warrant	s, options, con	vertible s	securities)		
Security Conversion Date Exe	3A. Dee Execution Date, if			8) Deriva Securit (A) or (D)			6. Date Exercisable and Expiration Date		Securities U Derivative S	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature o Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exer		Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (31)	<u>(31)</u>	3/6/2024			С			32,794		<u>(31)</u>	<u>(31)</u>	Class A Common Stock	32,794	\$0	491,686	I	By Chan Zuckerberg Initiative Foundation
Class B Common Stock (31)	(31)	3/6/2024			C			13,125		<u>(31)</u>	<u>(31)</u>	Class A Common Stock	13,125	\$0	3,584,872	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (11)
Class B Common Stock (31).	(31)	3/6/2024			С			31,493		<u>(31)</u>	<u>(31)</u>	Class A Common Stock	31,493	\$0	295,318,152	I	By CZI Holdings, LLC (20)
Class B Common Stock (31)	(31)									<u>(31)</u>	<u>(31)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (32)
Class B Common	(31)									(31)	(31)	Class A Common	12,000,000		12.000.000	ı	By CZI Holdings I,

Explanation of Responses:

Stock (31)

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

- 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 \$494.49 to \$495.48 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 \$495.49 to \$496.47 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 \$496.49 to \$497.48 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 \$497.49 to \$498.46 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 \$498.50 to \$499.38 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.

- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$499.56 to \$500.53 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 \$500.57 to \$501.54 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$501.60 to \$502.34 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.
- (11) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (12) 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$494.94 to \$495.89 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 \$496.01 to \$496.98 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$497.015 to \$497.93 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$498.02 to \$498.88 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$499.06 to \$499.92 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$500.36 to \$501.19 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 \$501.45 to \$502.34 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.
- (20) 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.
- (21) The sales reported were effected by CZI pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$494.67 to \$495.66 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$495.685 to \$496.68 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 \$496.685 to \$497.66 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$497.695 to \$498.685 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 \$498.695 to \$499.62 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$500.37 to \$501.255 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 \$501.50 to \$502.44 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$502.505 to \$502.62 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.
- (30) 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.
- (31) 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.
- (32) 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.
- (33) 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

Domantina Oryman Nama / Adduses	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

3/6/202

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.