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 Per	rson *	2. Issuer N	ame and	Гick	er or Tra	ding	Symbol	5. Relationship of Reporting Pe (Check all applicable)	rson(s) to	Issuer
Zuckerberg Mark		Meta Pla	atforms,	, In	c. [M	ETA]			
(Last) (First) (Mi	ddle)	3. Date of l	Earliest Tr	ansa	ction (M	M/DD/	YYYY)	X Director X Officer (give title below)	_ 10% Own	
C/O META PLATFORMS, II META WAY	NC., 1		1	12/1	8/202	3		COB and CEO	_ Other (spe	cify below)
(Street)		4. If Amen	dment, Da	te O	riginal l	Filed (MM/DD/YYYY	6. Individual or Joint/Group Fil	ng (Check	Applicable Line
MENLO PARK, CA 94025								X _ Form filed by One Reporting Person Form filed by More than One Report		
(City) (State) (Zip	b)							Tomi med by More than one Report	ing r crson	
	Table I - Non-	Derivative	Securities	Ac	nnired.	Dispo	sed of, or B	eneficially Owned		
1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Co (Instr. 8)			ties Acc	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock	12/18/2023		S (1)		300	D	\$337.5233 (2)	25,278	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S (1)		397	D	\$338.4209 (4)	24,881	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S (1)		1,152	D	\$340.3368 ⁽⁵⁾	23,729	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S ⁽¹⁾		903	D	\$341.131 ⁽⁶⁾	22,826	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S (1)		2,768	D	\$342.3912 (7)	20,058	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S ⁽¹⁾		1,756	D	\$343.197 ^(<u>8</u>)	18,302	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S ⁽¹⁾		3,538	D	\$344.864 ⁽⁹⁾	14,764	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S(1)		3,967	D	\$345.8424 (10)	10,797	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/18/2023		S ⁽¹⁾		3,148	D	\$346.6743 ⁽¹¹⁾	7,649	I	By Chan Zuckerberg Initiative Foundation
										By Mark Zuckerberg, Trustee Of

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		-	ities Acq	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock	12/18/2023		C	v	7,175	A	\$0	7,175	I	The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S (<u>13</u>).		200	D	\$338.07 (14)	6,975	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S (13)		501	D	\$340.4483 (15)	6,474	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12).
Class A Common Stock	12/18/2023		S (13)		624	D	\$341.5063 (16)	5,850	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S (13)		1,282	D	\$342.6812 (17)	4,568	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S (13)		300	D	\$343.3833 (18)	4,268	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S (13)		1,436	D	\$344.7977 (19)	2,832	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12).
Class A Common Stock	12/18/2023		S(13)		1,532	D	\$345.8312 (20)	1,300	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class A Common Stock	12/18/2023		S ⁽¹³⁾		1,300	D	\$346.6515 (21)	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12).
Class A Common Stock	12/18/2023		S ⁽²²⁾		100	D	\$338.025 (23)	459,340	I	By Chan Zuckerberg Initiative Advocacy (24)
Class A Common Stock	12/18/2023		S(22)		200	D	\$340.4288 (25)	459,140	I	By Chan Zuckerberg Initiative Advocacy (24)
Class A Common Stock	12/18/2023		S .(22)		204	D	\$341.4483 (<u>26)</u>	458,936	I	By Chan Zuckerberg Initiative Advocacy (24)

1.Title of Security		2 Trans	-	2 A D	erivative S A. Deemed	3. Trans. Co	nde	4 \$2000	ities Ass	uired (A) or	5 Amount of Sac	urities Bara	6	7. Nature of			
1. Ittle of Security (Instr. 3)			2. ITans. Date		Execution Date, if an		(Instr. 8)	Dispos		osed of (D) : 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form: Direct (D)	Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) or (D)	Price				(I) (Instr. 4)	(Instr. 4)
Class A Common	Stock			12/18/	2023			S ⁽²²⁾		500	D	\$342.653 ⁽²⁷⁾			458,436	I	Zuckerberg Initiative Advocacy (24
Class A Common	Stock			12/18/	2023			S (22).		150	D	\$343.1483 <u>(28)</u>			458,286	I	By Chan Zuckerberg Initiative Advocacy (24
Class A Common	Stock			12/18/	2023			S (22)		494	D	\$344.672 ⁽²⁹⁾			457,792	I	By Chan Zuckerberg Initiative Advocacy (24
Class A Common	Stock			12/18/	2023			S (22)		657	D	\$345.6039 (30)			457,135	I	By Chan Zuckerberg Initiative Advocacy (24
Class A Common	Stock			12/18/	2023			S (22).		600	D	\$346.6525 (<u>31</u>)		456,535		I	By Chan Zuckerberg Initiative Advocacy (24
	Ta	ıble II - De	rivat	tive Se	ecuriti	es B	enefic	ially Own	ed (e.g., pu	ıts, call	ls, warrants	s, options, con	vertible s	securities)		
1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise 3. Trans. Date De Ex			med cution c, if any	4. Tran Code (Instr. 8	tr. 8) Deriva Securi (A) or (D)		nber of tive ties Acquired Disposed of 3, 4 and 5)	6. Date Exercisable and Expiration Date			7. Title and A Securities Un Derivative Se (Instr. 3 and 4	nderlying Derivative Security		derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exe	rcisable	Expiration Date	n Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (32)	(32)	12/18/2023			С			7,175		<u>(32)</u>	(32)	Class A Common Stock	7,175	\$0	4,155,422	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (12)
Class B Common Stock (32)	<u>(32)</u>	_								(32)	(32)	Class A Common Stock	308,680,491		308,680,491	I	By CZI Holdings, LLC (33)
Class B Common Stock (32)	(32)									<u>(32)</u>	(32)	Class A Common Stock	1,908,602		1,908,602	I	By Chan Zuckerberg Initiative

Explanation of Responses:

(32)

Class B Common

Stock (32)

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.

(32)

(32)

Class A

Common

Stock

34,344,500

Foundation (3 By Chan

Zuckerberg

Holdings

LLC (34)

34,344,500

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.16 to \$337.77 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 \$338.16 to \$338.63 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 \$339.78 to \$340.75 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.82 to \$341.65 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 \$341.84 to \$342.83 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.85 to \$343.81 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 \$344.28 to \$345.27 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 \$345.28 to \$346.26 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 \$346.29 to \$347.26 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) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (13) 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.73 to \$338.41 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 \$339.84 to \$340.65 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 \$341.08 to \$341.99 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.13 to \$343.05 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.18 to \$343.62 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.28 to \$345.275 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.32 to \$346.31 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 \$346.33 to \$347.205 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.
- (22) 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.82 to \$338.23 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) 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.97 to \$340.725 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 \$341.035 to \$341.85 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.
- (27) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.085 to \$343.07 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 \$343.10 to \$343.225 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.165 to \$344.95 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 \$345.18 to \$346.14 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 \$346.19 to \$347.18 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.
- (32) 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.
- (33) 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.
- (34) 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 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

12/20/2023

**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.

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.