### 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 *	<u> </u>	2. Issuer Na	ame <b>and</b> T	icke	er or Tra	ding	Symbol	<ol><li>Relationship of Reporting Pe (Check all applicable)</li></ol>	rson(s) to	Issuer
Zuckerberg Mark	Meta Pla	tforms,	Inc	e. [ M	ЕТА	]				
(Last) (First) (Middle)		3. Date of I	Earliest Tr	ansa	ction (N	IM/DD/	YYYY)	X DirectorX_ X Officer (give title below)	_ 10% Owne Other (spe	er cify below)
C/O META PLATFORMS, INC., META WAY	, 1		1	2/1	4/202	3		COB and CEO	_ (1	,
(Street)		4. If Amend	lment, Da	te O	riginal l	Filed (	MM/DD/YYYY	6. Individual or Joint/Group File	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)										
								eneficially Owned	1.	
1.Title of Security (Instr. 3)	. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Co (Instr. 8)	de	4. Securi Disposed (Instr. 3,	of (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 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	12/14/2023		$\mathbf{s}^{(\underline{1})}$		1,098	D	\$329.2512 <sup>(2)</sup>	60,338	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		$\mathbf{S}^{(\underline{1})}$		3,349	D	\$330.4542 <sup>(4)</sup>	56,989	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		$\mathbf{S}^{(\underline{1})}$		3,899	D	\$331.3835 <sup>(5)</sup>	53,090	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		<b>S</b> ( <u>1</u> )		4,122	D	\$332.4013 (6)	48,968	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		<b>S</b> (1)		5,261	D	\$333.2479 (7)	43,707	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		$\mathbf{s}^{(\underline{1})}$		200	D	\$334.065 (8)	43,507	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	12/14/2023		С		7,175	A	\$0	7,175	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class A Common Stock	12/14/2023		S(10)		325	D	\$329.2269 (11)	6,850	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (9)

1.Title of Security	Table I - Non-	1	3. Trans. Code		4. Securi	ties Acc	quired (A) or	eneficially Owned  5. Amount of Securities Beneficially Owned		7. Nature of
(Instr. 3)			(Instr. 8)	v	Disposed (Instr. 3,	4 and 5  (A) or	(Instr. 3 and 4) A) or		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Class A Common Stock	12/14/2023		S <sup>(10)</sup>		868	D	\$330.3841 (12)	5,982	I	Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class A Common Stock	12/14/2023		S <sup>(10)</sup>		2,129	D	\$331.3265 (13)	3,853	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (9)
Class A Common Stock	12/14/2023		S(10)		1,825	D	\$332.5061 (14)	2,028	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (9)
Class A Common Stock	12/14/2023		S(10)		1,928	D	\$333.3121 (15)	100	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class A Common Stock	12/14/2023		S(10)		100	D	\$334.19	0	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class A Common Stock	12/14/2023		<b>S</b> (16)		150	D	\$329.3033 (17)	465,100	I	By Chan Zuckerberg Initiative Advocacy (18)
Class A Common Stock	12/14/2023		<b>S</b> (16)		604	D	\$330.5261 (19)	464,496	I	By Chan Zuckerberg Initiative Advocacy (18)
Class A Common Stock	12/14/2023		<b>S</b> (16)		610	D	\$331.4553 <sup>(20)</sup>	463,886	I	By Chan Zuckerberg Initiative Advocacy (18)
Class A Common Stock	12/14/2023		S(16)		906	D	\$332.4874 (21)	462,980	I	By Chan Zuckerberg Initiative Advocacy (18)
Class A Common Stock	12/14/2023		<b>S</b> <sup>(16)</sup>		585	D	\$333.3336 (22)	462,395	I	By Chan Zuckerberg Initiative Advocacy (18)
Class A Common Stock	12/14/2023		S <sup>(16)</sup>		50	D	\$334.19	462,345	I	By Chan Zuckerberg Initiative Advocacy (18)

1. Title of Derivate Security (Instr. 3)	ty Conversion or Exercise Price of Derivative Date Deemed Execution Date, if any Derivative Deemed Execution Date, if any (Derivative Date, if any (Derivati) (Derivative Date, if any (Derivative Date, if any (Derivati) (D		5. Number of 6. Date Exercisable and Expiration Date Securities Acquired			7. Title and A Securities Underwative Se (Instr. 3 and 4	mount of derlying curity		9. Number of derivative Securities Beneficially Owned	Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s)	or Indirect (I) (Instr. 4)	
Class B Common Stock (23)	(23)	12/14/2023	С			7,175	(23)	(23)	Class A Common Stock	7,175	\$0	4,169,772	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class B Common Stock (23)	<u>(23)</u>						<u>(23)</u>	<u>(23)</u>	Class A Common Stock	308,680,491		308,680,491	I	By CZI Holdings, LLC (24)
Class B Common Stock (23)	(23)						(23)	<u>(23)</u>	Class A Common Stock	1,908,602		1,908,602	I	By Chan Zuckerberg Initiative Foundation (3)
Class B Common Stock (23)	(23)						<u>(23)</u>	<u>(23)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (25)

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

- (1) 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.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$328.905 to \$329.87 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.
- (3) 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$329.92 to \$330.89 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$330.93 to \$331.89 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$331.93 to \$332.895 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$332.93 to \$333.91 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$334.06 to \$334.07 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.
- (9) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (10) 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$328.88 to \$329.65 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$329.91 to \$330.67 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$330.95 to \$331.945 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$331.99 to \$332.98 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 \$332.99 to \$333.82 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.
- (16) 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$328.88 to \$329.63 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.
- (18) 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$329.92 to \$330.90 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 \$330.94 to \$331.78 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$332.01 to \$332.995 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 \$333.01 to \$333.68 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.
- (23) 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.
- (24) 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.
- (25) 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

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Demonting Oxymen News / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zuckerberg Mark C/O META PLATFORMS, INC. 1 META WAY			COB and CEO					
MENLO PARK, CA 94025								

#### **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.