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 Reportin | g Person * | 2. Issuer N | ame and | Ticke | er or Tra | ading S | Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------------|-------------|---------------------------|------------------|-------|------------------------|---------------|--|---|---------------------------|--------------------------------------|--|--|--|
| Zuckerberg Mark | | Meta Pla | atforms | , In | c. [M | ЕТА | 1 | (спеск ан аррнеаме) | | | | | |
| (Last) (First) | (Middle) | 3. Date of I | Earliest Tr | ansa | ction (N | M/DD/ | YYYY) | X Director X X Officer (give title below) | _ 10% Own | | | | |
| C/O META DI ATEODM | C INC 1 | | | 11/1 | 7/202 | 3 | | COB and CEO | _ Otner (spe | cify below) | | | |
| C/O META PLATFORM: META WAY | 5, INC., 1 | | - | 11/1 | . 1/202 | 3 | | | | | | | |
| (Street) | | 4. If Amen | dment, Da | ite O | riginal | Filed (| MM/DD/YYYY | 6. Individual or Joint/Group File | ing (Check | Applicable Line | | | |
| MENLO PARK, CA 9402 | | | | | | | X Form filed by One Reporting Person | X Form filed by One Reporting Person | | | | | |
| (City) (State) | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| | Table I Non | Dominatina | Cooumition | . 1 0 | aninad | Diana | sad of an D | anoficially Owned | | | | | |
| 1.Title of Security | | 2A. Deemed | 3. Trans. Co | | | | uired (A) or | eneficially Owned 5. Amount of Securities Beneficially Owned | 6. | 7. Nature of | | | |
| (Instr. 3) | | Execution Date, if any | (Instr. 8) | | Disposed (Instr. 3, | of (D) | | Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: | | | | |
| | | | | 1 | | | | • | Direct (D) or Indirect | Ownership (Instr. 4) | | | |
| | | | Code | V | Amount | (A) or (D) | Price | | (I) (Instr. 4) | | | | |
| Class A Common Stock | 11/17/2023 | | S(1) | | 208 | D | \$329.8556 ⁽²⁾ | 383,950 | I | By Chan Zuckerberg | | | |
| Class A Common Stock | 11/17/2023 | | 3 | | 200 | D | 3329.0330 | 365,750 | _ | Initiative Foundation | | | |
| | | | (1) | | | | (1) | | | By Chan Zuckerberg | | | |
| Class A Common Stock | 11/17/2023 | | S(1) | | 424 | D | \$330.8408 (4) | 383,526 | I | Initiative Foundation | | | |
| | | | | | | | | | | By Chan Zuckerberg | | | |
| Class A Common Stock | 11/17/2023 | | $S^{(1)}$ | | 1,610 | D | \$332.0371 (5) | 381,916 | I | Initiative Foundation | | | |
| | | | | | | | | | | By Chan | | | |
| Class A Common Stock | 11/17/2023 | | S ⁽¹⁾ | | 5,211 | D | \$333.1413 ⁽⁶⁾ | 376,705 | I | Zuckerberg Initiative | | | |
| | | | | | | | | | | Foundation 5 By Chan | | | |
| Class A Common Stock | 11/17/2023 | | S (1) | | 6,219 | D | \$333.9921 (7) | 370,486 | I | Zuckerberg Initiative | | | |
| | | | | | | | | | | Foundation (s By Chan | | | |
| Class A Common Stock | 11/17/2023 | | s ⁽¹⁾ | | 4,257 | D | \$334.9114 ⁽⁸⁾ | 366,229 | I | Zuckerberg Initiative | | | |
| | | | | | | | | | | Foundation (| | | |
| | | | | | | | | | | By Mark Zuckerberg, Trustee Of | | | |
| Class A Common Stock | 11/17/2023 | | C | | 7,175 | A | \$0 | 7,175 | I | The Mark Zuckerberg | | | |
| | | | | | | | | | | Trust Dated July 7, | | | |
| | | | | | | | | | | 2006 (9) | | | |
| | | | | | | | | | | By Mark Zuckerberg, Trustee Of | | | |
| Class A Common Stock | 11/17/2023 | | S(10) | | 100 | D | \$329.72 | 7,075 | I | The Mark Zuckerberg | | | |
| | | | | | | | | | | Trust Dated July 7, | | | |
| | | | | | | | | | | 2006 (9) By Mark | | | |
| | Į. | İ | 1 | I | I | l | 1 | I | 1 | Dy MISTR | | | |

| 1.Title of Security (Instr. 3) | | 2. Trans | . Date | 2A. Deemed Execution Date, if any | n | 3. Trans. Co (Instr. 8) | ode | 4. Secur Dispose (Instr. 3. | d of (D) | uired (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 S | Stock | | 11/17/2 | 2023 | | | S ⁽¹⁰⁾ | | 700 | D | \$331.9929 (11) | | | 6,375 | 1 | Zuckerber Trustee Of The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S ⁽¹⁰⁾ | | 1,750 | D | \$332.9961 (12) | | | 4,625 | I | By Mark Zuckerber Trustee Of The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S(10) | | 2,400 | D | \$333.8248 (13) | | | 2,225 | I | By Mark Zuckerber Trustee Of The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S(10) | | 2,178 | D | \$334.7991 ⁽¹⁴⁾ | | | 47 | I | By Mark Zuckerber Trustee Of The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S ⁽¹⁰⁾ | | 47 | D | \$335.41 | | | 0 | I | By Mark Zuckerber Trustee Of The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S (15) | | 104 | D | \$330.9071 (16) | | | 517,436 | I | By Chan Zuckerber Initiative Advocacy |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S (15) | | 400 | D | \$332.3272 (18) | | | 517,036 | I | By Chan Zuckerber Initiative Advocacy |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S (15) | | 1,000 | D | \$333.4075 (19) | | | 516,036 | I | By Chan Zuckerber Initiative Advocacy |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S (<u>15)</u> | | 1,144 | D | \$334.3458 (20) | | | 514,892 | I | By Chan Zuckerber Initiative Advocacy |
| Class A Common S | Stock | | 11/17/2 | 2023 | | | S ⁽¹⁵⁾ | | 257 | D | \$335.0323 (21) | | | 514,635 | I | By Chan Zuckerber Initiative Advocacy |
| | Ta | ble II - Dei | rivative Se | curit | ies Ben | efici | ally Own | ied (| <i>e.g.</i> , pu | ıts, cal | ls, warrants | s, options, cor | vertible s | securities) | | |
| Derivate Security (Instr. 3) | 2. | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trai Code (Instr. | 5. D 8) S (A | Num erivat ecuriti A) or I O) | ber of | 6. D and | ate Exerc Expiratio | isable | 7. Title and A Securities Ur Derivative So (Instr. 3 and 4 | Amount of iderlying ecurity | 8. Price of Derivative Security | 9. Number of derivative Securities Beneficially Owned Following | 10. Ownership Form of Derivative Security: Direct (D) | Beneficial |
| | | | | Code | . V | (A) | (D) | Date | e I rcisable I | Expiration Date | n Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | |
| Class B Common Stock (22) | (22) | 11/17/2023 | | C | , v | (**) | 7,175 | | <u>(22)</u> | <u>(22)</u> | Class A Common Stock | 7,175 | \$0 | 4,298,922 | I | By Mark Zuckerber Trustee Or The Mark Zuckerber Trust Date July 7, 2006 (9) |
| Class B Common | | | | | | | | 1 | (22) | (22) | Class A | | | | I | By CZI Holdings, |

| Class B Common Stock (22). | <u>(22)</u> | | | | <u>(22)</u> | (22) | Class A Common Stock | 1,908,602 | 1,908,602 | I | By Chan Zuckerberg Initiative Foundation (3) |
|-------------------------------|-------------|--|--|--|-------------|-------------|----------------------------|------------|------------|---|---|
| Class B Common Stock (22) | <u>(22)</u> | | | | <u>(22)</u> | <u>(22)</u> | Class A Common Stock | 34,344,500 | 34,344,500 | I | By Chan Zuckerberg Holdings LLC (24) |

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 \$329.44 to \$330.37 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 \$330.45 to \$331.23 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$331.48 to \$332.43 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 \$332.56 to \$333.55 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 \$333.56 to \$334.5575 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 \$334.57 to \$335.34 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.
- (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 \$331.34 to \$332.31 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$332.38 to \$333.37 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 \$333.38 to \$334.27 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$334.40 to \$335.27 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.
- (15) 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$330.45 to \$331.40 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) 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$331.8575 to \$332.84 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 \$332.88 to \$333.855 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 \$333.90 to \$334.845 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 \$334.95 to \$335.10 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 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.
- (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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---------------|-----------|-------------|-------|--|--|--|--|--|
| Reporting Owner Ivame / 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.