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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

Name and Address of Reporting Person * Zuckerberg Mark				r Name and	d Tic	ker or T	rading	g Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				ook Inc	[FB	3]							
(Last) (First) (Middle)			3. Date	of Earliest	Tran	saction	(MM/D	D/YYYY)		10% Owr			
(Last) (First) (Middle)									_X_ Officer (give title below) COB and CEO	Other (sp	ecify below)		
C/O FACEBOO ROAD	K, INC.,	1601 WILI	LOW		12	/2/202	20		COB and CEO				
	(Street)		4. If An	nendment, l	Date	Origina	l Filec	d (MM/DD/YYY	Y) 6. Individual or Joint/Group Fi	ling (Check	Applicable Line)		
MENLO PARK, CA 94025										X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)											
		Table I -	Non-Derivati	ve Securit	ies A	cquirec	l, Disı	posed of, or	Beneficially Owned				
				d 3. Trans. 0		1		quired (A) or	5. Amount of Securities Beneficially Owned	Amount of Securities Beneficially Owned 6. 7. Natu			
(Instr. 3)			Execution Date, if any	(Instr. 8)	(Instr. 8)		d of (D) , 4 and 5		Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Indirect Beneficial		
			,,			(,	Direct (D) or Indirect	Ownership (Instr. 4)		
						l	(A) or			(I) (Instr.	(111501.4)		
				Code	V	Amount	(D)	Price		4)	By CZI		
Class A Common Stock		12/2/2	020	C		36000	A	\$0	36000	I	Holdings,		
											LLC (1) By CZI		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		1800	D	\$281.6139 <u>(3)</u>	34200	I	Holdings,		
											LLC (1) By CZI		
Class A Common Stock		12/2/2	020	s(2)		3100	D	\$282.3923 (4)	31100	I	Holdings,		
											LLC (1) By CZI		
Class A Common Stock		12/2/2	020	s ⁽²⁾		1500	D	\$283.3687 (5)	29600	I	Holdings,		
											LLC (1)		
Class A Common Stock		12/2/2	020	s ⁽²⁾		1700	D	\$284.3799 6	27900	I	By CZI Holdings,		
											LLC (1)		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		5173	D	\$285.6006 (7)	22727	I	By CZI Holdings,		
											LLC (1)		
Class A Common Stock		12/2/2	020	S(2)		4800	D	\$286.7796 (8)	17927	I	By CZI Holdings,		
								\$2001770			LLC (1)		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		10327	D	\$287.6783 (9)	7600	I	By CZI Holdings,		
				5				\$207.0705			LLC (1)		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		3600	D	\$288.4331 (10)	4000	I	By CZI Holdings,		
Olass II Common Stock		12,2,2	,20	3		2000		3200.4331	1000	_	LLC (1)		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		2900	D	\$289.5720 (11)	1100	I	By CZI Holdings,		
Class 11 Common Stock		12/2/2	520	<u>s</u>		2500		\$289.5720	1100	•	LLC (1)		
Class A Common Stock		12/2/2	020	<u>s⁽²⁾</u>		700	D	\$290.7686 (12)	400	I	By CZI Holdings,		
Class A Common Stock		12/2/2	020	Ster		700	D	\$290.7686	400	1	LLC (1)		
Class A Cassassas Starle		12/2/2	220	~(2)		400		(13)	0		By CZI Holdings,		
Class A Common Stock		12/2/20	020	S ⁽²⁾		400	D	\$291.4450 (13)	0	I	LLC (1)		
											By Chan		
Class A Common Stock		12/2/2	020	S ⁽¹⁴⁾		1050	D	\$281.7505 (15)	3762860	I	Zuckerberg Initiative		
										ļ	Foundation (16)		
Class A Cass		10/2/2	220	s(14)		1150		0000 4 100 (17)	27(1710	,	By Chan Zuckerberg		
Class A Common Stock		12/2/20	020	Sitt		1150	D	\$282.4499 (17)	3761710	I	Initiative Foundation (16)		
					+	+					By Chan		
Class A Common Stock		12/2/2	020	S(14)		760	D	\$283.7649 (18)	3760950	1	Zuckerberg Initiative		
l		I	I	1	ı	1	ı	I	I	I	I I I I I I I I I I I I I I I I I I I		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1.Title of Security (Instr. 3)		2. Trans		2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)			ities Acc	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)	
																Foundation (16)
Class A Common Stock		12/2/2	020			S ⁽¹⁴⁾		900	D	\$285.1388 (19)	3760050		I	By Chan Zuckerberg Initiative Foundation (16)		
Class A Common Stock		12/2/2	020	20		S ⁽¹⁴⁾		1797	D	\$285.8937 (20)		3758253		I	By Chan Zuckerberg Initiative Foundation (16)	
Class A Common Stock		12/2/2	020			S ⁽¹⁴⁾		3146	D	\$287.0896 (21)	3755107		I	By Chan Zuckerberg Initiative Foundation (16)		
Class A Common Stock		12/2/2	020		S ⁽¹⁴⁾		3287	D	\$288.0146 (22)	3751820		I	By Chan Zuckerberg Initiative Foundation (16)			
Class A Common Stock		12/2/2	020		S ⁽¹⁴⁾		900	D	\$289.0971 (23)	3750920		I	By Chan Zuckerberg Initiative Foundation (16)			
Class A Common Stock		12/2/2	020			S ⁽¹⁴⁾		760	D	\$289.8605 (24)	3750160		I	By Chan Zuckerberg Initiative Foundation (16)		
Class A Common Stock		12/2/2	020	0		S ⁽¹⁴⁾		250	D	\$291.2640 (25)	3749910		I	By Chan Zuckerberg Initiative Foundation (16)		
Class A Common Stock												89059		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (26)	
	Ta	able II - De	erivative S	ecuri	ties B	enefic	cially Ow	ned	(<i>e.g.</i> , p	uts, ca	ılls, warran	ts, options, co	onvertible	securities)		
1. Title of Derivate Security (Instr. 3)	ivate Security Conversion Date Execution Cod		Code		Deriva Securi (A) or (D)	nber of tive ties Acquired Disposed of 3, 4 and 5)	Ex _]	6. Date Exercisable and Expiration Date		7. Title and Securities U Derivative S (Instr. 3 and	Inderlying Security	8. Price of Derivative Security (Instr. 5) 8. Price of derivative Securities Securities Beneficially Owned Following		Ownership Form of Derivative Security: Direct (D)	Beneficial	
				Code	e V	(A)	(D)	Da Ex	te ercisable	Expirati Date	on Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (27)	<u>(27)</u>	12/2/2020		С			36000		(27)	<u>(27)</u>	Class A Common Stock	36000	\$0	355216025	I	By CZI Holdings, LLC (1)
Class B Common Stock (27)	<u>(27)</u>								<u>(27)</u>	<u>(27)</u>	Class A Common Stock	5676058		5676058	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (26)
Class B Common Stock (27)	<u>(27)</u>								<u>(27)</u>	<u>(27)</u>	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative Foundation (16)

Explanation of Responses:

- (1) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust"), is the sole member of CZI. Mr. Zuckerberg 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.
- (2) The sales reported were effected by CZI pursuant to its Rule 10b5-1 trading plan.
- 3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$281.00 to \$281.97 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 \$282.00 to \$282.97 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 \$283.04 to \$284.03 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 \$284.04 to \$284.91 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$285.11 to \$285.93 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$286.15 to \$287.09 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 \$287.15 to \$288.14 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$288.15 to \$289.01 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 \$289.20 to \$289.94 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 \$290.37 to \$291.00 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 \$291.43 to \$291.49 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 Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Initiative Foundation ("CZI Foundation"), formerly known as the Chan Zuckerberg Foundation, pursuant to its Rule 10b5-1 trading plan.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$281.01 to \$281.97 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 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.03 to \$283.00 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 \$283.27 to \$284.26 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$284.49 to \$285.48 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$285.53 to \$286.52 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 \$286.54 to \$287.51 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 \$287.60 to \$288.55 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$288.60 to \$289.59 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 \$289.60 to \$290.27 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.
- (25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$290.93 to \$291.42 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) Shares held of record by Mark Zuckerberg, Trustee of 2006 Trust.
- (27) 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.

Remarks:

The first of two Forms 4 being filed to report transactions by the reporting person occurring on December 2, 2020. The Class A Common Stock holdings for The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014 and Chan Zuckerberg Initiative Advocacy are reported on the second of these two forms.

Reporting Owners

Panarting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		COB and CEO					

Signatures

/s/ Michael Johnson, attorney-in-fact for Mark Zuckerberg	12/2/2020
**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.