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 OMB Number: 3235-0287 Estimated average burden

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	*	2. Issuer Na	me and T	icke	r or Tra	ding S	ymbol	5. Relationship of Reporting Pers (Check all applicable)	on(s) to Is	ssuer	
Zuckerberg Mark	Meta Pla	tforms,	Inc	. [MI	ETA]						
(Last) (First) (Middle)	3. Date of E	Earliest Tra	nsac	ction (M	M/DD/Y	YYYY)	X DirectorX 10% OwnerX Officer (give title below) Other (specify below) COB and CEO				
C/O META PLATFORMS, INC META WAY		2	2/22	2/2024							
(Street)	4. If Amend	lment, Dat	e Or	iginal F	iled (N	MM/DD/YYYY	6. Individual or Joint/Group Filing (Check Applicable Line				
MENLO PARK, CA 94025								X _ Form filed by One Reporting Person Form filed by More than One Reportin	g Person		
(City) (State) (Zip)											
Tab	ole I - Non-l	Derivative S	Securities	Acq	uired, l	Dispos	sed of, or Be	eneficially Owned			
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 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	2/22/2024		S (1)		16	D	\$480	320,000	I	By Chan Zuckerberg Initiative Advocacy (2)	
Class A Common Stock	2/22/2024		С		31,493	A	\$0	31,493	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		900	D	\$477.1033 (<u>5</u>)	30,593	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		1,074	D	\$478.2422 (6)	29,519	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		700	D	\$479.0836 (7)	28,819	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S(4)		507	D	\$480.3753 (8)	28,312	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		1,215	D	\$481.8613 ⁽⁹⁾	27,097	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		2,409	D	\$482.6425 (10)	24,688	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S(4)		1,200	D	\$483.8942 (11)	23,488	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		2,262	D	\$484.9248 (12)	21,226	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S ⁽⁴⁾		3,559	D	\$486.0104 (<u>13</u>)	17,667	I	By CZI Holdings, LLC (3)	
Class A Common Stock	2/22/2024		S(4)		4,683	D	\$486.8512 (14)	12,984	I	By CZI Holdings,	

1.Title of Security (Instr. 3)		2.	2. Trans. Dat		Ехесі	Deemed ation if any	3. Trans. C (Instr. 8)	Disp		securities Acquired (A) or posed of (D) str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Owners Form: Direct (7. Nature of Indirect Beneficial Ownership	
							Code	V	Amou	(A) or	Price				or Indire (I) (Inst	(Instr. 4)	
Class A Common	Stock			2/22/2024				S ⁽⁴⁾		4,96	4 D	\$487.8108 (15)	1		8,02	20 I	Holdings, LLC (3)
Class A Common	Stock						S ⁽⁴⁾		6,552	2 D	\$488.8947 (16) \$489.6554 (17)	·		58 I	By CZI Holdings, LLC (3)		
Class A Common	Stock			2/22/2024			S(4)			8 D				0 I	By CZI Holdings, LLC (3)		
	Ta	ıble II - De	erivativ	e Secur	itie	es Be	enefici	ally Own	ed (<i>e</i>	<i>.g.</i> , pı	uts, call	s, warrants	, options, co	nvertible	securities)		
(Instr. 3) or Pr	Conversion Date I or Exercise		3A. Deemed Execution Date, if a	emed Code ecution (Instr. 8		Derivation Securities (A) or D (D)				Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) B O Fe	derivative (Securities I Beneficially I Owned S	10. Ownership Form of Derivative Security: Direct (D)	Beneficial
				Cod	le	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares		Reported or Ir Transaction(s) (I) (I (Instr. 4) 4)		
Class B Common Stock (18)	<u>(18)</u>	2/22/2024		С				31,493	()	<u>18)</u>	<u>(18)</u>	Class A Common Stock	31,493	\$0	295,601,589	I	By CZI Holdings, LLC (3)
Class B Common Stock (18)	(18)								C	<u>18)</u>	<u>(18)</u>	Class A Common Stock	786,832		786,832	I	By Chan Zuckerberg Initiative Foundation (1
Class B Common Stock (18).	(18)								(.	<u>18)</u>	<u>(18)</u>	Class A Common Stock	3,702,997		3,702,997	I	By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7,

Explanation of Responses:

(18)

(18)

Class B Common

Class B Common

Stock (18)

Stock (18)

- (1) 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.
- (2) 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.

<u>(18)</u>

(18)

(18)

(18)

Class A

Common

Stock

Class A

Common

34,344,500

12,000,000

2006 (20) By Chan

34,344,500

12,000,000

I

Zuckerberg

Holdings

LLC (21) By CZI

Holdings I,

LLC (22)

- (3) 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. 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.
- (4) The sales reported were effected by CZI pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$476.50 to \$477.49 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$477.63 to \$478.61 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 \$478.73 to \$479.46 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$480.1225 to \$480.70 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 \$481.25 to \$482.22 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 \$482.30 to \$483.07 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$483.37 to \$484.36 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 \$484.39 to \$485.38 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$485.40 to \$486.39 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 \$486.40 to \$487.34 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.
- (15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$487.405 to \$488.39 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 \$488.41 to \$489.40 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$489.42 to \$489.95 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.
- (18) 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.
- (19) 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.
- (20) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (21) 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.
- (22) 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.

Remarks:

The second of two Forms 4 being filed to report transactions by the reporting person that occurred on February 22, 2024. The Class A Common Stock holdings for the CZI Foundation and the 2006 Trust are reported on the first of these two forms.

Reporting Owners

Panarting 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

2/26/2024

**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.