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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

1. Name and Address of Reporting Perso	n *	2. Issuer N	lame and	Tick	er or Ti	rading	Symbol	5. Relationship of Reporting Per (Check all applicable)	rson(s) to	Issuer
Zuckerberg Mark		Meta Pl	atforms	, In	c. [Fl	B]				
(Last) (First) (Middl	e)	3. Date of	Earliest T	rans	action (1	MM/DD	D/YYYY)		_ 10% Owne	
								X Officer (give title below) COB and CEO	Other (spe	cify below)
C/O META PLATFORMS, IN WILLOW ROAD	C., 1601			10/2	28/202	21		COB and CEO		
(Street)		4. If Amen	ndment, D	ate (Original	Filed	(MM/DD/YYYY	() 6. Individual or Joint/Group Fili	ng (Check	Applicable Line)
MENLO PARK, CA 94025								X_Form filed by One Reporting Persor Form filed by More than One Report		
(City) (State) (Zip)		.	G			ъ.				
	1						-	eneficially Owned		7.31
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. C (Instr. 8)	oae	Disposed (Instr. 3,	d of (D)		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)	
Class A Common Stock	10/28/2021		s ⁽¹⁾		558	D	\$309.2479 (2)	697128	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		S ⁽¹⁾		950	D	\$310.2142 ⁽⁴⁾	696178	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		S ⁽¹⁾		350	D	\$310.9729 (5)	695828	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		S ⁽¹⁾		500	D	\$312.9880 (6)	695328	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		S ⁽¹⁾		625	D	\$313.6300 (7)	694703	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s ⁽¹⁾		1075	D	\$314.8372 ⁽⁸⁾	693628	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s ⁽¹⁾		1386	D	\$315.8917 ⁽⁹⁾	692242		By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s ⁽¹⁾		256	D	\$316.9149 (10)	691986	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s <u>(1)</u>		350	D	\$318.8115 (11)	691636	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		S ⁽¹⁾		200	D	\$319.7350 (12)	691436	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s ⁽¹⁾		350	D	\$321.7043 (13)	691086	I	By Chan Zuckerberg Initiative Foundation (3)
Class A Common Stock	10/28/2021		s ⁽¹⁾		400	D	\$322.7050 (14)	690686	1	By Chan Zuckerberg Initiative Foundation (3)
		1								By Chan

.Title of Security Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Secur Disposed (Instr. 3,	d of (D)	quired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial
		Date, if any	Code	v	Amount	(A) or				Ownership
Class A Common Stock	10/28/2021		s ⁽¹⁾		450	D	\$323.6733 (15)		I	Zuckerberg Initiative Foundation
Class A Common Stock	10/28/2021		S ⁽¹⁾		50	D	\$324.59	690186	I	By Chan Zuckerberg Initiative Foundation
Class A Common Stock	10/28/2021		С		4200	A	\$0	4200	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		260	D	\$309.0946 (18)	3940	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		620	D	\$310.1139 (19)	3320	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		180	D	\$311.3406 (20)	3140	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		350	D	\$312.9186 (21)	2790	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		370	D	\$313.5251 (22)	2420	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		500	D	\$314.8259 (23)	1920	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		750	D	\$315.8306 ⁽²⁴⁾	1170	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common Stock	10/28/2021		S ⁽¹⁷⁾		200	D	\$317.1195 (25)	970	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)

1.Title of Security (Instr. 3)		2. Tran	s. Date	Exec	Deemed ution if any	3. Trans. (Instr. 8)	Code	Dispose	urities Acquired (A) or sed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form: Direct (D)	Beneficial Ownership		
							Code	V	Amoun	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common	Stock		10/28	/2021			S ⁽¹⁷⁾		70	D	\$318.2554 (26)		900		I	The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		10/28	/2021			S ⁽¹⁷⁾		190	D	\$319.6753 (27)		710		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		10/28	/2021			S ⁽¹⁷⁾		110	D	\$321.1409 (28)	1	600		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		10/28	/2021			s ⁽¹⁷⁾		280	D	\$322.4354 (29)		320		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class A Common	Stock		10/28	/2021			S ⁽¹⁷⁾		320	D	\$323.5397 (30)		0		I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
	T	able II - De	rivative S	Securi	ties l	Benefic	cially Ov	ned	(<i>e.g.</i> , p	outs, ca	lls, warrant	s, options, co	nvertible	securities)		
1. Title of Derivate Security (Instr. 3)	2.	3. Trans. Date	3A. Deemed Execution Date, if any	A. 4. Tra Deemed Code Execution (Instr		5. Nur Derive Secur Acqui Dispo	mber of ative	Expiration 1 A) or f (D)		Date Exercisable and 7. Title an Securities Derivative (Instr. 3 an		Amount of Inderlying Security (Instr. 5)		9. Number of	Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	le V	/ (A)	(D)	Dat Exe	te ercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock (31)	(31)	10/28/2021		С			4200		(31)	(31)	Class A Common Stock	4200	\$0	4432467	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (16)
Class B Common Stock (31)	(31)								(31)	(31)	Class A Common Stock	345156557		345156557	I	By CZI Holdings, LLC (32)
Class B Common Stock (31)	(31)								(31)	(31)	Class A Common Stock	1908602		1908602	I	By Chan Zuckerberg Initiative Foundation

Explanation of Responses:

- (1) 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.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$308.64 to \$309.60 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 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 \$309.75 to \$310.74 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 \$310.84 to \$311.33 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 \$312.28 to \$313.23 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$313.40 to \$314.39 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$314.40 to \$315.21 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 \$315.42 to \$316.30 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 \$316.79 to \$317.18 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$318.36 to \$319.24 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 \$319.58 to \$319.99 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$321.10 to \$322.06 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 \$322.29 to \$323.06 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 \$323.46 to \$323.89 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.
- (16) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (17) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$308.52 to \$309.41 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$309.60 to \$310.50 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 \$310.98 to \$311.89 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$312.25 to \$313.23 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$313.30 to \$313.76 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 \$314.36 to \$315.32 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 \$315.44 to \$316.35 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 \$316.64 to \$317.60 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 \$318.00 to \$318.875 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 \$319.03 to \$319.99 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$320.74 to \$321.36 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$321.98 to \$322.94 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.
- (30) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$323.07 to \$323.98 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.
- (31) 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.
- (32) Shares held of record by CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the 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.

Remarks:

The second of two Forms 4 being filed to report transactions by the reporting person occurring on October 28, 2021. The Class A Common Stock holdings for CZI Holdings, LLC are reported on the first of these two forms.

Reporting Owners

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

Signatures

/s/ Michael Johnson, 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.