

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 Person * | | | | 2. Issuer N | Name and | Ticl | ker or T | rading | g Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|----------|--------|----------------|---------------------------|-------------------|-------|--|---------|---|---|---------------------------|-------------------------------|
| Zuckerberg Mark | ζ. | | | Faceboo | ok Inc [| FB |] | | | | | |
| (Last) | (First) | (Middl | e) | 3. Date of | Earliest 7 | Γrans | action | MM/DI | D/YYYY) | | 10% Owr | |
| | | | | | | 0.70 | 0/202 | | | _X_ Officer (give title below) COB and CEO | _ Other (sp | ecity below) |
| C/O FACEBOOK | K, INC., | 1601 Y | WILLOW | V | | 9/2 | 28/202 | 1 | | COD and CEO | | |
| ROAD | (C) | | | | | | | | | | | |
| | (Street) | | | 4. If Ame | ndment, E | ate (| Origina | l Filed | (MM/DD/YYY | (Y) 6. Individual or Joint/Group Fil | ing (Check | Applicable Line) |
| MENLO PARK, (| CA 940 | 25 | | | | | | | | X Form filed by One Reporting Perso | n | |
| (City) | (State) | (Zip) | | | | | | | | Form filed by More than One Repor | | |
| | | | | • | | | | | | | | |
| | | Ta | able I - Non- | -Derivative | Securiti | es A | cquired | l, Disp | osed of, or l | Beneficially Owned | | |
| 1. Title of Security | | | 2. Trans. Date | | 3. Trans. C | ode | | | quired (A) or | 5. Amount of Securities Beneficially Owned | | 7. Nature of |
| (Instr. 3) | | | | Execution Date, if any | (Instr. 8) | | Disposed of (D) (Instr. 3, 4 and 5) | | | Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: | Beneficial |
| | | | | | | | | | | | Direct (D) or Indirect | Ownership (Instr. 4) |
| | | | | | C- 1- | * 7 | A | (A) or | D. i | | (I) (Instr. | (|
| | | | | | Code | V | Amount | (D) | Price | | 4) | By CZI |
| Class A Common Stock | | | 9/28/2021 | | C | | 56000 | A | \$0 | 56000 | I | Holdings, |
| | | | | | | | | | | | | LLC (1) |
| Class A Common Stock | | | 9/28/2021 | | S(2) | | 6510 | D | \$339.7905 (3) | 49490 | I | By CZI Holdings, |
| | | | | | | | | | *************************************** | | | LLC (1) |
| Class A Common Stock | | | 9/28/2021 | | S(2) | | 15753 | D | \$340.6667 (4) | 33737 | I | By CZI Holdings, |
| Class A Common Stock | | | 9/20/2021 | | Star | | 13/33 | D | \$340.6667 | 33737 | 1 | LLC (1) |
| | | | | | (0) | | | | (5) | | _ | By CZI |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 10370 | D | \$341.6403 (5) | 23367 | I | Holdings, LLC (1) |
| | | | | | | | | | | | | By CZI |
| Class A Common Stock | | | 9/28/2021 | | $S^{(2)}$ | | 10573 | D | \$342.6253 <u>(6)</u> | 12794 | I | Holdings, LLC (1) |
| | | | | | | | | | | | | By CZI |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 4300 | D | \$343.4768 (7) | 8494 | I | Holdings, |
| | | | | | | | | | | | | LLC (1) By CZI |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 3600 | D | \$344.5000 (8) | 4894 | I | Holdings, |
| | | | | | | | | | | | | LLC (1) |
| Class A Common Stock | | | 9/28/2021 | | S(2) | | 1494 | D | \$345.5692 (9) | 3400 | I | By CZI Holdings, |
| Olass II Collins a Stock | | | 2/20/2021 | | 3 | | 1.5. | | \$343.3072 | 2.00 | - | LLC (1) |
| Class A. Cassassas Starts | | | 0/20/2021 | | -(2) | | 000 | | (10) | 2(00 | | By CZI Holdings, |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 800 | D | \$346.4007 (10) | 2600 | I | LLC (1) |
| | | | | | | | | | | | | By CZI |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 1400 | D | \$347.8528 (11) | 1200 | I | Holdings, LLC (1) |
| | | | | | | | | | | | | By CZI |
| Class A Common Stock | | | 9/28/2021 | | S ⁽²⁾ | | 1200 | D | \$348.8392 (12) | 0 | I | Holdings, LLC (1) |
| | | | | | | | | | | | | By Chan |
| Class A Common Stock | | | 9/28/2021 | | S(13) | | 2550 | D | \$339.9012 (14) | 953296 | I | Zuckerberg |
| Chass II Common Stock | | | J/20/2021 | | 5 | | 2330 | | 3337.7012 | 730270 | • | Initiative Foundation (15) |
| | | | | | | | | | | | | By Chan |
| Class A Common Stock | | | 9/28/2021 | | s(13) | | 3900 | D | \$340.8253 (16) | 949396 | I | Zuckerberg Initiative |
| | | | | | | | | | | | | Foundation (15) |
| | | | | | | | | | | | | By Chan |
| Class A Common Stock | | | 9/28/2021 | | S ⁽¹³⁾ | | 2600 | D | \$341.8612 (17) | 946796 | I | Zuckerberg Initiative |
| | | | | | | | | | | | | Foundation (15) |
| | | | | | | | | | 1 | | | By Chan |

| 1. 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) | 6. Ownership Form: | |
|-----------------------------------|----------------|---|------------------------------|---|------------------------------------|-----------------|----------------------------|--|--|---|
| | | Date, if any | 0.1 | | | (A) or | | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. | Beneficial Ownership (Instr. 4) |
| Class A Common Stock | 9/28/2021 | | S(13) | V | 2950 | (D) D | Price \$342.8529 (18) | 943846 | 4) I | Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | S ⁽¹³⁾ | | 1200 | D | \$344.1579 (19) | 942646 | I | By Chan Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | S ⁽¹³⁾ | | 550 | D | \$345.3409 (20) | 942096 | I | By Chan Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | S ⁽¹³⁾ | | 450 | D | \$346.2811 (21) | 941646 | I | By Chan Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | S ⁽¹³⁾ | | 550 | D | \$347.7738 ⁽²²⁾ | 941096 | I | By Chan Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | S ⁽¹³⁾ | | 250 | D | \$349.1300 (23) | 940846 | I | By Chan Zuckerberg Initiative Foundation |
| Class A Common Stock | 9/28/2021 | | С | | 6300 | A | \$0 | 6300 | I | By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S (25) | | 1002 | D | \$339.8790 (26) | 5298 | I | By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S ⁽²⁵⁾ | | 1728 | D | \$340.9012 (27) | 3570 | I | By Mark Zuckerberg, Trustee Of 1 Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S ⁽²⁵⁾ | | 1170 | D | \$341.8979 (28) | 2400 | I | By Mark Zuckerberg Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S ⁽²⁵⁾ | | 1100 | D | \$342.8338 (29) | 1300 | I | By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S ⁽²⁵⁾ | | 520 | D | \$344.2126 (30) | 780 | I | By Mark Zuckerberg Trustee Of T Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | 9/28/2021 | | S ⁽²⁵⁾ | | 90 | D | \$344.9100 (31) | 690 | I | By Mark Zuckerberg Trustee Of Mark Zuckerberg Trust Dated July 7, 2006 (24) |

| 1. Title of Security (Instr. 3) Class A Common Stock | | | 2. Trans. | s. Date | 2A. Dee Execution Date, if | tion | 3. Trans. C (Instr. 8) | ode | de 4. Securition Disposed of (Instr. 3, 4 | | uired (A) or | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership | |
|--|-------|--------------|---|----------------------------|----------------------------------|-------------------|---------------------------|----------|---|----------------------------|---|---|---|--|----------------------------------|--|
| | | | | | | | Code | v | Amount | (A) or (D) | Price | | | | | |
| | | | 9/28/2 | 021 | | | S ⁽²⁵⁾ | | 260 | | \$346.0000 (32) | 430 | | | | |
| Class A Common | Stock | | 9/28/2 | 021 | | | S ⁽²⁵⁾ | | 310 | D | \$347.6868 ⁽³³⁾ | | 120 | | I | By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class A Common Stock | | | 9/28/2 | .021 | | S ⁽²⁵⁾ | | 120 | D | \$348.8563 ⁽³⁴⁾ | 0 | | I | By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (24) | | |
| | Ta | able II - De | erivative S | ecuri | ties I | Benefi | cially Ow | ned | (<i>e.g.</i> , p | uts, ca | lls, warran | ts, options, co | onvertible | securities) | | |
| 1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Trans. Date The price of Derivative Security | | | 3A. Deemed Execution Date, if any | 4. Tran Code (Instr. | Deriv Secur (A) or (D) | | | | 6. Date Exercisable ar Expiration Date | | 7. Title and Securities U Derivative S (Instr. 3 and | Inderlying Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following | Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | e V | (A) | (D) | Da Ex | | Expirati Date | on Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | |
| Class B Common Stock (35) | (35) | 9/28/2021 | | С | | | 56000 | | <u>(35)</u> | (35) | Class A Common Stock | 56000 | \$0 | 346229686 | I | By CZI Holdings, LLC (1) |
| Class B Common Stock (35) | (35) | 9/28/2021 | | С | | | 6300 | | (35) | (35) | Class A Common Stock | 6300 | \$0 | 4549136 | I | By Mark Zuckerberg, Trustee Of Th Mark Zuckerberg Trust Dated July 7, 2006 (24) |
| Class B Common Stock (35) | (35) | | | | | | | | (35) | (35) | Class A Common Stock | 1908602 | | 1908602 | I | By Chan Zuckerberg Initiative Foundation (1) |

Explanation of Responses:

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.

- The sales reported were effected by CZI 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 \$339.11 to \$340.10 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.12 to \$341.11 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.12 to \$342.10 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.12 to \$343.11 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.12 to \$344.10 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.12 to \$345.06 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.

- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.14 to \$346.09 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.
- (10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.14 to \$346.66 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 \$347.36 to \$348.33 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$348.36 to \$349.25 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 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.32 to \$340.31 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.
- (15) 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.33 to \$341.30 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.38 to \$342.29 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 \$342.41 to \$343.36 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.56 to \$344.50 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 \$345.00 to \$345.95 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.
- (21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.00 to \$346.68 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.
- (22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$347.44 to \$348.36 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.
- (23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$349.07 to \$349.25 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) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (25) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to its Rule 10b5-1 trading plan.
- (26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.35 to \$340.29 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 \$340.36 to \$341.35 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.
- (28) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.36 to \$342.32 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.
- (29) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.42 to \$343.28 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 \$343.58 to \$344.49 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.
- (31) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.60 to \$345.02 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.
- (32) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.74 to \$346.47 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.
- (33) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$347.44 to \$348.14 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.
- (34) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$348.655 to \$349.15 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.
- (35) 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.

Reporting Owners

| Paparting 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

**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.