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 Reporting Person	1 *	2. Issuer Na	ame and T	icke	r or Tra	ding S	lymbol	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 H	Earliest Tra	nsac	ction (M	M/DD/Y	YYYY)		10% Owner	C-1-1	
C/O META PLATFORMS, INC META WAY	C., 1			2/7/	/2024			_X_ Officer (give title below) COB and CEO	Other (speci	ry below)
(Street)		4. If Amend	lment, Dat	e Or	iginal F	iled (N	MM/DD/YYYY	6. Individual or Joint/Group Filin	g (Check A	oplicable Line
MENLO PARK, CA 94025		_						X Form filed by One Reporting Person Form filed by More than One Reportin	g Person	
(City) (State) (Zip)								roun med by more main one reporting	5101011	
Та	ble I - Non-l	Derivative S	Securities	Aca	uired.]	Dispos	sed of, or Bo	eneficially Owned		
1.Title of Security (Instr. 3)	2. Trans. Date		3. Trans. Code (Instr. 8)		4. Securities Acq Disposed of (D) (Instr. 3, 4 and 5)		quired (A) or	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	2/7/2024		s ⁽¹⁾		100	D	\$458.945 ⁽²⁾	348,966	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S (1)		100	D	\$462.14 ⁽⁴⁾	348,866	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S ⁽¹⁾		50	D	\$462.95	348,816	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S ⁽¹⁾		90	D	\$465.9311 ⁽⁵⁾	348,726	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S ⁽¹⁾		200	D	\$466.8788 (6)	348,526	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S ⁽¹⁾		1,110	D	\$468.0195 ⁽⁷⁾	347,416	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S ⁽¹⁾		1,055	D	\$469.0572 ^(<u>8</u>)	346,361	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		S(1)		200	D	\$470.2638 (2)	346,161	I	By Chan Zuckerberg Initiative Advocacy (3
Class A Common Stock	2/7/2024		С		31,493	A	\$0	31,493	I	By CZI Holdings, LLC (10)
Class A Common Stock	2/7/2024		s (11)		200	D	\$456.82 (12)	31,293	I	By CZI Holdings, LLC (10)

1. Title of Security (Instr. 3)			2. Tran		2A. Deeme Execution Date, if an	ution	3. Trans. C (Instr. 8)	Dispo		Securities Acquired (A) or sposed of (D) str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownersh Form: Direct (D		
						Code	V	Amoun	(A) or (D)	Price				(I) (Instr. 4)	t (Instr. 4)		
Class A Common	Stock			2/7/2	2024			S ⁽¹¹⁾		392		\$457.9873 (13)			30,90		Holdings, LLC (10)
Class A Common	Stock			2/7/2	2024			S(11)		200	D	\$458.9788 (14)			30,70)1 I	By CZI Holdings, LLC (10)
Class A Common Stock 2/7/202-		2024			S ⁽¹¹⁾		400	D	\$461.0663 (<u>15</u>)	30,301)1 I	By CZI Holdings, LLC (10)				
Class A Common	Stock			2/7/2	2024			S ⁽¹¹⁾		800	D	\$462.6206 (16)			29,50	01 I	By CZI Holdings, LLC (10)
Class A Common Stock			2/7/2024				S ⁽¹¹⁾		599	D	\$463.5047 (17)		28,902)2 I	By CZI Holdings, LLC (10)	
Class A Common	Class A Common Stock 2/7/2		2/7/2024			S ⁽¹¹⁾		444	D	\$465.0095 (18)			28,45	58 1	By CZI Holdings, LLC (10)		
Class A Common	nmon Stock 2/7/2024			2024			S ⁽¹¹⁾		900	D	\$466.3206 (19)		27,558			By CZI Holdings, LLC (10) By CZI	
Class A Common	Stock			2/7/2024				S ⁽¹¹⁾	S(11) 5,578 D \$465		\$467.4007 (20)	21,980			30 I	Holdings, LLC (10) By CZI	
Class A Common	Stock							S ⁽¹¹⁾		11,544	D	\$468.2874 (21)	10,436		36 I	Holdings, LLC (10) By CZI	
Class A Common	Stock			2/7/2024				S ⁽¹¹⁾		7,896	D	\$469.1958 ⁽²²⁾		2,540		10 I	Holdings, LLC (10) By CZI
Class A Common	Stock			2/7/2024		S ⁽¹¹⁾		S ⁽¹¹⁾		2,440	D	\$470.1286 (23)			10	00 I	Holdings, LLC (10)
Class A Common Stock		2/7/2	2024			S ⁽¹¹⁾		100	D	\$471.37				0 I	By CZI Holdings, LLC (10)		
	Ta	ble II - De	erivat	ive Se	ecuritio	es B	enefici	ally Own	ed (<i>e</i>	. <i>g</i> ., pu	ts, call	s, warrants	, options, co	nvertible	securities)		
1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Trans. Date Date	Date	3A. Deeme Execut Date, i	ition (Instr. 8)		Derivativ Securities		ve and Expirates Acquired bisposed of				Securities Und Derivative Sec	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of 9. Number of Derivative derivative Security (Instr. 5) Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D)	Beneficial	
					Code	V	(A)	(D)	Date Exerc	isable E	xpiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	4)	
Class B Common Stock (24)	<u>(24)</u>	2/7/2024			C			31,493	<u>(2</u>	<u>4)</u>	<u>(24)</u>	Class A Common Stock	31,493	\$0	296,554,519	I	By CZI Holdings, LLC (10)
Class B Common Stock (24).	<u>(24)</u>								<u>(2</u>	<u>4)</u>	<u>(24)</u>	Class A Common Stock	1,222,636		1,222,636	I	By Chan Zuckerberg Initiative Foundation
Class B Common Stock ⁽²⁴⁾	(24)								<u>(2</u>	<u>4)</u>	<u>(24)</u>	Class A Common Stock	3,877,466		3,877,466	I	By Mark Zuckerberg, Trustee Of T Mark Zuckerberg Irust Dated July 7, 2006 ⁽²⁶⁾
Class B Common Stock (24)	(24)								<u>(2</u>	4)	<u>(24)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (27)
Class B Common Stock (24)	<u>(24)</u>								(2	<u>4)</u>	<u>(24)</u>	Class A Common Stock	12,000,000		12,000,000	I	By CZI Holdings I, LLC (28)

Explanation of Responses:

- (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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$458.69 to \$459.20 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 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.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$461.81 to \$462.47 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.52 to \$466.26 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.57 to \$467.27 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$467.605 to \$468.575 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 \$468.63 to \$469.60 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.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$470.13 to \$470.43 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.
- (10) 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.
- (11) The sales reported were effected by CZI pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$456.44 to \$457.20 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 \$457.50 to \$458.22 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.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$458.92 to \$459.0375 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 \$460.635 to \$461.44 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 \$462.145 to \$462.865 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 \$463.18 to \$463.845 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.
- (18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$464.73 to \$465.50 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.
- (19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$465.75 to \$466.51 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.
- (20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$466.775 to \$467.77 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 \$467.78 to \$468.77 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 \$468.79 to \$469.775 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 \$469.81 to \$470.79 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 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.
- (25) 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.
- (26) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.
- (27) 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.
- (28) 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 7, 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

Reporting 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

**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.