### 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 *	2. Issuer N	ame and	Ticke	er or Tra	ading	Symbol	<ol><li>Relationship of Reporting Pe (Check all applicable)</li></ol>	rson(s) to	Issuer		
Zuckerberg Mar	Meta Pla	atforms	, In	c. [ M	ЕТА	1	Check an applicable)						
(Last)	(First)	(Middle)	3. Date of		-					_ 10% Owne			
, ,				0 (0.00	•		_X_ Officer (give title below) COB and CEO	X_ Officer (give title below) Other (specify below)					
C/O META PLA Meta way	TFORMS	, INC., 1		-	11/2	2/202	3						
META WAY	(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual or Joint/Group Filing (Check Applicable										
MENI O DA DIZ	CA 04025			,		8							
MENLO PARK,							X _ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)											
		Table I - Non	-Derivative	Securities	s Acc	quired,	Dispo	sed of, or B	Seneficially 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		11/22/2023		S <sup>(1)</sup>		1,301	D	\$339.8021 (2)	329,070	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock		11/22/2023		<b>s</b> (1)		6,440	D	\$340.9462 (4)	322,630	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock		11/22/2023		S <sup>(1)</sup>		9,487	D	\$341.6793 <sup>(5)</sup>	313,143	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock		11/22/2023		S <sup>(1)</sup>		701	D	\$342.5168 <sup>(6)</sup>	312,442	I	By Chan Zuckerberg Initiative Foundation		
Class A Common Stock		11/22/2023		c		7,175	A	\$0	7,175	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7)		
Class A Common Stock		11/22/2023		S <sup>(8)</sup>		500	D	\$339.5985 (9)	6,675	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7)		
Class A Common Stock		11/22/2023		S(§)		2,345	D	\$340.9235 (10)	4,330	1	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(7)</sup>		
			1								July 7, 2006 (7) By Mar		

			Table I	- Non-I	Periv	ative	Securities	s Acc	quired	, Dispo	sed of, or B	eneficially O	wned			
1. Title of Security (Instr. 3)		2. Tra			eemed tion if any	3. Trans. Code (Instr. 8)		de 4. Securities Acqui Disposed of (D) (Instr. 3, 4 and 5)				Amount of Securities Beneficially Owned llowing Reported Transaction(s) str. 3 and 4)		Ownership Form:	Beneficial Ownership	
Class A Common	Stock		11/2	2/2023			Code S(8)	V	3,622	t (Ď)	Price \$341.6404 (11)			708	(a) (1150) (b)	Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7).
Class A Common	Stock		11/2	2/2023			S(§)		708	D	\$342.349 (12)			0	1	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7).
Class A Common	Stock		11/2	2/2023			<b>S</b> (13)		471	D	\$340.2446 (1 <u>4)</u>			508,354	I	By Chan Zuckerberg Initiative Advocacy (15)
Class A Common Stock			11/2	./22/2023			S(13)		1,745	D	\$341.3168 (1 <u>6</u> )	506,609		I	By Chan Zuckerberg Initiative Advocacy (15)	
Class A Common Stock			11/2	2/2023			S <sup>(13)</sup>		689	D	\$342.0184 ( <u>17)</u>		505,920		I	By Chan Zuckerberg Initiative Advocacy (15)
	Ta	ıble II - De	rivative S	Securiti	es B	enefic	ially Own	ed (	<i>e.g.</i> , pı	ıts, cal	ls, warrants	s, options, con	vertible s	securities)		
		3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8	Derivati Securitie (A) or D (D)			and	6. Date Exercisable and Expiration Date		7. Title and A Securities Un Derivative Se (Instr. 3 and 4	derlying ecurity		5) Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exe	rcisable	Expiratio Date	n Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Class B Common Stock (18)	(18)	11/22/2023		C			7,175		<u>(18)</u>	<u>(18)</u>	Class A Common Stock	7,175	\$0	4,277,397	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (7)
Class B Common Stock (18)	<u>(18)</u>								<u>(18)</u>	<u>(18)</u>	Class A Common Stock	308,680,491		308,680,491	I	By CZI Holdings, LLC (19)
Class B Common Stock (18)	<u>(18)</u>								<u>(18)</u>	<u>(18)</u>	Class A Common Stock	1,908,602		1,908,602	I	By Chan Zuckerberg Initiative Foundation (3)
Class B Common Stock (18)	<u>(18)</u>								<u>(18)</u>	<u>(18)</u>	Class A Common Stock	34,344,500		34,344,500	I	By Chan Zuckerberg Holdings LLC (20)

#### **Explanation of Responses:**

- (1) The sales reported were effected by the Chan Zuckerberg Initiative Foundation ("CZI Foundation") 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 \$339.29 to \$340.21 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.
- (3) Shares held of record by the 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 \$340.30 to \$341.27 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.30 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.

- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.30 to \$342.90 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) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").
- (8) The sales reported were effected by Mark Zuckerberg, Trustee of the 2006 Trust pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.26 to \$340.12 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 \$340.26 to \$341.22 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.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.27 to \$342.20 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.27 to \$342.54 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 Chan Zuckerberg Initiative Advocacy ("CZI Advocacy") pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on July 31, 2023.
- (14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.66 to \$340.50 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.
- (15) 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.
- (16) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.73 to \$341.66 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.
- (17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.755 to \$342.57 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 CZI Holdings, LLC ("CZI"). Mark Zuckerberg, Trustee of the 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.
- (20) 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.

#### Reporting Owners

reporting o miers								
Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zuckerberg Mark								
C/O META PLATFORMS, INC.	X	X	COB and CEO					
1 META WAY	71	21						
MENLO PARK, CA 94025								

#### **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.