

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL
OMB Number: 3235-0101
Expires: February 28, 2014
Estimated average burden hours per response 1.00

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.			
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO.
						AREA CODE NUMBER
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD			(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET		CITY STATE ZIP CODE

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to 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.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as hereby represents by signing this notice that he does not know any material adverse information in regard to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities to which this notice relates are to be sold

the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 145-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 145-1

(S)

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class B Common Stock	05/17/2012	Option Exercise Convert B to A	FACEBOOK, INC.	36,000	05/17/2012	Cash from option exercise

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
** SEE ATTACHED**	FACEBOOK, INC.			

REMARKS:

INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as hereby represents by signing this notice that he does not know any material adverse information in regard to the person for whose account the securities are to be sold but also as to all other persons includ the current and prospective operations of the Issuer of the securities to be sold which has not been publicly in that definition. In addition, information shall be given as to sales by all persons whose sales are disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person fi 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the this notice.

12/03/2020

(S) MARK ZUCKERBERG AUTHORIZED SIGNATORY

(SIGNATURE)

DATE OF NOTICE 08/04/2020

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

Affiliate Transactions

Chan Zuckerberg Foundation, Mark Zuckerberg TTEE

12/03/2020	14,000	\$3,975,545
12/02/2020	14,000	\$4,009,877
12/01/2020	14,000	\$4,002,665
11/30/2020	14,000	\$3,844,281
11/27/2020	14,000	\$3,878,492
11/25/2020	14,000	\$3,853,289
11/24/2020	14,000	\$3,838,756
11/23/2020	11,000	\$2,943,699
11/20/2020	11,000	\$2,983,789
11/19/2020	11,000	\$2,992,061
11/18/2020	13,653	\$3,752,543
11/17/2020	14,000	\$3,855,821
11/16/2020	14,000	\$3,875,078
11/13/2020	14,000	\$3,857,650
11/12/2020	14,000	\$3,881,916
11/11/2020	14,000	\$3,862,185
11/10/2020	11,000	\$2,968,428
11/09/2020	14,000	\$4,015,695

CZI Holdings LLC, Mark Zuckerberg Authorized Signatory

12/03/2020	36,000	\$10,221,506
12/02/2020	36,000	\$10,313,861
12/01/2020	36,000	\$10,294,632

11/30/2020	36,000	\$9,883,825
11/27/2020	36,000	\$9,974,232
11/25/2020	36,000	\$9,908,435
11/24/2020	36,000	\$9,870,490
11/23/2020	29,000	\$7,760,254
11/20/2020	29,000	\$7,865,629
11/19/2020	29,000	\$7,887,269
11/18/2020	35,200	\$9,673,786
11/17/2020	36,000	\$9,913,238
11/16/2020	36,000	\$9,965,386
11/13/2020	36,000	\$9,920,390
11/12/2020	36,000	\$9,980,446
11/11/2020	36,000	\$9,931,865
11/10/2020	29,000	\$7,827,394
11/09/2020	36,000	\$10,328,327

Chan Zuckerberg Advocacy, Mark Zuckerberg Authorized Person

12/03/2020	5,100	\$1,488,420
12/02/2020	6,000	\$1,718,612
12/01/2020	6,000	\$1,715,142
11/30/2020	6,000	\$1,647,104
11/27/2020	6,000	\$1,662,287
11/25/2020	6,000	\$1,651,396
11/24/2020	6,000	\$1,644,019
11/23/2020	5,000	\$1,338,193
11/20/2020	5,000	\$1,356,328
11/19/2020	5,000	\$1,359,745
11/18/2020	5,900	\$1,621,355
11/17/2020	6,000	\$1,652,238

11/16/2020	6,000	\$1,660,404
11/13/2020	6,000	\$1,653,184
11/12/2020	6,000	\$1,663,763
11/11/2020	6,000	\$1,654,664
11/10/2020	5,000	\$1,349,133
11/09/2020	6,000	\$1,720,020

2014 GRAT # 3, Mark Zuckerberg TTEE

12/03/2020	6,250	\$1,774,810
12/02/2020	6,250	\$1,790,190
12/01/2020	6,250	\$1,786,619
11/30 /2020	6,250	\$1,716,420
11/27/2020	6,250	\$1,731,703
11/25/2020	6,250	\$1,720,390
11/24/2020	6,250	\$1,713,695
11/23/2020	4,750	\$1,271,154
11/20/2020	4,750	\$1,288,465
11/19/2020	4,750	\$1,291,790
11/18/2020	6,030	\$1,657,289
11/17/2020	6,250	\$1,721,571
11/16/2020	6,250	\$1,729,984
11/13/2020	6,250	\$1,722,278
11/12/2020	6,250	\$1,733,037
11/11/2020	6,250	\$1,724,283
11/10/2020	4,750	\$1,281,912
11/09/2020	6,250	\$1,792,504