

**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

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.		WORK LOCATION	
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 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 required by paragraph (e) of Rule 144 to be 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

hereby represents by signing this notice that he does not know any material adverse information in regard to 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 10b5-1 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.

(S)



(SIGNATURE)

DATE OF NOTICE

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)

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.	54,301	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. instruction given, that person makes such representation as of the plan adoption or instruction date.

05/28/2021

(S) MARK ZUCKERBERG AUTHORIZED SIGNATORY

(SIGNATURE)

DATE OF NOTICE 02/01/2021

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

05/28/2021	14,500	\$4,793,537
05/27/2021	15,000	\$4,960,979
05/26/2021	7,500	\$2,455,701
05/25/2021	7,500	\$2,455,984
05/24/2021	7,500	\$2,429,657
05/21/2021	7,500	\$2,383,289
05/20/2021	7,500	\$2,380,704
05/19/2021	7,500	\$2,322,763
05/18/2021	7,500	\$2,353,757
05/17/2021	7,500	\$2,352,032
05/14/2021	7,500	\$2,352,198
05/13/2021	7,500	\$2,293,514
05/12/2021	7,500	\$2,264,422
05/11/2021	17,000	\$5,170,198
05/10/2021	17,000	\$5,235,991
05/07/2021	17,000	\$5,450,001
05/06/2021	17,000	\$5,386,253
05/05/2021	17,000	\$5,400,203
05/04/2021	17,000	\$5,369,368
05/03/2021	17,000	\$5,510,594
04/30/2021	17,000	\$5,548,805
04/29/2021	17,000	\$5,552,110
04/28/2021	17,000	\$5,230,497
04/27/2021	17,000	\$5,166,356

04/26/2021	17,000	\$5,154,820
04/23/2021	17,000	\$5,100,588
04/22/2021	16,040	\$4,816,803
04/21/2021	17,000	\$5,094,926
04/20/2021	17,000	\$5,115,470
04/19/2021	17,000	\$5,153,897
04/16/2021	17,000	\$5,199,505
04/15/2021	17,000	\$5,230,272
04/14/2021	17,000	\$5,175,551
04/13/2021	17,000	\$5,305,291
04/12/2021	17,000	\$5,276,348
04/09/2021	17,000	\$5,309,095
04/08/2021	17,000	\$5,308,334
04/07/2021	17,000	\$5,281,733
04/06/2021	17,000	\$5,228,421
04/05/2021	17,000	\$5,222,877
04/01/2021	14,726	\$4,404,100
03/31/2021	14,000	\$4,117,353
03/30/2021	14,000	\$4,052,694
03/29/2021	14,000	\$4,045,269
03/26/2021	14,000	\$3,937,138
03/25/2021	14,000	\$3,943,519
03/24/2021	14,000	\$4,020,420
03/23/2021	14,000	\$4,118,795
03/22/2021	14,000	\$4,126,938
03/19/2021	14,000	\$4,034,749
03/18/2021	14,000	\$3,946,679
03/17/2021	14,000	\$3,926,457
03/16/2021	14,000	\$3,915,662

03/15/2021	11,246	\$3,066,950
03/12/2021	11,000	\$2,933,652
03/11/2021	12,895	\$3,540,004
03/10/2021	11,000	\$2,920,257
03/09/2021	11,000	\$2,916,010
03/08/2021	11,000	\$2,869,837
03/05/2021	11,000	\$2,861,781
03/04/2021	11,000	\$2,852,112
03/03/2021	11,000	\$2,833,477
03/02/2021	11,000	\$2,901,501
03/01/2021	11,000	\$2,879,333

CZI Holdings LLC, Mark Zuckerberg Authorized Signatory

05/28/2021	54,301	\$17,948,999
05/27/2021	56,000	\$18,504,500
05/26/2021	41,000	\$13,424,984
05/25/2021	41,000	\$13,427,825
05/24/2021	41,000	\$13,285,256
05/21/2021	41,000	\$13,027,615
05/20/2021	41,000	\$13,014,230
05/19/2021	41,000	\$12,702,184
05/18/2021	41,000	\$12,865,874
05/17/2021	41,000	\$12,859,518
05/14/2021	41,000	\$12,863,556
05/13/2021	41,000	\$12,537,430
05/12/2021	41,000	\$12,377,464
05/11/2021	43,000	\$13,077,196
05/10/2021	43,000	\$13,244,511
05/07/2021	43,000	\$13,785,219

05/06/2021	43,000	\$13,625,398
05/05/2021	43,000	\$13,657,844
05/04/2021	43,000	\$13,582,391
05/03/2021	43,000	\$13,937,400
04/30/2021	43,000	\$14,034,515
04/29/2021	43,000	\$14,046,480
04/28/2021	43,000	\$13,230,665
04/27/2021	43,000	\$13,066,772
04/26/2021	43,000	\$13,037,637
04/23/2021	43,000	\$12,900,988
04/22/2021	40,694	\$12,217,189
04/21/2021	43,000	\$12,887,742
04/20/2021	43,000	\$12,937,905
04/19/2021	43,000	\$13,036,210
04/16/2021	43,000	\$13,150,635
04/15/2021	43,000	\$13,231,881
04/14/2021	43,000	\$13,088,800
04/13/2021	43,000	\$13,418,719
04/12/2021	43,000	\$13,345,426
04/09/2021	43,000	\$13,430,332
04/08/2021	43,000	\$13,426,070
04/07/2021	43,000	\$13,362,464
04/06/2021	43,000	\$13,223,155
04/05/2021	43,000	\$13,212,366
04/01/2021	37,615	\$11,250,342
03/31/2021	36,000	\$10,585,379
03/30/2021	36,000	\$10,423,604
03/29/2021	36,000	\$10,403,334
03/26/2021	36,000	\$10,123,379

03/25/2021	36,000	\$10,140,464
03/24/2021	36,000	\$10,336,392
03/23/2021	36,000	\$10,590,539
03/22/2021	36,000	\$10,612,589
03/19/2021	36,000	\$10,375,434
03/18/2021	36,000	\$10,145,847
03/17/2021	36,000	\$10,094,762
03/16/2021	36,000	\$10,066,866
03/15/2021	29,653	\$8,087,011
03/12/2021	29,000	\$7,733,724
03/11/2021	33,413	\$9,171,545
03/10/2021	29,000	\$7,698,010
03/09/2021	29,000	\$7,688,192
03/08/2021	29,000	\$7,565,269
03/05/2021	29,000	\$7,548,636
03/04/2021	29,000	\$7,512,162
03/03/2021	29,000	\$7,471,627
03/02/2021	29,000	\$7,650,623
03/01/2021	29,000	\$7,590,975

MARK ZUCKERBERG TRUST, Mark Zuckerberg TTEE

05/28/2021	6,168	\$2,039,123
05/27/2021	6,300	\$2,082,107
05/26/2021	4,200	\$1,375,231
05/25/2021	4,200	\$1,375,361
05/24/2021	4,200	\$1,360,537
05/21/2021	4,200	\$1,334,723
05/20/2021	4,200	\$1,332,958
05/19/2021	4,200	\$1,300,528

05/18/2021	4,200	\$1,318,292
05/17/2021	4,200	\$1,317,114
05/14/2021	4,200	\$1,317,142
05/13/2021	4,200	\$1,284,529
05/12/2021	4,200	\$1,268,146
05/11/2021	8,000	\$2,433,017
05/10/2021	8,000	\$2,463,628
05/07/2021	8,000	\$2,564,848
05/06/2021	8,000	\$2,534,648
05/05/2021	8,000	\$2,541,354
05/04/2021	8,000	\$2,527,040
05/03/2021	8,000	\$2,593,309
04/30/2021	8,000	\$2,611,113
04/29/2021	8,000	\$2,614,049
04/28/2021	8,000	\$2,461,029
04/27/2021	8,000	\$2,431,286
04/26/2021	8,000	\$2,425,587
04/23/2021	8,000	\$2,400,552
04/22/2021	7,413	\$2,226,540
04/21/2021	8,000	\$2,397,978
04/20/2021	8,000	\$2,407,281
04/19/2021	8,000	\$2,425,413
04/16/2021	8,000	\$2,446,970
04/15/2021	8,000	\$2,461,587
04/14/2021	8,000	\$2,435,474
04/13/2021	8,000	\$2,496,519
04/12/2021	8,000	\$2,482,646
04/09/2021	8,000	\$2,498,513
04/08/2021	8,000	\$2,498,048

04/07/2021	8,000	\$2,485,405
04/06/2021	8,000	\$2,460,211
04/05/2021	8,000	\$2,457,604
04/01/2021	6,632	\$1,983,826
03/31/2021	6,250	\$1,838,028
03/30/2021	6,250	\$1,809,241
03/29/2021	6,250	\$1,806,044
03/26/2021	6,250	\$1,757,504
03/25/2021	6,250	\$1,760,783
03/24/2021	6,250	\$1,794,906
03/23/2021	6,250	\$1,838,767
03/22/2021	6,250	\$1,842,489
03/19/2021	6,250	\$1,801,454
03/18/2021	6,250	\$1,762,011
03/17/2021	6,250	\$1,753,548
03/16/2021	6,250	\$1,748,086
03/15/2021	4,859	\$1,324,943
03/12/2021	4,750	\$1,266,888
03/11/2021	5,688	\$1,561,403
03/10/2021	4,750	\$1,261,222
03/09/2021	4,750	\$1,258,905
03/08/2021	4,750	\$1,239,692
03/05/2021	4,750	\$1,236,170
03/04/2021	4,750	\$1,231,147
03/03/2021	4,750	\$1,223,996
03/02/2021	4,750	\$1,252,884
03/01/2021	4,750	\$1,243,407