|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| SEC Form 5 |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | **FORM 5** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |  |  |
|  |  |  |  |  |  | Washington, D.C. 20549 |  |  |  |  |  |  |  |  |
|  |  | Check this box if no longer subject |  |  |  | OMB APPROVAL |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  | to Section 16. Form 4 or Form 5 |  | **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL** |  |  |  |  |  |  |  |
|  |  | OMB Number: | 3235-0362 |  |  |  |  |
|  |  | obligations may continue. *See* |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | Instruction 1(b). |  |  | **OWNERSHIP** |  |  | Estimated average burden |  |  |  |
|  |  | Form 3 Holdings Reported. |  |  |  |  | hours per response: | 1.0 |  |  |  |  |
|  |  |  | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  | Form 4 Transactions Reported. |  |  |  |  |  |  |  |  |  |
|  |  |  |  | or Section 30(h) of the Investment Company Act of 1940 |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* |  | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |  |  |
|  | [Sandberg Sheryl](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001366010) |  |  | [Meta Platforms, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001326801) [ META ] | (Check all applicable) |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | X Director |  | 10% Owner |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |



(Last) (First) (Middle)

C/O META PLATFORMS, INC.

1601 WILLOW ROAD

|  |  |
| --- | --- |
| (Street) |  |
| MENLO PARK CA | 94025 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Officer (give title | Other (specify |  |
| 3. | Statement for Issuer's Fiscal Year Ended (Month/Day/Year) |  |
| below) | below) |  |
| 12/31/2022 |  |  |  |
|  |  |  |  |
| 4. | If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable |  |

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** |  | **3.** |  |  | **4. Securities Acquired (A) or Disposed** |  | **5. Amount of** | **6.** |  | **7. Nature of** |  |
|  |  |  |  | **Date** | **Execution Date,** | **Transaction** | **Of (D) (Instr. 3, 4 and 5)** |  |  |  | **Securities** | **Ownership** | **Indirect** |  |
|  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** |  |  |  |  |  |  | **Beneficially** | **Form: Direct** | **Beneficial** |  |
|  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  |  |  |  | **Owned at end of** | **(D) or** |  | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  | **Issuer's Fiscal** | **Indirect (I)** | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** | **Price** |  | **Year (Instr. 3 and** | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(D)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **4)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Sheryl |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | K. |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sandberg, |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trustee of |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sheryl K. |  |
|  | Class A Common Stock | 08/19/2022 |  |  | G(1) |  |  | 750,000 |  | D | $0 |  | 746,026 |  | I | Sandberg |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Revocable |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust UTA |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | dated |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | September |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 3, 2004(2) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Sheryl |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | K. |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sandberg, |  |
|  | Class A Common Stock | 08/19/2022 |  |  | G(1) |  |  | 750,000 |  | A | $0 |  | 750,000 |  | I | Trustee of |  |
|  |  |  |  |  |  |  |  | Sheryl K. |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sandberg |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 2022 |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(3) |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | **6. Date Exercisable and** | **7. Title and** | **8. Price of** | **9. Number of** | **10.** |  | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** |  | **Expiration Date** |  | **Amount of** | **Derivative** | **derivative** |  | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** |  | **Securities** | **Security** | **Securities** | **Form:** |  | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  |  |  | **Underlying** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  | **Derivative** |  |  |  | **Acquired** |  |  |  |  | **Derivative** |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  | **(A) or** |  |  |  |  | **Security (Instr.** |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  | **Disposed** |  |  |  |  | **3 and 4)** |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |  |  |
|  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(A)** | **(D)** | **Exercisable Date** |  | **Title** | **Shares** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. This transaction represents a transfer of shares that are beneficially owned by the reporting person and not a sale of securities.
2. Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
3. Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg 2022 Trust.

/s/ Erin Guldiken, attorney-in- 02/10/2023



fact for Sheryl Sandberg



\*\* 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 Number.**