

ZYNGA INC  
Form 4  
November 19, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shah Devang

(Last) (First) (Middle)  
699 8TH STREET  
(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ZYNGA INC [ZNGA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel, Sec. and VP

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Class A Common Stock            | 11/15/2014                           |  | M                              |   | 9,375 A \$ 0  | 152,641  | D                                 |
| Class A Common Stock            | 11/17/2014                           |  | S                              |   | 3,710 (1) D \$ 2.67   | 148,931  | D                                 |
| Class A Common Stock            | 11/15/2014                           |  | M                              |   | 3,125 A \$ 0  | 152,056  | D                                 |
| Class A Common                  | 11/17/2014                           |  | S                              |   | 1,245 (1) D \$ 2.67   | 150,811  | D                                 |

Edgar Filing: ZYNGA INC - Form 4

Stock

Class A  
Common Stock 11/15/2014 M 2,500 A \$ 0 153,311 D

Class A  
Common Stock 11/17/2014 S 1,000<sup>(1)</sup> D \$ 2.67 152,311 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 11/15/2014                           |  | M                              | 9,375   | <sup>(3)</sup> 02/15/2020                                | Class A Common Stock  | 9,375                         |                            |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 11/15/2014                           |  | M                              | 3,125   | <sup>(4)</sup> 04/14/2020                                | Class A Common Stock  | 3,125                         |                            |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 11/15/2014                           |  | M                              | 2,500   | <sup>(5)</sup> 11/15/2020                                | Class A Common Stock  | 2,500                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Shah Devang<br>699 8TH STREET<br>SAN FRANCISCO, CA 94103 |               |           | General Counsel, Sec. and VP |       |

## Signatures

/s/ Devang Shah

11/19/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Represents the number of shares required to be sold to cover the statutory tax withholding obligations in connection with the vesting of the restricted stock units (the "RSUs") listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
- (2) Each restricted stock unit represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon vest.
- (3) Vested as follows: 25% of the total shares underlying the restricted stock unit vested on November 15, 2013. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (4) Vested as follows: 25% of the total shares underlying the restricted stock unit vested on February 15, 2014. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (5) Vested as follows: 25% of the total shares underlying the restricted stock unit vested on August 15, 2014. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.