**ZYNGA INC** Form 4 December 21, 2011

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PINCUS MARK J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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(Middle)

ZYNGA INC [ZNGA]

(Check all applicable)

(First) C/O ZYNGA INC., 699 EIGHTH

(Street)

(Month/Day/Year) 12/21/2011

X Director X 10% Owner X\_ Officer (give title Other (specify below)

STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

CEO, Chief Product Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Dispo	or osed of (D) and 3, 4, and				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u> <u>(2)</u>	12/21/2011		J <u>(3)</u>		350,000	(1)(2)	<u>(4)</u>	Class A Common Stock	350,000
Class B Common Stock	<u>(1)</u> <u>(2)</u>						(1)(2)	<u>(4)</u>	Class A Common Stock	2,767,300
Class B Common Stock	<u>(1)</u> <u>(2)</u>						(1)(2)	<u>(4)</u>	Class A Common Stock	27,765,634
Class B Common Stock	<u>(1)</u> <u>(2)</u>						(1)(2)	<u>(4)</u>	Class A Common Stock	53,652,912

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
PINCUS MARK J C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	X	X	CEO, Chief Product Officer				

### **Signatures**

Reporting Person

/s/ Mark J.
Pincus

\*\*Signature of 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).
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock.
- In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of Mr. Pincus, shares of Class B Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or disability so long as exclusive voting control of his shares of Class B Common Stock is being exercised by a group of voting trustees previously approved by the Issuer's board of directors.

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- (3) These 350,000 shares are held directly by Digital Sky Technologies Limited. Mr. Pincus' voting power over these shares terminated upon the closing of the Issuer's initial public offering.
- (4) Not applicable.
- (5) 1,440,000 shares held directly by Alison Gelb Pincus and 1,327,300 shares held jointly by Mr. and Mrs. Pincus. Mr. Pincus holds shared voting and dispositive power with respect to the shares held jointly.
- (6) Shares held directly by Ogden Enterprises LLC. Mark Pincus serves as Manager and holds shared voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.

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.