

ZYNGA INC

Form 4

December 09, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Siminoff Ellen F

(Last) (First) (Middle)

C/O ZYNGA INC., 699 EIGHTH
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)

12/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/07/2016		S ⁽¹⁾	12,000	D 2.91 (2)	167,805 (3)	D
Class A Common Stock	12/09/2016		M	19,084	A (4)	186,889	D
Class A Common Stock						246,786	I By the D&E Living Trust (5)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	12/09/2016		M		19,084		(6)	06/09/2023	Class A Common Stock	19,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siminoff Ellen F C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103		X		

Signatures

/s/ Devang Shah as power of attorney for Ellen F. Siminoff

12/09/2016

__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) The transaction was effected pursuant to a Rule 10b5-1 plan.

The reported price in column 4 is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$2.90 (rounded to the nearest cent) to \$2.94 (rounded to the nearest cent) per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

(3) In October 2016, the D&E Living Trust transferred 144,000 shares to the Reporting Person's personal account. This transfer increased the Reporting Person's direct holdings.

(4) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.

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- (5) Shares held directly by the D&E Living Trust. The Reporting Person and David Siminoff serve as co-trustees and retain voting and dispositive power with respect to the shares held by the D&E Living Trust.

The restricted stock units vest as follows: 25% of the restricted stock units vest on September 9, 2016, 25% of the restricted stock units

- (6) vest on December 9, 2016, 25% of the restricted stock units vest on March 9, 2017 and 25% of the restricted stock units vest on the earlier of June 9, 2017 or the date of the Issuer's next annual meeting, 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.

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