**ZYNGA INC** Form 4 May 19, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

Number:

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**OMB APPROVAL** 

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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

**SECURITIES** 

may continue. See Instruction 1(b).

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ZYNGA INC [ZNGA]

(Check all applicable)

699 8TH STREET

(Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify \_X\_\_ Officer (give title .

05/15/2014

below) General Counsel, Sec. and VP

(Street) 4. If Amendment, Date Original

(Middle)

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

### SAN FRANCISCO, CA 94103

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	05/15/2014		С	9,375	A	\$ 0	115,585	D	
Class A Common Stock	05/15/2014		C	3,125	A	\$ 0	118,710	D	
Class A Common Stock	05/16/2014		S	1,210 (1)	D	\$ 3.3127 (2)	117,500	D	
Class A Common	05/16/2014		S	3,590 (1)	D	\$ 3.313 (2)	113,910	D	

#### Stock

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	e any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or		or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day)	Pate	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	\$ 0	05/15/2014		M	9,375	(3)	02/15/2020	Class A Common Stock	9,375
Restricted Stock Unit	\$ 0	05/15/2014		M	3,125	<u>(4)</u>	04/14/2020	Class A Common Stock	3,125

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Shah Devang 699 8TH STREET

General Counsel, Sec. and VP

SAN FRANCISCO, CA 94103

### **Signatures**

/s/ Yanira Wong, as attorney-in-fact for Devang
Shah
05/19/2014

\*\*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).

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- (1) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II.
- The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares (2) sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer
- Vests 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) Vests as follows: 25% of the total shares underlying the restricted stock unit vest 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.

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.