Buckley Jeffrey Form 4 July 17, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations

may continue. See Instruction 1(b).

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

5. Relationship of Reporting Person(s) to

Issuer

(Print or Type Responses)

(Last)

STREET

1. Name and Address of Reporting Person * **Buckley Jeffrey**

(First)

(Middle)

C/O ZYNGA INC., 699 8TH

(Street)

2. Issuer Name and Ticker or Trading Symbol

ZYNGA INC [ZNGA] 3. Date of Earliest Transaction

(Month/Day/Year) 07/15/2018

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

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

Chief Accounting Officer

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) Table	e I - Non-D	erivative !	Secur	ities Acq	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	` '		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	07/15/2018		M	1,563	A	(1)	118,677	D	
Class A Common Stock	07/15/2018		F	775 (2)	D	\$ 4.34	117,902	D	

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

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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. Transactic Code (Instr. 8)	5. Number out 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	<u>(1)</u>	07/15/2018		M	1,563	(3)	09/15/2021	Class A Common	1,563

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Buckley Jeffrey C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer				

Signatures

/s/ Matt Tolland, as attorney-in-fact for Jeffrey
Buckley
07/17/2018

**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) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A common stock upon vesting.
- (2) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II
- Vests as follows: 25% of the restricted stock units vested on July 15, 2015, with an additional 6.25% of the restricted stock units vesting quarterly thereafter until fully vested, 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.

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