

PINCUS MARK J

Form 4

October 29, 2018

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

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

(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)  
10/26/2018

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Class A<br>Common<br>Stock            | 10/26/2018                              |   | M                                       | 13,736 A  | \$ 0 <sup>(1)</sup><br><u>(2)</u>  | 37,738,451   | D   |
| Class A<br>Common<br>Stock            | 10/29/2018                              |   | M                                       | 800,000 A   | \$<br>0.1282   | 38,538,451   | D   |
| Class A<br>Common<br>Stock            | 10/29/2018                              |   | S <sup>(3)</sup>                        | 437,322 D   | \$ 3.7<br><u>(4)</u>   | 38,101,129   | D   |
| Class A<br>Common                     |   |   |   |   | 27,765,634   | I  | See<br>footnote   |

Stock

(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Restricted<br>Stock Unit                            | <u>(1)</u>   | 10/26/2018                              |   | M                                    | 13,736  | <u>(6)</u> 05/02/2025  | Class A<br>Common<br>Stock 13,736                                   |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 0.1282  | 10/29/2018                              |   | M                                    | 800,000   | 11/19/2009 11/19/2018  | Class A<br>Common<br>Stock 800,000                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| PINCUS MARK J<br>C/O ZYNGA INC.<br>699 EIGHTH STREET<br>SAN FRANCISCO, CA 94103 | X                                |

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Mark  
Pincus

10/29/2018

          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 vest.

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(2) Pursuant to a domestic relations order, the reported amount reflects the reporting person's transfer of shares of Class A common stock to the reporting person's former spouse and the distribution of shares previously held jointly with the reporting person's former spouse.

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

The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$3.58 to \$3.88, inclusive. 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.

(5) Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.

Vests as follows: 25% of the restricted stock units vest on each of July 26, 2018, October 26, 2018, and January 26, 2019, and 25% of the restricted stock units vest on the earlier of April 26, 2019 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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