

ZYNGA INC
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shah Devang

(Last) (First) (Middle)
699 8TH 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)
01/15/2015

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)
General Counsel, Sec. and VP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 01/15/2015 | | C | | 1,562 A \$ 0 | 169,946 | D |
| Class A Common Stock | 01/15/2015 | | M | | 6,250 A \$ 0 | 176,196 | D |
| Class A Common Stock | 01/16/2015 | | S | | 2,774 (1) D 2.5849 (2) | 173,422 | D |
| Class A Common | 01/16/2015 | | S | | 706 (1) D \$ 2.585 | 172,716 | D |

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Stock

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit ⁽³⁾ | \$ 0 | 01/15/2015 | | M | | ⁽⁴⁾ | 03/30/2018 | Class B Common Stock ⁽⁵⁾ | 1,250 |
| Class B Common Stock | ⁽⁵⁾ | 01/15/2015 | | M | 1,250 | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 1,250 |
| Class B Common Stock | ⁽⁵⁾ | 01/15/2015 | | C | 1,250 | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 1,250 |
| Restricted Stock Unit ⁽³⁾ | \$ 0 | 01/15/2015 | | M | | ⁽⁶⁾ | 08/18/2018 | Class B Common Stock ⁽⁵⁾ | 312 |
| Class B Common Stock | ⁽⁵⁾ | 01/15/2015 | | M | 312 | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 312 |
| Class B Common Stock | ⁽⁵⁾ | 01/15/2015 | | C | 312 | ⁽⁵⁾ | ⁽⁵⁾ | Class A Common Stock | 312 |
| Restricted Stock Unit ⁽⁷⁾ | \$ 0 | 01/15/2015 | | M | | ⁽⁸⁾ | 06/08/2019 | Class A Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shah Devang 699 8TH STREET SAN FRANCISCO, CA 94103 | | | General Counsel, Sec. and VP | |

Signatures

/s/ Sara Stapleton, as attorney-in-fact for Devang Shah
01/20/2015

__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) Represents the number of shares required to be sold to cover the statutory tax withholding obligations in connection with the vesting of the restricted stock units (the "RSUs") listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.

(2) The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.5849 to \$2.585 per share, 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 (2).

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

(4) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on January 15, 2012. 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.

(5) 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 the earlier of (i) any transfer, whether or not for value (subject to certain exceptions), or (ii) the death of the Reporting Person.

(6) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on July 15, 2012. 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.

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

(8) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on April 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.

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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