

ZYNGA INC
Form 4
July 09, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Matrnick Donald A.

(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)

07/08/2014

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)

Chief Executive Officer

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	07/08/2014		M	4,046,428	A \$ 0	4,046,428	D
Class A Common Stock	07/09/2014		S	2,145,315 (1)	D \$ 3.02 (2)	1,901,113	D

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

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SEC 1474
(9-02)

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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. 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 Number of Shares
Restricted Stock Unit	(3)	07/08/2014		M		4,046,428		(4)	07/15/2020	Class A Common Stock	4,046,428

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Matrnick Donald A. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	X Chief Executive Officer

Signatures

/s/ Yanira Wong, attorney-in-fact for Don A. Matrnick
07/09/2014

__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).

(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 sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares 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.

(3) Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.

(4) Vests as follows: (i) 45.32% vested on the first anniversary of July 8, 2013 (the "Start Date"), (ii) an additional 45.32% shall vest on the day prior to the 2015 annual meeting of the Company's stockholders, and (iii) 9.36% shall vest on the third anniversary of the Start Date, subject to continued service to the Issuer through each such vesting date. The award shall be eligible for accelerated vesting under Section 7 of that certain Offer Letter, dated as of June 30, 2013, between Don A. Matrnick and the Company, and under the terms and conditions set forth in the Zynga Inc. Change in Control Severance Benefit Plan, whichever is more favorable.

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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