

ZYNGA INC
Form 4
October 17, 2014

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)
10/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel, Sec. and VP

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	10/15/2014		C		1,250 A \$ 0 139,628	D	
Class A Common Stock	10/15/2014		C		313 A \$ 0 139,941	D	
Class A Common Stock	10/15/2014		M		6,250 A \$ 0 146,191	D	
Class A Common	10/16/2014		S		2,925 D \$ 143,266	D	
					(1) 2.33		

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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	10/15/2014		M			1,250	<u>(2)</u>	03/30/2018	Class B Common Stock	1,250
Class B Common Stock	<u>(3)</u>	10/15/2014		M		1,250		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,250
Class B Common Stock	<u>(3)</u>	10/15/2014		C		1,250		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,250
Restricted Stock Unit	\$ 0	10/15/2014		M			313	<u>(4)</u>	08/18/2018	Class B Common Stock	313
Class B Common Stock	<u>(3)</u>	10/15/2014		M		313		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	313
Class B Common Stock	<u>(3)</u>	10/15/2014		C		313		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	313
Restricted Stock Unit	\$ 0	10/15/2014		M			6,250	<u>(5)</u>	06/08/2019	Class A Common Stock	6,250
Restricted Stock Unit	\$ 0	10/15/2014		A		300,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	300,000

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

10/17/2014

__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) 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.

(3) 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.

(4) 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.

(5) 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.

(6) Vests as follows: 25% of the total shares underlying the restricted stock unit vest on October 15, 2015. 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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