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Buckley Jeff Form 4	rey										
August 17, 2	017										
FORM	14									PPROVAL	
I UNITED STATES				ITIES Al hington,		COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 o Form 5	6.		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the P	ublic Uti		ing Com	ipany	Act of	f 1935 or Sectio	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Buckley Jeffrey			2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N			-	-			(Chec	k all applicable	e)	
C/O ZYNGA INC., 699 8TH STREET (Street) SAN FRANCISCO, CA 94103			 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 					Director 10% Owner X_Officer (give title Other (specify 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			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	on(A) or Di (D) (Instr. 3,	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership [Instr. 4) (Instr. 4)		
Class A Common Stock	08/15/2017			M	2,500	A	<u>(1)</u>	58,868 <u>(2)</u>	D		
Class A Common Stock	08/15/2017			F	940 <u>(3)</u>	D	\$ 3.62	57,928 <u>(2)</u>	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. Transacti Code (Instr. 8)	5. Number onof 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>	08/15/2017		М	625	<u>(4)</u>	12/13/2020	Class A Common Stock	625
Restricted Stock Unit	<u>(1)</u>	08/15/2017		М	625	(5)	03/14/2021	Class A Common Stock	625
Restricted Stock Unit	(1)	08/15/2017		М	1,250	(6)	06/13/2021	Class A Common Stock	1,250

Reporting Owners

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

/s/ Lane Verlenden as attorney-in-fact for Jeffrey
Buckley

**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) Includes 1,220 shares acquired under the Zynga Inc. Employee Stock Purchase Plan on August 15, 2017.
- (3) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.

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- (4) Vests as follows: 25% of the restricted stock units vested on November 15, 2014, 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.
- (5) Vests as follows: 25% of the restricted stock units vested on February 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.
- (6) Vests as follows: 25% of the restricted stock units vested on May 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.