

ZYNGA INC
Form 4
December 16, 2011

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 *
LEE CADIR B

(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)
12/15/2011

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)
Executive VP, CTO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/15/2011		C		3,077 (1) \$ 10 (1)	D	
Class A Common Stock	12/15/2011		F		3,077 (2) \$ 10 (2) 0	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 or Number of Shares
Restricted Stock Unit	\$ 0	12/15/2011		A		500		<u>(3)</u>	03/09/2018	Class B Common Stock <u>(4)</u>	500
Restricted Stock Unit	\$ 0	12/15/2011		M		500		<u>(5)</u>	<u>(5)</u>	Class B Common Stock <u>(4)</u>	500
Class B Common Stock <u>(4)</u>	\$ 0	12/15/2011		M		500		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	500
Class B Common Stock <u>(4)</u>	\$ 0	12/15/2011		C		234	<u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	234 <u>(6)</u>
Restricted Stock Unit	\$ 0	12/15/2011		A		834		<u>(7)(8)</u>	03/09/2018	Class B Common Stock <u>(4)</u>	834
Restricted Stock Unit	\$ 0	12/15/2011		M		236		<u>(5)</u>	<u>(5)</u>	Class B Common Stock <u>(4)</u>	236
Class B Common Stock <u>(4)</u>	\$ 0	12/15/2011		M		236		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	236
Class B Common Stock <u>(4)</u>	\$ 0	12/15/2011		C		111	<u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	111 <u>(6)</u>
Restricted Stock Unit	\$ 0	12/15/2011		A		5,851		<u>(9)</u>	08/18/2018	Class B Common Stock <u>(4)</u>	5,851
Restricted Stock Unit	\$ 0	12/15/2011		M		5,851		<u>(5)</u>	<u>(5)</u>	Class B Common Stock <u>(4)</u>	5,851
Class B Common Stock <u>(4)</u>	\$ 0	12/15/2011		M		5,851		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,851

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- (8) The service-based vesting condition was satisfied as to 1/32nd of the total shares underlying the RSU on April 9, 2011. The remaining shares vest, in equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.

Represents RSUs that were granted on August 18, 2011. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of a liquidity event-based condition. The liquidity

- (9) event-based condition was satisfied, and the RSUs became vested, on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.

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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