

ZYNGA INC  
Form 4  
December 09, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Siminoff Ellen F

(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)  
12/07/2016

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)

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            | 12/07/2016                           |                                                    | S <sup>(1)</sup>               |                                                                   | 12,000                                                                                        | D                                                        | 2.91 <sup>(2)</sup>               | 167,805 <sup>(3)</sup> | D |                                        |
| Class A Common Stock            | 12/09/2016                           |                                                    | M                              |                                                                   | 19,084                                                                                        | A                                                        | 4 <sup>(4)</sup>                  | 186,889                | D |                                        |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                   | 246,786                | I | By the D&E Living Trust <sup>(5)</sup> |

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

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SEC 1474  
(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                      | Amount or Number of Shares |
| Restricted Stock Unit                      | (4)                                                    | 12/09/2016                           |                                                    | M                              | 19,084                                                                                  | (6) 06/09/2023                                           | Class A Common Stock                                          | 19,084                     |                            |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |         |       |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                    | Director      | 10% Owner | Officer | Other |
| Siminoff Ellen F<br>C/O ZYNGA INC.<br>699 EIGHTH STREET<br>SAN FRANCISCO, CA 94103 |               | X         |         |       |

## Signatures

/s/ Devang Shah as power of attorney for Ellen F. Siminoff

12/09/2016

\*\*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) The transaction was effected pursuant to a Rule 10b5-1 plan.

(2) The reported price in column 4 is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$2.90 (rounded to the nearest cent) to \$2.94 (rounded to the nearest cent) per share. 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) In October 2016, the D&E Living Trust transferred 144,000 shares to the Reporting Person's personal account. This transfer increased the Reporting Person's direct holdings.

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

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- (5) Shares held directly by the D&E Living Trust. The Reporting Person and David Siminoff serve as co-trustees and retain voting and dispositive power with respect to the shares held by the D&E Living Trust.

The restricted stock units vest as follows: 25% of the restricted stock units vest on September 9, 2016, 25% of the restricted stock units

- (6) vest on December 9, 2016, 25% of the restricted stock units vest on March 9, 2017 and 25% of the restricted stock units vest on the earlier of June 9, 2017 or the date of the Issuer's next annual meeting, 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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