Vranesh Mark Form 4 February 12, 2013

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: Ja Expires:

January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.
See Instruction

Form 4 or
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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Vranesh Mark			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ZYNGA INC [ZNGA]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O ZYNGA INC., 699 EIGHTH STREET			(Month/Day/Year) 02/08/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
(Street) SAN FRANCISCO, CA 94103			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	ecuriti	es Acquire	d, Disposed of, o	r Beneficially	y 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 on Disposed of (Instr. 3, 4 an	(D)	red (A) or	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	02/08/2013		C	1,176,892	A	\$ 0 (1)	1,176,892	I	See footnote (2)
Class A Common Stock	02/08/2013		S	125,000 (3)	D	\$ 3.1466 (4)	1,051,892	I	See footnote (2)

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. Transactio Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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
Class B Common Stock	(1)	02/08/2013		C		1,176,892	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,176,89

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103

Chief Financial Officer

Date

### **Signatures**

/s/ Sara Stapleton, as power of attorney for Mark Vranesh

02/12/2013

\*\*Signature of Reporting Person

# **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).

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

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.

Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which

- (2) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
- (3) The transaction was effected pursuant to a Rule 10b5-1 plan dated March 5, 2012, as amended.
- The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares (4) sold at each separate price will be supplied upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer.

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.

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