

PINCUS MARK J  
Form 4  
May 04, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
PINCUS MARK J

2. Issuer Name and Ticker or Trading Symbol  
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O ZYNGA INC., 699 EIGHTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/02/2018		C		54,870,384	A	\$ 0
							55,047,329 (1)
Class A Common Stock	05/02/2018		C		27,765,634	A	\$ 0
							27,765,634
Class A Common Stock	05/02/2018		C		1,327,300	A	\$ 0
							1,327,300

See footnote (2)  
See footnote (3)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	(4)	05/02/2018		C	V	34,352,912	(4)	(4)	Class A Common Stock
Class B Common Stock	(4)	05/02/2018		C		27,765,634	(4)	(4)	Class A Common Stock
Class B Common Stock	(4)	05/02/2018		C		1,327,300	(4)	(4)	Class A Common Stock
Class C Common Stock	(5)	05/02/2018		C		20,517,472	(5)	(5)	Class A Common Stock
Restricted Stock Unit	(6)	05/02/2018		A		54,945	(7)	05/02/2025	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINCUS MARK J C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	X	X		

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Mark Pincus 05/04/2018

\_\_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) This reported amount reflects 525 shares that were gifted to charity.
- (2) Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.
- (3) Shares held jointly by the reporting person and his spouse. Mr. Pincus holds shared voting and dispositive power with respect to the shares.
- (4) Represents the voluntary conversion of shares of Class B Common Stock into shares of Class A Common Stock.
- (5) Represents the voluntary conversion of shares of Class C Common Stock into shares of Class A Common Stock.
- (6) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.

Vests as follows: 25% of the restricted stock units vest on each of July 26, 2018, October 26, 2018, and January 26, 2019, and 25% of the

- (7) restricted stock units vest on the earlier of April 26, 2019 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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