

Hoffman Reid
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 *
Hoffman Reid

(Last) (First) (Middle)

C/O LINKEDIN CORPORATION, 2029 STIERLIN COURT

(Street)

MOUNTAIN VIEW, CA 94043

(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)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title and Underlying |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|-------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|-------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|--------------------------|--|----------------------|-----------------|--------------------------------------|------------------|------------------|-----------------|--------------------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | A | 1,474,432 | | (1)(2) | 04/15/2017 | Class B Common Stock (3) |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | M | 1,412,997 | | (4) | (4) | Class B Common Stock (3) |
| Class B Common Stock (3) | \$ 0 | 12/15/2011 | M | 1,412,997 | | (4) | (4) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoffman Reid C/O LINKEDIN CORPORATION 2029 STIERLIN COURT MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Reid
Hoffman
12/15/2011

**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).
- Represents RSUs that were granted on April 15, 2010. 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 both a service-based condition and a liquidity
- (1) event-based condition. The liquidity event-based condition was satisfied, and a portion of 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.
 - (2) The service-based vesting condition was satisfied as to 1/48th of the total shares underlying the RSU on March 1, 2008. The remaining shares vest, in equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.
- 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 Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which
- (3) 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 (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
 - (4) Not applicable.

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