

ZYNGA INC  
Form 3  
December 06, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Shah Devang                             |         | (Month/Day/Year)                     | ZYNGA INC [ZNGA]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 12/04/2013                           |  |  |
| 699 8TH STREET                            |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| SAN FRANCISCO,Â CAÂ 94103                 |         |                                      | (give title below) (specify below)   |  |
| (City)                                    | (State) | (Zip)                                | General Counsel, Sec. and VP   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 70,921  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                             |       |            |                            | Shares  |        | (I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|----------------------------|---------|--------|-------------------|---|
| Restricted Stock Unit       | Â (1) | 11/12/2017 | Class B<br>Common<br>Stock | 18,750  | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (2) | 03/30/2018 | Class B<br>Common<br>Stock | 6,250   | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (3) | 08/18/2018 | Class B<br>Common<br>Stock | 2,187   | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (4) | 03/09/2019 | Class A<br>Common<br>Stock | 12,500  | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (5) | 06/08/2019 | Class A<br>Common<br>Stock | 62,500  | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (6) | 02/15/2020 | Class A<br>Common<br>Stock | 112,500 | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (7) | 04/15/2020 | Class A<br>Common<br>Stock | 50,000  | \$ 0   | D                 | Â |
| Restricted Stock Unit       | Â (8) | 11/15/2020 | Class A<br>Common<br>Stock | 40,000  | \$ 0   | D                 | Â |
| Stock Option (right to buy) | Â (9) | 08/31/2022 | Class A<br>Common<br>Stock | 50,000  | \$ 2.8 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Shah Devang<br>699 8TH STREET<br>SAN FRANCISCO, CA 94103 | Â             | Â         | Â General<br>Counsel, Sec.<br>and VP | Â     |

## Signatures

/s/ Jeffrey Schmidt, as attorney-in-fact for Devang Shah

12/06/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the total shares underlying the restricted stock unit vest on August 2, 2011. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (2) 25% of the total shares underlying the restricted stock unit vest on January 15, 2012. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (3) 25% of the total shares underlying the restricted stock unit vest on July 15, 2012. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (4) 25% of the total shares underlying the restricted stock unit vest on March 15, 2013. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (5) 25% of the total shares underlying the restricted stock unit vest on April 15, 2013. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (6) 25% of the total shares underlying the restricted stock unit vest on November 15, 2013. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (7) 25% of the total shares underlying the restricted stock unit vest on February 15, 2014. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (8) 25% of the total shares underlying the restricted stock unit vest on August 15, 2014. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (9) 25% of the total shares underlying the options vest on August 15, 2013. The remaining shares vest, in equal monthly installments of 1/48th of the grant amount thereafter, 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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