

ZYNGA INC
Form 4
September 15, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
07/06/2012

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)

Chief Product Officer

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	07/06/2012		J ⁽¹⁾		20,172	A	\$ 0
					20,172	⁽²⁾	
Class A Common Stock	08/16/2012		J ⁽³⁾		60,517	A	\$ 0
					80,689	⁽⁴⁾	
Class A Common Stock	05/20/2015		G ⁽⁵⁾	V	2,000	D	\$ 0
					201,465	⁽⁶⁾	
Class A Common	08/27/2015		G ⁽⁵⁾	V	12,000	D	\$ 0
					189,465		

Stock

Class A

Common 08/28/2015 G⁽⁵⁾ V 21,500 D \$ 0 167,695 D

Stock

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

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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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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	Chief Product Officer	

Signatures

/s/ Sara Stapleton as power of attorney for Mark Pincus 09/17/2015

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 20,172 shares of Class A Common Stock reported on this Form 4 represent a pro rata distribution, and not a purchase or sale, of the shares by Union Square Ventures 2004, L.P. to its partners without consideration (the "July 2012 Distribution").

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(2) This Form 4 is being filed to disclose the July 2012 Distribution and reflects the beneficial holdings of Class A Common Stock by the reporting person immediately following the July 2012 Distribution. Subsequent Form 4 filings made after 7/6/2012 do not include these shares as beneficially owned directly by the reporting person. The total shares of Class A Common Stock beneficially owned directly by the reporting person as of the date of this filing is 167,965.

(3) The 60,517 shares of Class A Common Stock reported on this Form 4 represent a pro rata distribution, and not a purchase or sale, of the shares by Union Square Ventures 2004, L.P. to its partners without consideration (the "August 2012 Distribution").

(4) This Form 4 is being filed to disclose the August 2012 Distribution and reflects the beneficial holdings of Class A Common Stock by the reporting person immediately following the August 2012 Distribution. Subsequent Form 4 filings made after 8/16/2012 do not include these shares as beneficially owned directly by the reporting person. The total shares of Class A Common Stock beneficially owned directly by the reporting person as of the date of this filing is 167,965.

(5) Represents shares of Class A Common Stock that the reporting person donated as a gift for no consideration.

(6) The amount of securities beneficially owned by the reporting person prior to this transaction was 203,465.

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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