Buckley Jeffrey Form 4 August 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

obligations

may continue.

Check this box

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **Buckley Jeffrey**

(First) (Middle)

C/O ZYNGA INC., 699 8TH STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

ZYNGA INC [ZNGA]

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

08/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

below)

SAN FRANCISCO, CA 94103

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | Securi | ities Acq | quired, Disposed | of, or Beneficial | lly Owned |
|--------------------------------------|---|------------|---|---|------------------|--|--|---|-----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 08/15/2017 | | M | 2,500 | A | <u>(1)</u> | 58,868 (2) | D | |
| Class A Common Stock | 08/15/2017 | | F | 940 (3) | D | \$ 3.62 | 57,928 (2) | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Buckley Jeffrey - Form 4

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. Transactic Code (Instr. 8) | 5. Number coof 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) | |
|---|---|---|---|--|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (1) | 08/15/2017 | | M | 625 | <u>(4)</u> | 12/13/2020 | Class A Common Stock | 625 |
| Restricted Stock Unit | (1) | 08/15/2017 | | M | 625 | <u>(5)</u> | 03/14/2021 | Class A Common Stock | 625 |
| Restricted Stock Unit | <u>(1)</u> | 08/15/2017 | | M | 1,250 | <u>(6)</u> | 06/13/2021 | Class A Common Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Buckley Jeffrey C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103 | | | Chief Accounting Officer | | | | |
| Signatures | | | | | | | |
| /s/ Lane Verlenden as attorney-in- Buckley | fact for Jeff | rey | 08/17/2017 | | | | |

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (1) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A common stock upon vesting.
- (2) Includes 1,220 shares acquired under the Zynga Inc. Employee Stock Purchase Plan on August 15, 2017.
- (3) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.

Reporting Owners 2

Edgar Filing: Buckley Jeffrey - Form 4

- (4) Vests as follows: 25% of the restricted stock units vested on November 15, 2014, with an additional 6.25% of the restricted stock units vesting quarterly thereafter until fully vested, subject to continued service to the Issuer through each vesting date.
- Vests as follows: 25% of the restricted stock units vested on February 15, 2015, with an additional 6.25% of the restricted stock units vesting quarterly thereafter until fully vested, subject to continued service to the Issuer through each vesting date.
- Vests as follows: 25% of the restricted stock units vested on May 15, 2015, with an additional 6.25% of the restricted stock units vesting quarterly thereafter until fully vested, 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. 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.