

Ryan Jeffrey Miles
 Form 3
 May 07, 2018

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 Ryan Jeffrey Miles | | (Month/Day/Year) | ZYNGA INC [ZNGA] | |
| (Last) | (First) | (Middle) | 04/27/2018 | |
| C/O ZYNGA INC. 699 8TH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94103 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief People Officer | |

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) |
|---------------------------------|---|--|---|

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 (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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(Instr. 5)

| | | | Class A | | | | |
|-----------------------------|---------------------------|------------|--------------|---------|---------------------|---|---|
| Stock Option (Right to Buy) | 12/15/2018 ⁽¹⁾ | 12/15/2027 | Common Stock | 250,000 | \$ 4.04 | D | Â |
| Stock Option (Right to Buy) | 04/15/2019 ⁽¹⁾ | 03/28/2028 | Common Stock | 124,618 | \$ 3.48 | D | Â |
| Restricted Stock Unit | 12/15/2018 ⁽¹⁾ | 12/15/2024 | Common Stock | 900,000 | \$ 0 ⁽²⁾ | D | Â |
| Restricted Stock Unit | 04/15/2019 ⁽¹⁾ | 03/28/2025 | Common Stock | 54,709 | \$ 0 ⁽²⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ryan Jeffrey Miles C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103 | Â | Â | Â Chief People Officer | Â |

Signatures

/s/ Jeffrey M. Ryan 05/07/2018

**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 shares subject to the award will vest on the date exercisable, and 6.25% of the shares subject to the award will vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.
- (2) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.

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.