

PINCUS MARK J  
Form 4  
January 29, 2019

**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

2. Issuer Name and Ticker or Trading Symbol  
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ZYNGA INC., 699 EIGHTH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
SAN FRANCISCO, CA 94103

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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            | 01/26/2019                           |  | M                              |   | 13,736  | A  | \$ 0<br>(1)                       |
| Class A Common Stock            |                                      |  |                                |   | 36,114,865  | D  | (2)                               |
|                                 |                                      |  |                                |   | 27,765,634  | I  | See footnote (3)                  |

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

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(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Unit                      | (1)  | 01/26/2019                           |  | M                              | 13,736  | (4) 05/02/2025   | Class A Common Stock 13,736                                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PINCUS MARK J<br>C/O ZYNGA INC.<br>699 EIGHTH STREET<br>SAN FRANCISCO, CA 94103 |               | X         |         |       |

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Mark Pincus 01/29/2019

\_\_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) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- (2) The reported amount reflects the reporting person's charitable donation of 2,000,000 shares of Class A common stock.
- (3) Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.
- (4) Vests as follows: 25% of the restricted stock units vest on each of July 26, 2018, October 26, 2018, and January 26, 2019, and 25% of the restricted stock units vest on the earlier of April 26, 2019 or the date of the Issuer's next annual meeting, 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.