

Ko David Y.
Form 3/A
August 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 *

Â Ko David Y.

(Last)

(First)

(Middle)

C/O ZYNGA INC.,Â 699
EIGHTH STREET

(Street)

SAN
FRANCISCO,Â CAAÂ 94103

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/18/2012

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

X Officer ____ Other

(give title below) (specify below)

Chief Mobile Officer

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

04/30/2012

6. Individual or Joint/Group
Filing(Check Applicable Line)

X Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

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)

(Instr. 5)

Restricted Stock Unit	Â (1)(2)	01/12/2018	Class B Common Stock (3)	1,718,750	\$ 0	D	Â
Restricted Stock Unit	Â (4)(5)	06/06/2018	Class B Common Stock (3)	200,000	\$ 0	D	Â
Restricted Stock Unit	Â (6)	03/09/2019	Class A Common Stock (7)	300,000	\$ 0	D	Â
Class B Common Stock	Â (3)	Â (3)	Class A Common Stock	59,769	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ko David Y. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	Â	Â	Â Chief Mobile Officer	Â

Signatures

/s/ Chrystal Menard, by power of attorney for David
Y. Ko

08/27/2012

__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).

- Represents Restricted Stock Units (the "RSUs") that were granted on January 12, 2011. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied, and a portion of the RSUs became vested on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.
- (1) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on November 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, subject to certain exceptions, or (ii) in the event of death of the Reporting Person.
- (2) Represents RSUs that were granted June 6, 2011. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.
- (3)

Edgar Filing: Ko David Y. - Form 3/A

- (5) The service-based vesting condition will be satisfied as to 1/4th of the total shares underlying the RSU on May 20, 2012. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (6) 1/4th of the total shares underlying the RSU will vest on March 15, 2013. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (7) The original Form 3 filed on April 30, 2012 incorrectly reported the title of the underlying securities as Class B Common Stock.

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.