

ZYNGA INC

Form 4

September 30, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffin James Gerard

(Last) (First) (Middle)

C/O ZYNGA INC., 699 8TH
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)
09/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	(1)	09/30/2016(2)	A	5,000,000			(3)		09/30/2026		Class A Common Stock	5,000,000
Restricted Stock Unit	(4)	09/30/2016(5)	A	1,500,000			(6)		09/30/2023		Class A Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffin James Gerard C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103	Chief Financial Officer

Signatures

/s/ by Lane Verlenden as power of attorney for James Gerard
Griffin

09/30/2016

__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 exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on October 15, 2016 (as quoted on the NASDAQ Stock Market).
- (2) Pursuant to Mr. Griffin's offer letter with the Issuer, Mr. Griffin will receive stock options to purchase 5,000,000 shares of the Issuer's Class A common stock. The grant of these stock options will be effective on October 15, 2016.
- (3) 20% of the stock options vest on October 15, 2017, with the balance of the stock options vesting as to 5% of the total stock options each three months thereafter, subject to continued service to the Issuer through each vesting date.
- (4) Each restricted stock unit ("ZSU") represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- (5) Pursuant to Mr. Griffin's offer letter with the Issuer, Mr. Griffin will receive a grant of 1,500,000 ZSUs. The grant of these ZSUs will be effective on October 15, 2016.
- (6) 20% of the ZSUs vest on October 15, 2017, with the balance of the ZSUs vesting as to 5% of the total ZSUs each three months thereafter, 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.
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