

Davis Reginald D.
Form 4
December 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
Davis Reginald D.

(Last) (First) (Middle)
C/O ZYNGA INC., 699 EIGHTH 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)
12/15/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, GC, Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/15/2011 | | C | | 105,582 (1) | A | \$ 10 (1) 105,582 (1) |
| Class A Common Stock | 12/15/2011 | | F | | 105,582 (2) | D | \$ 10 (2) 0 |

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

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SEC 1474 (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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | A | 26,666 | | (3)(4) | 12/14/2016 | Class B Common Stock ⁽⁵⁾ |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | M | | 13,334 | (6) | (6) | Class B Common Stock ⁽⁵⁾ |
| Class B Common Stock ⁽⁵⁾ | \$ 0 | 12/15/2011 | | M | 13,334 | | (6) | (6) | Class A Common Stock |
| Class B Common Stock ⁽⁵⁾ | \$ 0 | 12/15/2011 | | C | | 6,225 ⁽⁷⁾ | (6) | (6) | Class A Common Stock |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | A | 573,334 | | (8)(9) | 04/15/2017 | Class B Common Stock ⁽⁵⁾ |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | M | | 215,001 | (6) | (6) | Class B Common Stock ⁽⁵⁾ |
| Class B Common Stock ⁽⁵⁾ | \$ 0 | 12/15/2011 | | M | 215,001 | | (6) | (6) | Class A Common Stock |
| Class B Common Stock ⁽⁵⁾ | \$ 0 | 12/15/2011 | | C | | 92,938 ⁽⁷⁾ | (6) | (6) | Class A Common Stock |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | A | 40,000 | | (8)(10) | 04/15/2017 | Class B Common Stock ⁽⁵⁾ |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | | M | | 17,500 | (6) | (6) | Class B Common Stock ⁽⁵⁾ |
| Class B Common Stock ⁽⁵⁾ | \$ 0 | 12/15/2011 | | M | 17,500 | | (6) | (6) | Class A Common Stock |
| Class B Common | \$ 0 | 12/15/2011 | | C | | 6,419 ⁽⁷⁾ | (6) | (6) | Class A Common |

| | | | | | | | | |
|-----------------------|------|------------|---|---------|-----------------|------------|--|-------------------------------------|
| Stock ⁽⁵⁾ | | | | | | | | Stock |
| Restricted Stock Unit | \$ 0 | 12/15/2011 | A | 200,000 | <u>(11)(12)</u> | 03/30/2018 | | Class B Common Stock ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103 | | | Senior VP, GC, Secretary | |

Signatures

/s/ Reginald D.
Davis

12/15/2011

**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) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on the Issuer's initial public offering (the "IPO") price of \$10.00 per share. These shares were cancelled following such conversion to satisfy the tax withholding obligations of the Issuer.
- (2) Represents the number of shares cancelled to cover tax withholding in connection with the net settlement of RSUs listed in Table II, based on the initial public offering price of \$10.00 per share.
- (3) Represents RSUs that were granted on December 14, 2009. 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.
- (4) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on October 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (5) 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.
- (6) Not applicable.
- (7) Represents shares that have been converted to Class A Common Stock and then cancelled to cover tax withholding in connection with the net settlement of RSUs, based on the initial public offering price of \$10.00 per share. The cancellation of the Class A Common Stock is listed in Table I.
- (8) Represents RSUs that were granted on April 15, 2010. 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,

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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.

- (9) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on April 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (10) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on January 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

Represents RSUs that were granted on March 30, 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

- (11) event-based condition. The liquidity event-based condition was satisfied 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, but all shares remain subject to the service-based vesting condition.
- (12) The service-based vesting condition will be satisfied as to 1/4th of the total shares underlying the RSU on March 30, 2012. The remaining shares vest, in equal quarterly installments 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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