

ZYNGA INC  
Form DEFA14A  
April 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**ZYNGA INC.**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Important Notice of Availability of Proxy Materials for the Stockholder Meeting of**

**ZYNGA INC.**

**To Be Held On:**

**June 8, 2012 at 10:30 AM PT**

**San Francisco Marriott Marquis, 55 Fourth Street, San Francisco, CA 94103**

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 18, 2012.

Please visit <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=17382>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
Annual Report to Stockholders

**TO REQUEST MATERIAL:**      **TELEPHONE:** 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

**E-MAIL:** [info@amstock.com](mailto:info@amstock.com)

**WEBSITE:** <http://www.amstock.com/proxyservices/requestmaterials.asp>

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**TO VOTE:**

**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time on Thursday, June 7, 2012.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. Information on

attending the Annual Meeting, including directions, may be found at

<http://investor.zynga.com/events.cfm>

**T E L E P H O N E :** T o v o t e b y t e l e p h o n e , p l e a s e v i s i t <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

**MAIL:** You may request a card by following the instructions above.

1. To elect the Board's eight (8) nominees for director to serve until the next annual meeting:
2. To approve, on an advisory basis, the compensation of the Company's named executive officers.

**NOMINEES:**

Mark Pincus

John Schappert

William Bing Gordon

Reid Hoffman

Jeffrey Katzenberg

Stanley J. Meresman

Sunil Paul

Owen Van Natta

3. To indicate, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers.

4. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2012.

Note: The stockholders may conduct such other business as may properly come before the meeting or any adjournment thereof.

**Please note that you cannot use this notice to vote by mail.**