

ZYNGA INC  
Form 4  
September 30, 2016

**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 \*  
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 below) \_\_\_ Other (specify 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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 Security (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<br>C/O ZYNGA INC.<br>699 8TH STREET<br>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. 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.