

ZYNGA INC  
Form 4  
January 20, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shah Devang

(Last) (First) (Middle)  
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)  
01/15/2016

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)  
General Counsel, Sec. and VP

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	01/15/2016		M		56,250	A	11
Class A Common Stock	01/19/2016		S		23,903 (2)	D	\$ 2.3821 (3)

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

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(9-02)



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price within the range set forth in this footnote (3).

- (4) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on April 15, 2013. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.
- (5) Vests as follows: the shares will commence vesting on April 15, 2015 and will vest in equal quarterly installments over a four year period beginning on July 15, 2015, subject to continued service to the Issuer through each vesting date.
- (6) Vests as follows: 25% of the total shares underlying the restricted stock unit vest on October 15, 2015. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount 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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