

ZYNGA INC
Form 4/A
June 20, 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

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(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)

06/15/2016

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

06/17/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel, Sec. and VP

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)
Class A Common Stock	06/15/2016		M	6,250	A <u>(1)</u>	291,702	D
Class A Common Stock	06/16/2016		S	2,411 <u>(2)</u>	D \$ 2.6	289,291	D
Class A Common Stock	06/16/2016		S ⁽³⁾	218,070	D <u>(4)</u> \$ 2.5559	71,221	D
Class A Common	06/16/2016		S ⁽³⁾	3,830	D \$ 2.5562	67,391	D

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Stock					(4)			
Class A					\$			
Common	06/16/2016	S(3)	11,493	D	2.5562	55,898	D	
Stock					(4)			
Class A					\$			
Common	06/16/2016	S(3)	1,042	D	2.5562	54,856	D	
Stock					(4)			
Class A					\$			
Common	06/16/2016	S(3)	3,911	D	2.5562	50,945	D	
Stock					(4)			
Class A					\$			
Common	06/16/2016	S(3)	1,303	D	2.5562	49,642	D	
Stock					(4)			
Class A					\$			
Common	06/16/2016	S(3)	19,156	D	2.5562	30,486	D	
Stock					(4)			
Class A					\$			
Common	06/17/2016	S(3)	2,687	D	\$ 2.54	27,799	D	
Stock								

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

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(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 (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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	06/15/2016		M	6,250	(5)	(5)	Class A Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Devang 699 8TH STREET SAN FRANCISCO, CA 94103			General Counsel, Sec. and VP	

Signatures

/s/ Lane Verlenden as attorney-in-fact for Devang
Shah

06/20/2016

__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) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- (2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units listed in Table II.
- (3) The transaction was effected pursuant to a Rule 10b5-1 plan.

- (4) The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.52 to \$2.62 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).

- (5) Vests as follows: 25% of the total shares underlying the restricted stock unit vest on December 15, 2014. 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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