

PINCUS MARK J  
Form 4  
March 29, 2019

# 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 \*  
PINCUS MARK J

2. Issuer Name and Ticker or Trading Symbol  
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/27/2019

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

C/O ZYNGA INC., 699 EIGHTH STREET

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

### 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 or Price   |  |                                   |
| Class A Common Stock            | 03/27/2019                           |  | M                              |   | 1,066,666 A \$ 0.1707   | (1)  | D                                 |
| Class A Common Stock            | 03/27/2019                           |  | S(2)                           |   | 586,800 D \$ 5.23(3)  |  | D                                 |
| Class A Common Stock            | 03/28/2019                           |  | M                              |   | 1,066,667 A \$ 0.1707   |  | D                                 |
| Class A Common                  | 03/28/2019                           |  | S(2)                           |   | 586,800 D \$ 5.22(4)  |  | D                                 |

|                            |            |  |                  |           |   |                       |            |                               |
|----------------------------|------------|--|------------------|-----------|---|-----------------------|------------|-------------------------------|
| Stock                      |            |  |                  |           |   |                       |            |                               |
| Class A<br>Common<br>Stock | 03/29/2019 |  | M                | 1,066,667 | A | \$<br>0.1707          | 37,141,265 | D                             |
| Class A<br>Common<br>Stock | 03/29/2019 |  | S <sup>(2)</sup> | 587,005   | D | \$ 5.28<br><u>(5)</u> | 36,554,260 | D                             |
| Class A<br>Common<br>Stock |            |  |                  |           |   |                       | 27,765,634 | I                             |
|                            |            |  |                  |           |   |                       |            | See<br>footnote<br><u>(6)</u> |

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) |           |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title     | Amount Number Shares |
| Stock Option (Right to Buy)                | \$ 0.1707  | 03/27/2019                           |  | M                              | 1,066,666   | 04/30/2009 04/30/2019                                    | Class A Common Stock  | 1,066,666 |                      |
| Stock Option (Right to Buy)                | \$ 0.1707  | 03/28/2019                           |  | M                              | 1,066,667   | 04/30/2009 04/30/2019                                    | Class A Common Stock  | 1,066,667 |                      |
| Stock Option (Right to Buy)                | \$ 0.1707  | 03/29/2019                           |  | M                              | 1,066,667   | 04/30/2009 04/30/2019                                    | Class A Common Stock  | 1,066,667 |                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

PINCUS MARK J  
C/O ZYNGA INC.  
699 EIGHTH STREET  
SAN FRANCISCO, CA 94103

X

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Mark  
Pincus

03/29/2019

\_\_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 reported amount reflects the reporting person's charitable donation of 1,000,000 shares of Class A common stock.
- (2) The transaction was effected pursuant to a Rule 10b5-1 plan.

(3) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.18 to \$5.34, 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) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.17 to \$5.275, 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.

(5) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.21 to \$5.355, 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.

(6) Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.

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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