## Edgar Filing: KARP JEFFREY S - Form 4/A

KARP JEFF Form 4/A August 27, 2													
FORM										OMB A	PPROVA	۱L	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-	0287	
Check th if no lon subject to Section Form 4 Form 5 obligation	so 16. or Filed put	STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Ad								xpires: stimated a urden hou sponse	average Irs per	ry 31, 2005 0.5	
-	<i>See</i> Instruction 30(h) of the Investment Company Act of 1935 of Section 30(h) of the Investment Company Act of 1940												
(Print or Type	Responses)												
1. Name and A KARP JEF	Address of Reporting FREY S	2. Issuer Name <b>and</b> Ticker or Trading Symbol ZYNGA INC [ZNGA]				ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(				<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/09/2012</li></ul>				Director 10% Owner X Officer (give title Other (specify below) below) Chief Mrktg, Revenue Officer					
(Street) 4. If Amendment, Date Ori Filed(Month/Day/Year) 03/12/2012 SAN FRANCISCO, CA 94103					-	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securi	ities A	cquired, Disposed	d of, or I	Beneficia	lly Owned	đ	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or	) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:		7. Nature Indirect Beneficia Ownershi (Instr. 4)	ıl	
Reminder: Re	port on a separate line	e for each clas	ss of sect	urities bene	Perso	ons wh	io res	or indirectly. spond to the coll ained in this for			SEC 1474 (9-02)		

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock Unit	\$ 0	03/09/2012		А		1,000,000		<u>(1)</u>	03/09/2019	Class A Common Stock (2)	1,000
Restricted Stock Unit	\$ 0	03/09/2012		А		200,000		(3)	03/09/2019	Class A Common Stock (2)	200,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
KARP JEFFREY S C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Mrktg, Revenue Officer						
Signatures									
/s/ Chrystal Menard, by power of Karp	of attorney	y for Jeffrey	S. 08/27/2012						

\*\*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) 1/4th of the total shares underlying the restricted stock unit vest on March 15, 2013. The remaining shares vest in equal quarterly installments over the following three years, subject to continued service to the Issuer through each vesting date.
- (2) The original Form 4 filed on March 12, 2012 incorrectly reported the title of the underlying securities as Class B Common Stock.
- (3) 100% of the total shares underlying the restricted stock units vest on March 15, 2017, subject to continued service to the Issuer through the 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.