

Davis Reginald D.
Form 4
December 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
Davis Reginald D.

(Last) (First) (Middle)

C/O ZYNGA INC., 699 EIGHTH 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)
12/15/2011

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)

Senior VP, GC, Secretary

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	12/15/2011		C		105,582 (1)	A	\$ 10 (1)
Class A Common Stock	12/15/2011		F		105,582 (2)	D	\$ 10 (2) 0

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

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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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Unit	\$ 0	12/15/2011		A		26,666		<u>(3)(4)</u>	12/14/2016	Class B Common Stock <u>(5)</u>	26,666
Restricted Stock Unit	\$ 0	12/15/2011		M			13,334	<u>(6)</u>	<u>(6)</u>	Class B Common Stock <u>(5)</u>	13,334
Class B Common Stock <u>(5)</u>	\$ 0	12/15/2011		M		13,334		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	13,334
Class B Common Stock <u>(5)</u>	\$ 0	12/15/2011		C			6,225 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	6,225
Restricted Stock Unit	\$ 0	12/15/2011		A		573,334		<u>(8)(9)</u>	04/15/2017	Class B Common Stock <u>(5)</u>	573,334
Restricted Stock Unit	\$ 0	12/15/2011		M			215,001	<u>(6)</u>	<u>(6)</u>	Class B Common Stock <u>(5)</u>	215,001
Class B Common Stock <u>(5)</u>	\$ 0	12/15/2011		M		215,001		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	215,001
Class B Common Stock <u>(5)</u>	\$ 0	12/15/2011		C			92,938 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	92,938
Restricted Stock Unit	\$ 0	12/15/2011		A		40,000		<u>(8)(10)</u>	04/15/2017	Class B Common Stock <u>(5)</u>	40,000
Restricted Stock Unit	\$ 0	12/15/2011		M			17,500	<u>(6)</u>	<u>(6)</u>	Class B Common Stock <u>(5)</u>	17,500
Class B Common Stock <u>(5)</u>	\$ 0	12/15/2011		M		17,500		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	17,500
Class B Common	\$ 0	12/15/2011		C			6,419 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common	6,419

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2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.

- (9) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on April 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (10) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on January 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

Represents RSUs that were granted on March 30, 2011. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity

- (11) event-based condition. The liquidity event-based condition was satisfied on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO, but all shares remain subject to the service-based vesting condition.
- (12) The service-based vesting condition will be satisfied as to 1/4th of the total shares underlying the RSU on March 30, 2012. The remaining shares vest, in equal quarterly installments 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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