

ZYNGA INC

Form 3/A

January 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

LEE CADIR B

(Last)

(First)

(Middle)

C/O ZYNGA INC., 699
EIGHTH STREET

(Street)

SAN

FRANCISCO, CA 94103

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/15/2011

3. Issuer Name and Ticker or Trading Symbol
ZYNGA INC [ZNGA]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive VP, CTO

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

12/15/2011

6. Individual or Joint/Group

Filing (Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting Person1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Employee Stock Option (right to buy)	Â (1)	11/19/2018	Class B Common Stock (2)	6,907,010 (3)	\$ 0.1281	D	Â
Class B Common Stock	Â (2)	Â (4)	Class A Common Stock	100,000 (5)	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	Â	Â	Â Executive VP, CTO	Â

Signatures

/s/ Devang Shah, as power of attorney for
Cadir Lee

01/11/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Of the 8,320,000 shares originally granted, one fourth of the shares subject to the option vested on November 17, 2009 and one
(1) forty-eighth of the shares vest on the first day of each succeeding month thereafter, subject to continued service to the Issuer through each vesting date.

Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which
(2) the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.

(3) The original Form 3 filed on December 15, 2011 incorrectly reported the amount of securities as 6,927,010 shares.

(4) Not applicable.

(5) The original Form 3 filed on December 15, 2011 incorrectly reported the amount of securities as 80,000 shares.

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.