

ZYNGA INC  
Form 4  
January 20, 2015

**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 \*  
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)  
01/15/2015

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)  
General Counsel, Sec. and VP

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/15/2015		C		1,562 A \$ 0	169,946	D
Class A Common Stock	01/15/2015		M		6,250 A \$ 0	176,196	D
Class A Common Stock	01/16/2015		S		2,774 (1) D 2.5849 (2)	173,422	D
Class A Common	01/16/2015		S		706 (1) D \$ 2.585	172,716	D

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit <sup>(3)</sup>	\$ 0	01/15/2015		M		<sup>(4)</sup>	03/30/2018	Class B Common Stock <sup>(5)</sup>	1,250
Class B Common Stock	<sup>(5)</sup>	01/15/2015		M	1,250	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	1,250
Class B Common Stock	<sup>(5)</sup>	01/15/2015		C	1,250	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	1,250
Restricted Stock Unit <sup>(3)</sup>	\$ 0	01/15/2015		M		<sup>(6)</sup>	08/18/2018	Class B Common Stock <sup>(5)</sup>	312
Class B Common Stock	<sup>(5)</sup>	01/15/2015		M	312	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	312
Class B Common Stock	<sup>(5)</sup>	01/15/2015		C	312	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	312
Restricted Stock Unit <sup>(7)</sup>	\$ 0	01/15/2015		M		<sup>(8)</sup>	06/08/2019	Class A Common Stock	6,250

