

ZYNGA INC  
Form 4  
March 01, 2016

**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 \*  
**GIBEAU FRANK D**

(Last) (First) (Middle)

**C/O ZYNGA INC., 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)  
**02/29/2016**

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)

Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit (RSU)	(1)	02/29/2016		A			8,098,592		(2)	02/28/2023	Class A Common Stock	8,098,592
Stock Option (Right to Buy)	(3)	02/29/2016(4)		A			5,000,000		(5)	03/03/2026	Class A Common Stock	5,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBEAU FRANK D C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103	X		Chief Executive Officer	

## Signatures

/s/ David Cohen as attorney-in-fact for Frank Gibeau 03/01/2016

\_\_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) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon vest.
- (2) The RSUs vest as follows: 5% of the RSUs vest on June 15, 2016, and each subsequent 5% of the RSUs vest every three months thereafter until fully vested, subject to continued service to the Issuer through each vesting date.
- (3) The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock as quoted on the NASDAQ Stock Market on March 4, 2016.
- (4) Pursuant to Mr. Gibeau's offer letter with the Issuer, which was entered into on February 29, 2016, Mr. Gibeau will receive an option to purchase 5,000,000 shares of the Company's Class A common stock. The grant of these options will be effective on March 4, 2016.
- (5) The stock options vest as follows: 5% of the stock option vests on June 15, 2016, and each subsequent 5% of the stock option vests every three months thereafter until fully vested, 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. 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.