

ZYNGA INC
Form 4
July 17, 2013

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 *
Mattrick Donald A.

(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)
07/15/2013

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.

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.

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	Ⓛ	07/15/2013	A	8,928,571					Ⓜ	07/15/2020	Class A Common Stock	8,928,571
Restricted Stock Unit	Ⓛ	07/15/2013	A	1,785,714					Ⓜ	07/15/2020	Class A Common Stock	1,785,714
Employee Stock Option (right to buy)	\$ 3.55	07/15/2013	A	7,357,143					Ⓜ	07/15/2023	Class A Common Stock	7,357,143

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mattrick Donald A. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103	X		Chief Executive Officer	

Signatures

/s/ Don A. Mattrick
07/17/2013

**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 restricted stock unit represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon vest. Vests as follows: (i) 45.32% vests on the first anniversary of July 8, 2013 (the "Start Date"), (ii) an additional 45.32% shall vest on the day prior to the 2015 annual meeting of the Company's stockholders, and (iii) 9.36% on the third anniversary of the Start Date, subject to continued service to the Issuer through each such vesting date. The award shall be eligible for accelerated vesting under Section 7 of that certain Offer Letter, dated as of June 30, 2013, between Don A. Mattrick and the Company, and under the terms and conditions set forth in the Zynga Inc. Change in Control Severance Benefit Plan, whichever is more favorable.
- (2) Vests as follows: (i) 60% vests the third anniversary of the Start Date, (ii) an additional 20% shall vest on the fourth anniversary of the Start Date, and (iii) 20% on the fifth anniversary of the Start Date, subject to continued service to the Issuer through each such vesting date. The award shall be eligible for accelerated vesting under Section 7 of that certain Offer Letter, dated as of June 30, 2013, between Don A. Mattrick and the Company, and under the terms and conditions set forth in the Zynga Inc. Change in Control Severance Benefit Plan, whichever is more favorable.

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.