

ZYNGA INC
Form 4
February 23, 2015

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 *
Downie Clive

(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)
02/19/2015

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)
Chief Operating 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Class A Common Stock	02/19/2015		M	30,000 A	\$ 0 134,990	D	

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)

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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)
Restricted Stock Unit (RSU) ⁽¹⁾	\$ 0	02/19/2015		A	200,000	(2)(3) 03/13/2021	Class A Common Stock
Restricted Stock Unit (RSU) ⁽¹⁾	\$ 0	02/19/2015		M	30,000	(2)(3)(4) 03/13/2021	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downie Clive 699 8TH STREET SAN FRANCISCO, CA 94103			Chief Operating Officer	

Signatures

/s/ Sara Stapleton, as attorney-in-fact for Clive Downie 02/23/2015

**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.
The RSUs were subject to a performance-based vesting condition designed to qualify such award as tax-deductible compensation under Section 162(m)(4)(c) of the Internal Revenue Code. If the Issuer does not satisfy the performance-based condition, none of the RSUs shall vest. Upon satisfaction of the performance-based condition, 15% of the RSUs will vest on the later of the date in which the
 - (2) Compensation Committee of the Issuer determines that the performance-based condition has been met and the anniversary of the vesting commencement date of February 15, 2014, 20% of the RSUs will vest on the second anniversary of the vesting commencement date, 25% of the RSUs will vest on the third anniversary of the vesting commencement date and 40% of the RSUs will vest on the fourth anniversary of the vesting commencement date, subject to continued service to the Issuer through each such date.
 - (3) The RSUs were granted to the Reporting Person on March 14, 2014 and the Compensation Committee of the Issuer certified that the performance-based condition was met on February 19, 2015.
 - (4) On February 19, 2015, the date of the Issuer's Compensation Committee meeting, the performance-based condition for vesting was met, at which time the RSU was issued. Because the first possible vesting date had passed, the initial tranche of RSUs immediately vested.

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.