

ZYNGA INC

Form 4

February 23, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	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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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	8. Amount of Shares Acquired or Disposed
Restricted Stock Unit (RSU) ⁽¹⁾	\$ 0	02/19/2015		A	200,000	<u>(2)(3)</u> 03/13/2021	Class A Common Stock	20
Restricted Stock Unit (RSU) ⁽¹⁾	\$ 0	02/19/2015		M	30,000	<u>(2)(3)(4)</u> 03/13/2021	Class A Common Stock	30

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.

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