ZYNGA INC Form 4 July 09, 2014

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mattrick Donald A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

ZYNGA INC [ZNGA]

(Check all applicable)

C/O ZYNGA INC. 699 EIGHTH

(Street)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 07/08/2014

_X__ Director 10% Owner X_ Officer (give title Other (specify below) below)

STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

Person

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94103

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect Beneficial

(Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or

Beneficially Form: Owned Direct (D) Following or Indirect Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

D

Code V Amount

M

\$0 4,046,428 Α

Price

(D)

D 4,046,428

Common Stock

Stock

Class A

Class A Common 07/09/2014

07/08/2014

2,145,315 S (1)

\$ D 3.02 1.901.113 (2)

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

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SEC 1474 (9-02)

Ownership

(Instr. 4)

1

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
	Security			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Restricted Stock Unit	(3)	07/08/2014		M	4,046,428	<u>(4)</u>	07/15/2020	Class A Common Stock	4,046

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mattrick Donald A.

C/O ZYNGA INC. 699 EIGHTH STREET X Chief Executive Officer SAN FRANCISCO, CA 94103

Signatures

/s/ Yanira Wong, attorney-in-fact for Don A.

Mattrick

07/09/2014

**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).
- Represents the number of shares required to be sold to cover the statutory tax withholding obligations in connection with the vesting of the restricted stock units (the "RSUs") listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
- The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares (2) sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.
 - Vests as follows: (i) 45.32% vested 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% shall vest on the third anniversary of the Start Date,
- (4) 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.

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