

PINCUS MARK J
Form 4
March 29, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PINCUS MARK J

2. Issuer Name and Ticker or Trading Symbol
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2019

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

C/O ZYNGA INC., 699 EIGHTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Class A Common Stock	03/27/2019		M		1,066,666 A \$ 0.1707	(1)	D
Class A Common Stock	03/27/2019		S(2)		586,800 D \$ 5.23(3)		D
Class A Common Stock	03/28/2019		M		1,066,667 A \$ 0.1707		D
Class A Common	03/28/2019		S(2)		586,800 D \$ 5.22(4)		D

Stock								
Class A Common Stock	03/29/2019		M	1,066,667	A	\$ 0.1707	37,141,265	D
Class A Common Stock	03/29/2019		S ⁽²⁾	587,005	D	\$ 5.28 <u>(5)</u>	36,554,260	D
Class A Common Stock							27,765,634	I
								See footnote <u>(6)</u>

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 (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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 0.1707	03/27/2019		M	1,066,666	04/30/2009 04/30/2019	Class A Common Stock	1,066,666	
Stock Option (Right to Buy)	\$ 0.1707	03/28/2019		M	1,066,667	04/30/2009 04/30/2019	Class A Common Stock	1,066,667	
Stock Option (Right to Buy)	\$ 0.1707	03/29/2019		M	1,066,667	04/30/2009 04/30/2019	Class A Common Stock	1,066,667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PINCUS MARK J
C/O ZYNGA INC.
699 EIGHTH STREET
SAN FRANCISCO, CA 94103

X

Signatures

/s/ Matt Tolland, as attorney-in-fact for Mark
Pincus

03/29/2019

__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) The reported amount reflects the reporting person's charitable donation of 1,000,000 shares of Class A common stock.
- (2) The transaction was effected pursuant to a Rule 10b5-1 plan.

(3) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.18 to \$5.34, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.17 to \$5.275, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.21 to \$5.355, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.

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.