

ZYNGA INC
Form 4
July 17, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Matrnick 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 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	(D)	Price

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)

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 Securities (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	<u>(1)</u>	07/15/2013		A			8,928,571		<u>(2)</u>	07/15/2020	Class A Common Stock	8,928
Restricted Stock Unit	<u>(1)</u>	07/15/2013		A			1,785,714		<u>(3)</u>	07/15/2020	Class A Common Stock	1,785
Employee Stock Option (right to buy)	\$ 3.55	07/15/2013		A			7,357,143		<u>(3)</u>	07/15/2023	Class A Common Stock	7,357

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

(2) 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.

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

(3) 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.

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