ZYNGA INC Form 4/A June 20, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Adda Shah Devang	ress of Report	ing Person *	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	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
699 8TH STREET			06/15/2016	X Officer (give title Other (speci below) below) General Counsel, Sec. and VP			
(Street)			4 If A dozt Data Oriainal	,			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check			
			06/17/2016	Applicable Line) _X_ Form filed by One Reporting Person			
SAN FRANCISCO, CA 94103			00/17/2010	Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie order Disposed (Instr. 3, 4	d of (I and 5) (A) or)))	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)
Class A			Code V	Amount	(D)	Price	(,		
Common Stock	06/15/2016		M	6,250	A	<u>(1)</u>	291,702	D	
Class A Common Stock	06/16/2016		S	2,411 (2)	D	\$ 2.6	289,291	D	
Class A Common Stock	06/16/2016		S(3)	218,070	D	\$ 2.5559 (4)	71,221	D	
Class A Common	06/16/2016		S(3)	3,830	D	\$ 2.5562	67,391	D	

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Stock					<u>(4)</u>			
Class A Common Stock	06/16/2016	S(3)	11,493	D	\$ 2.5562 (4)	55,898	D	
Class A Common Stock	06/16/2016	S(3)	1,042	D	\$ 2.5562 (4)	54,856	D	
Class A Common Stock	06/16/2016	S(3)	3,911	D	\$ 2.5562 (4)	50,945	D	
Class A Common Stock	06/16/2016	S(3)	1,303	D	\$ 2.5562 (4)	49,642	D	
Class A Common Stock	06/16/2016	S(3)	19,156	D	\$ 2.5562 (4)	30,486	D	
Class A Common Stock	06/17/2016	S(3)	2,687	D	\$ 2.54	27,799	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)

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. Transactic Code (Instr. 8)	5. Number proof 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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	06/15/2016		M	6,250	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	6,250	\$

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shah Devang 699 8TH STREET SAN FRANCISCO, CA 94103

General Counsel, Sec. and VP

Signatures

/s/ Lane Verlenden as attorney-in-fact for Devang Shah

06/20/2016

**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.
- (2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units listed in Table II.
- (3) The transaction was effected pursuant to a Rule 10b5-1 plan.
- The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.52 to \$2.62 per share, 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).
- Vests as follows: 25% of the total shares underlying the restricted stock unit vest on December 15, 2014. The remaining shares vest, in equal quarterly installments of 1/16th of the grant amount thereafter, subject to continued service to the Issuer through each vesting date.

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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