ZYNGA INC Form 4 February 19, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shah Devang Issuer Symbol ZYNGA INC [ZNGA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title . 699 8TH STREET 02/15/2014 below) General Counsel, Sec. and VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN FRANCISCO, CA 94103 Person

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | Secui | ities Acqui | red, Disposed of | or Beneficial | ly Owned |
|--------------------------------------|---|---|--|--|--------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit our Dispos (Instr. 3, | sed of | (D) | 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 Common Stock | 02/15/2014 | | С | 9,375 | A | \$ 0 | 88,670 | D | |
| Class A Common Stock | 02/15/2014 | | C | 12,500 | A | \$ 0 | 101,170 | D | |
| Class A Common Stock | 02/18/2014 | | S | 3,560 (1) | D | \$ 5.0618 | 97,610 | D | |
| Class A Common | 02/18/2014 | | S | 4,475 (1) | A | \$ 5.0516 | 93,135 | D | |

Stock

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. Transaction Code (Instr. 8) | | | 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 or Number of Shares |
| Restricted Stock Unit | \$ 0 | 02/15/2014 | | M | | 9,375 | (2) | 02/15/2020 | Class A Common Stock | 9,375 |
| Restricted Stock Unit | \$ 0 | 02/15/2014 | | M | | 12,500 | (3) | 04/14/2020 | Class A Common Stock | 12,500 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shah Devang

699 8TH STREET General Counsel, Sec. and VP

SAN FRANCISCO, CA 94103

Signatures

/s/ Yanira Wong, as attorney-in-fact for Devang
Shah
02/19/2014

**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).
- (1) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II.

Reporting Owners 2

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- (2) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on November 15, 2013. 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.
- (3) Vests as follows: 25% of the total shares underlying the restricted stock unit vested on February 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.