

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**
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ISSUER

ZYNGA INC

CIK: [1439404](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7374** Computer processing & data preparation

Mailing Address

699 EIGHTH STREET
SAN FRANCISCO CA 94103

Business Address

699 EIGHTH STREET
SAN FRANCISCO CA 94103
800-762-2530

REPORTING OWNER

LEE CADIR B

CIK: [1133934](#)
Type: **4** | Act: **34** | File No.: [001-35375](#) | Film No.: **13526379**

Mailing Address

C/O ZYNGA INC.
699 EIGHTH STREET
SAN FRANCISCO CA 94103

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person LEE CADIR B			2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP, CTO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013			
C/O ZYNGA INC., 699 EIGHTH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/09/2013		C		50,000	A	(1)	652,270	D	
Class A Common Stock	01/09/2013		I		50,000	D	\$2.4835 (2)	602,270	D	
Class A Common Stock	01/09/2013		C		26	A	(1)	602,296	D	
Class A Common Stock	01/10/2013		I		15 (3)	D	\$2.49	602,281	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$0.1282	01/09/2013		M		50,000		(4)	11/19/2018	Class B Common Stock (1)	50,000	\$ 0	4,996,458	D	
Class B Common Stock	(1)	01/09/2013		M		50,000		(1)	(1)	Class A Common Stock	50,000	\$ 0	153,555	D	

Class B Common Stock	(1)	01/09/2013		<u>C</u>		50,000	(1)	(1)	Class A Common Stock	50,000	\$ 0	103,555	D	
Restricted Stock Unit	\$ 0	01/09/2013		<u>M</u>		26	(5)	03/09/2018	Class B Common Stock	26	\$ 0	260	D	
Class B Common Stock	(1)	01/09/2013		<u>M</u>	26		(1)	(1)	Class A Common Stock	26	\$ 0	103,581	D	
Class B Common Stock	(1)	01/09/2013		<u>C</u>		26	(1)	(1)	Class A Common Stock	26	\$ 0	103,555	D	

Explanation of Responses:

1. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value (subject to certain exceptions) or (ii) in the event of death of the Reporting Person.
2. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares 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. The transaction was effected pursuant to a Rule 10b5-1 plan dated March 6, 2012.
3. Represents the number of shares sold to cover tax withholding in connection with the vesting of restricted stock units (the "RSUs") listed in Table II. The transaction was effected pursuant to a Rule 10b5-1 plan dated March 6, 2012.
4. Vests as follows: 1/4th of the shares subject to the option vested on November 17, 2009 and 1/48th of the shares vest on the first day of each succeeding month thereafter, subject to continued service to the Issuer through each vesting date.
5. Vests as follows: 1/32nd of the total shares underlying the RSU vested on April 9, 2011 and 1/32nd of the total shares vest each month thereafter for 31 months, subject to continued service to the Issuer through each vesting date.

Signatures

/s/ Sara Stapleton as power of attorney for Cadir Lee

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.