

Ryan Jeffrey Miles
Form 4
March 19, 2019

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 *
Ryan Jeffrey Miles

(Last) (First) (Middle)

C/O ZYNGA INC. 699 8TH
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)
03/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief People Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/15/2019		M		56,250	A	<u>(1)</u>	57,970	D
Class A Common Stock	03/15/2019		F		<u>19,452</u> ⁽²⁾	D	\$ 5.37	38,518	D
Class A Common Stock	03/19/2019		S <u>(3)</u>		36,798	D	\$ 5.35	1,720	D

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Nu Sha
Restricted Stock Unit	<u>(1)</u>	03/15/2019		M	56,250	<u>(4)</u> 12/15/2024	Class A Common Stock 50
Stock Option (Right to Buy)	\$ 5.37 <u>(5)</u>	03/15/2019		A	290,456	<u>(6)</u> 03/15/2029	Class A Common Stock 29
Restricted Stock Unit	<u>(1)</u>	03/15/2019		A	139,442	<u>(6)</u> 03/15/2026	Class A Common Stock 13

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Jeffrey Miles C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103			Chief People Officer	

Signatures

/s/ Matt Tolland, as attorney-in-fact for Jeffrey M.
Ryan

03/19/2019

__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) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.

(2) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.

(3) The transaction was effected pursuant to a Rule 10b5-1 plan.

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- (4) Vests as follows: 25% of the shares subject to the award vested on December 15, 2018, and 6.25% of the shares subject to the award will vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.
- (5) The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on March 15, 2019 (as quoted on the NASDAQ Stock Market).
- (6) Vests as follows: 25% of the shares subject to the award will vest on March 15, 2020, and 6.25% of the shares subject to the award vest quarterly 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.

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