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ZYNGA INC

Reported by

CHIANG STEVEN T.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 04/30/12 for the Period Ending 04/18/12

Address	699 EIGHTH STREET SAN FRANCISCO, CA 94103
Telephone	800-762-2530
CIK	0001439404
Symbol	ZNGA
SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Chiang Steven T.	**4/18/2012**	**ZYNGA INC [ZNGA]**
(Last) (First) (Middle) **C/O ZYNGA INC., 699 EIGHTH STREET**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___ **X** ___ Officer (give title below) _____ Other (specify below) **Executive VP, Games /**	
(Street) **SAN FRANCISCO, CA 94103** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	**112851**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	(1) (2)	**4/15/2017**	**Class B Common Stock** (3)	**800000**	**$0.00**	**D**	
Restricted Stock Unit	(4) (5)	**4/15/2017**	**Class B Common Stock** (3)	**1600000**	**$0.00**	**D**	
Class B Common Stock	(3)	(3)	**Class A Common Stock**	**252480**	**$0.00**	**D**	

Explanation of Responses:

(1) Represents RSUs that were granted on April 15, 2010. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied on December 15,2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the Issuer's initial public offering (the "IPO").

(2) 100% of the shares underlying the restricted stock unit (the "RSU") will vest on March 15, 2015, subject to continued service to the Issuer through the vesting date.

(3) 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.

(4) Represents RSUs that were granted on April 15, 2010. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied, and a portion of the RSUs became vested, on December 15,2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.

(5) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on March 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiang Steven T. **C/O ZYNGA INC.** **699 EIGHTH STREET** **SAN FRANCISCO, CA 94103**			**Executive VP, Games**	

Signatures

/s/ Steven T. Chiang — **4/24/2012**

** Signature of Reporting Person — 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 5(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 control number.

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Reginald D. Davis, Chrystal Menard, Devang Shah, Karyn Smith, Sara Stapleton, Mark Vranesh and David M. Wehner as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Zynga Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of April, 2012.

/s/ Steven T. Chiang
Steven T. Chiang