

ZYNGA INC
Reported by
SIMINOFF ELLEN F

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/03/17 for the Period Ending 05/01/17

Address 699 EIGHTH STREET
SAN FRANCISCO, CA 94103
Telephone 800-762-2530
CIK 0001439404
Symbol ZNGA
Fiscal Year 12/31

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Siminoff Ellen F (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/1/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/1/2017		M		19084	A	(1)	177057	D	
Class A Common Stock	5/1/2017		S (2)		12000	D	\$2.91 (3)	165057	D	
Class A Common Stock								246786	I	By the D&E Living Trust (4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Amount or Number of Shares				
Restricted Stock Unit	(1)	5/1/2017		M		19084		(5)	6/9/2023	Class A Common Stock	19084	\$0.00	0	D	
Restricted Stock Unit	(1)	5/1/2017		M		69686		(6)	5/1/2024	Class A Common Stock	69686	\$0.00	69686	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- (2) The transaction was effected pursuant to a Rule 10b5-1 plan.
- (3) The reported price in column 4 is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$2.89 to \$2.925 per share. 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) Shares held directly by the D&E Living Trust. The Reporting Person and David Siminoff serve as co-trustees and retain voting and dispositive power with respect to the shares held by the D&E Living Trust.
- (5) Vests as follows: 25% of the restricted stock units vest on each of September 9, 2016, December 9, 2016, and March 9, 2017 and 25% of the restricted stock units vest on the earlier of June 9, 2017 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.
- (6) Vests as follows: 25% of the restricted stock units vest on each of August 1, 2017, November 1, 2017, and February 1, 2018, and 25% of the restricted stock units vest on the earlier of May 1, 2018 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siminoff Ellen F				

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

/s/ Lane Verlenden as power of attorney for Ellen F. Siminoff

5/3/2017

**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 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 control number.