

**ZYNGA INC**  
Reported by  
**BUCKLEY JEFFREY**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/16/17 for the Period Ending 06/15/17

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 Internet Services  
Sector Technology  
Fiscal Year 12/31

# FORM 4

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

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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 - *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Buckley Jeffrey</b>		<b>ZYNGA INC [ ZNGA ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Accounting Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O ZYNGA INC., 699 8TH STREET</b>		<b>6/15/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SAN FRANCISCO, CA 94103</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	6/15/2017		M		12500	A	(1)	58871	D	
Class A Common Stock	6/15/2017		F		4698 (2)	D	\$3.65	54173	D	

**Table II - Derivative Securities 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. 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)	6/15/2017		M		12500		(3)	12/15/2022	Class A Common Stock	12500	\$0.00	25000	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 vesting.
- (2) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.
- (3) Vests as follows: 12.5% of the restricted stock units vested on March 15, 2016, with an additional 12.5% of the restricted stock units vesting quarterly thereafter until fully vested, subject to continued service to the Issuer through each vesting date.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Buckley Jeffrey</b> <b>C/O ZYNGA INC.</b> <b>699 8TH STREET</b> <b>SAN FRANCISCO, CA 94103</b>			<b>Chief Accounting Officer</b>	

### Signatures

/s/ Lane Verlenden as attorney-in-fact for Jeffrey Buckley

6/16/2017

\*\*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.

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