

# ZYNGA INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/05/17

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

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ZYNGA INC.**  
(Exact name of Zynga as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**42-1733483**  
(I.R.S. Employer  
Identification No.)

**699 Eighth Street  
San Francisco, CA 94103  
(855) 449-9642**  
(Address of principal executive offices) (Zip code)

**2011 Equity Incentive Plan  
2011 Employee Stock Purchase Plan**  
(Full title of the plan)

**Gerard Griffin  
Zynga Inc.  
699 Eighth Street  
San Francisco, CA 94103  
(855) 449-9642**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copies to:*

**Legal Department  
Zynga Inc.  
699 Eighth Street  
San Francisco, CA 94103  
(855) 449-9642**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Small reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$0.00000625 par value per share				
2011 Equity Incentive Plan	35,473,990 <sup>(2)</sup>	\$ 2.875 <sup>(3)</sup>	\$ 101,987,721.25 <sup>(3)</sup>	\$ 11,820.38
2011 Employee Stock Purchase Plan	17,736,995 <sup>(4)</sup>	\$ 2.44375 <sup>(5)</sup>	\$ 43,344,781.53 <sup>(5)</sup>	\$ 5,023.66
<b>TOTAL:</b>	<b>53,210,985</b>	<b>N/A</b>	<b>\$ 145,332,502.78</b>	<b>\$ 16,844.04</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of the Class A common stock, \$0.00000625 par value per share (the "Class A Common Stock"), of Zynga Inc. ("Zynga" or the "Registrant") that become issuable under the 2011 Equity Incentive Plan, as amended on June 11, 2015 (the "2011 Plan") and/or 2011 Employee Stock Purchase Plan, as amended on August 15, 2012 (the "2011 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction that affects the Class A Common Stock.
- (2) Represents shares of Class A Common Stock that were automatically added to the shares authorized for issuance under the 2011 Plan on January 1, 2017 pursuant to an "evergreen" provision contained in the 2011 Plan. Pursuant to such provision, on January 1st of each year commencing in 2012 and continuing through and including January 1, 2021, the number of shares authorized for issuance under the 2011 Plan is automatically increased by four percent (4%) of the aggregate number of shares of Zynga's capital stock outstanding on December 31st of the preceding calendar year, or such lesser number of shares that may be determined by Zynga's Board of Directors.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee based on a per share price of \$2.875, the average of the high and low prices of the Class A Common Stock on April 28, 2017, as reported on the NASDAQ Global Select Market.
- (4) Represents shares of Class A Common Stock that were automatically added to the shares authorized for issuance under the 2011 ESPP on January 1, 2017 pursuant to an "evergreen" provision contained in the 2011 ESPP. Pursuant to such provision, on January 1st of each year commencing in 2012 and continuing through and including January 1, 2021, the number of shares authorized for issuance under the 2011 ESPP is automatically increased by the lesser of (i) two percent (2%) of the aggregate number of shares of Zynga's capital stock outstanding on December 31st of the preceding calendar year, (ii) 25,000,000 shares of Class A Common Stock, or (iii) such lesser number of shares that may be determined by Zynga's Board of Directors.
- (5) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee based on 85% of a per share price of \$2.875, the average of the high and low prices of the Class A Common Stock on April 28, 2017, as reported on the NASDAQ Global Select Market. Pursuant to the 2011 ESPP, which plan is incorporated by reference herein, the purchase price of the shares of Class A Common Stock to be issued thereunder will be 85% of the lower of the fair market value of the Class A Common Stock on the first trading day of the offering period or on the applicable purchase date.

## EXPLANATORY NOTE

Zynga is filing this Registration Statement for the purpose of registering (i) an additional 35,473,990 shares of Class A Common Stock to be issued pursuant to the 2011 Plan and (ii) an additional 17,736,995 shares of Class A Common Stock to be issued pursuant to the 2011 ESPP. These shares being registered pursuant to this Registration Statement are the same class as other securities for which earlier registration statements relating to the 2011 Plan and the 2011 ESPP were filed with the Securities and Exchange Commission (the "SEC") on December 15, 2011 (File No. 333-178529), August 17, 2012 (File No. 333-183406), May 2, 2013 (File No. 333-188282), November 7, 2014 (File No. 333-199959), August 7, 2015 (File No. 333-206185) and May 6, 2016 (File No. 333-211201) (collectively, the "Prior Registration Statements"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Zynga with the SEC are incorporated by reference into this Registration Statement:

- Zynga's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 17, 2017;
- Zynga's Quarterly Report on Form 10-Q filed with the SEC on May 5, 2017;
- Zynga's Current Reports on Form 8-K filed with the SEC on April 14, 2017, May 3, 2017 and May 4, 2017; and
- The description of the Zynga's Class A common stock which is contained in Zynga's Registration Statement on Form 8-A filed on December 9, 2011 under the Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Zynga pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of Zynga or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) "furnished" but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### ITEM 8.

#### EXHIBITS

Exhibit No.	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit/Appendix	Filing Date	
3.1	<a href="#">Seventeenth Amended and Restated Certificate of Incorporation of Zynga Inc.</a>	8-K	001-35375	3.1	6/13/2014	
3.2	<a href="#">Second Amended and Restated Bylaws of Zynga Inc.</a>	8-K	001-35375	3.1	3/1/2016	
4.1	<a href="#">Form of Zynga Inc. Class A Common Stock Certificate.</a>	S-1/A	333-175298	4.1	11/4/2011	
4.2	<a href="#">Zynga Inc. 2011 Equity Incentive Plan, as amended on June 11, 2015.</a>	DEF 14A	001-35375	A	4/28/2015	
4.3	<a href="#">Forms of Stock Option Grant Notice and Stock Option Agreement under Zynga Inc. 2011 Equity Incentive Plan.</a>	S-1/A	333-175298	10.5	11/17/2011	
4.4	<a href="#">Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under Zynga Inc. 2011 Equity Incentive Plan.</a>	10-Q	333-35375	10.3	05/08/2012	
4.5	<a href="#">Form of Performance Award Agreement under Zynga Inc. 2011 Equity Incentive Plan.</a>	8-K	001-35375	10.1	03/14/2014	
4.6	<a href="#">Zynga Inc. 2011 Employee Stock Purchase Plan, as amended on August 15, 2012.</a>	S-8	333-206185	4.6	08/06/2015	
5.1	Opinion of Legal Counsel.					X
23.1	Consent of Legal Counsel (included in Exhibit 5.1).					X
23.2	Consent of Independent Registered Public Accounting Firm.					X
24.1	<a href="#">Power of Attorney (included after the signature page of this Form S-8).</a>					X

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on May 5, 2017.

**ZYNGA INC.**

By: /s/ Frank Gibeau  
Frank Gibeau  
Chief Executive Officer

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Frank Gibeau and Gerard Griffin, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Frank Gibeau</u> Frank Gibeau	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 3, 2017
<u>/s/ Mark Pincus</u> Mark Pincus	Director and Executive Chairman	May 4, 2017
<u>/s/ Regina E. Dugan</u> Regina E. Dugan	Director	May 5, 2017
<u>/s/ William "Bing" Gordon</u> William "Bing" Gordon	Director	May 3, 2017
<u>/s/ Louis J. Lavigne, Jr.</u> Louis J. Lavigne, Jr.	Director	May 3, 2017
<u>/s/ Ellen F. Siminoff</u> Ellen F. Siminoff	Director	May 3, 2017
<u>/s/ Carol G. Mills</u> Carol G. Mills	Director	May 3, 2017
<u>/s/ Janice M. Roberts</u> Janice M. Roberts	Director	May 4, 2017

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Frank Gibeau and Gerard Griffin, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerard Griffin</u> Gerard Griffin	Chief Financial Officer <i>(Principal Financial Officer)</i>	May 4, 2017
<u>/s/ Jeffrey Buckley</u> Jeffrey Buckley	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	May 5, 2017



Gibson, Dunn &amp; Crutcher LLP

1881 Page Mill Road  
Palo Alto, CA 94304-1211  
Tel 650.849.5300  
www.gibsondunn.com

MAY 5, 2017

Zynga Inc.  
699 Eighth Street  
SAN FRANCISCO, CA 94103Re: Zynga Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Zynga Inc., a Delaware corporation (the "Company") filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to (a) 35,473,990 shares of the Company's Class A common stock, par value \$0.00000625 per share (the "Class A Common Stock"), issuable to eligible individuals under the Company's 2011 Equity Incentive Plan, as amended (the "2011 Plan") and (b) 17,736,995 shares of Class A Common Stock issuable to eligible individuals under the Company's 2011 Employee Stock Purchase Plan, as amended (the "2011 ESPP," and together with the 2011 Plan, the "Plans").

We have examined the Plans and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Class A Common Stock issuable under the Plans, when issued and sold in accordance with the terms of the respective Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/Gibson, Dunn & Crutcher LLP

Gibson, Dunn & Crutcher LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc., of our reports dated February 17, 2017, with respect to the consolidated financial statements and schedule of Zynga Inc. and the effectiveness of internal control over financial reporting of Zynga Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
May 5, 2017