

ZYNGA INC
Reported by
BUCKLEY JEFFREY

FORM 4
(Statement of Changes in Beneficial Ownership)

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

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**

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

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				
Stock Option (Right to Buy)	(1)	5/3/2017 (2)		A		100000		(3)	5/15/2027	Class A Common Stock	100000	\$0.00	100000	D	
Restricted Stock Unit	(4)	5/3/2017 (5)		A		300000		(6)	5/15/2024	Class A Common Stock	300000	\$0.00	300000	D	

Explanation of Responses:

- The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on May 15, 2017 (as quoted on the NASDAQ Stock Market).
- Pursuant to Mr. Buckley's promotion letter with the Issuer, Mr. Buckley will receive stock options to purchase 100,000 shares of the Issuer's Class A common stock. The grant of these stock options will be effective on May 15, 2017.
- Vests as follows: 25% of the stock options vest on May 15, 2018, with an additional 6.25% of the stock options vesting quarterly thereafter until fully vested, subject to continued service to the Issuer through each vesting date.
- Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- Pursuant to Mr. Buckley's promotion letter with the Issuer, Mr. Buckley will receive a grant of 300,000 restricted stock units. The grant of these restricted stock units will be effective on May 15, 2017.
- Vests as follows: 25% of the restricted stock units vest on May 15, 2018, with an additional 6.25% 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
Buckley Jeffrey C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer	

Signatures

/s/ by Lane Verlenden as power of attorney for Jeff Buckley

5/5/2017

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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