

ZYNGA INC  
Form 4  
March 10, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DOERR L JOHN**

(Last) (First) (Middle)

**2750 SAND HILL ROAD**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ZYNGA INC [ZNGA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/09/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock	03/09/2017		M	19,084 A	1,285,674	D	
Class A Common Stock					20,679	I	By 2750 Sand Hill Associates II, LLC <sup>(2)</sup>
Class A Common Stock					9,548,249	I	By Clarus, LLC <sup>(3)</sup>
Class A Common					23,563	I	By Meja, LLC <sup>(4)</sup>

# Edgar Filing: ZYNGA INC - Form 4

Stock

Class A  
Common  
Stock

11,785

I

By Rolou,  
LLC <sup>(5)</sup>

Class A  
Common  
Stock

32,671

I

By Portico  
Ventures  
LLC <sup>(6)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	03/09/2017		M		19,084		(7)	06/09/2023	Class A Common Stock	19,084

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOERR L JOHN 2750 SAND HILL ROAD MENLO PARK, CA 94025			X	

## Signatures

/s/ Devang Shah as power of attorney for L. John  
Doerr

03/10/2017

                     \*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (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 Reporting Person is the manager of 2750 Sand Hill Associates II, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) The Reporting Person is the manager of Clarus, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) The Reporting Person is the manager of Meja, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) The Reporting Person is the manager of Rolou, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) The Reporting Person is the manager of Portico Ventures, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

The restricted stock units vest as follows: 25% of the restricted stock units vest on September 9, 2016, 25% of the restricted stock units

- (7) vest on December 9, 2016, 25% of the restricted stock units vest on 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.

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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