

GORDON WILLIAM B  
 Form 4  
 April 27, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GORDON WILLIAM B**

(Last) (First) (Middle)

**C/O KLEINER PERKINS  
 CAUFIELD BYERS, 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)  
**04/26/2018**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	04/26/2018		M	7,006	A	909,295	D

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Restricted Stock Unit	(1)	04/26/2018		M	7,006	(2) 05/01/2024	Class A Common Stock	7,006
Restricted Stock Unit	(1)	04/26/2018		A	58,139	(4) 04/26/2025	Class A Common Stock	58,139

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GORDON WILLIAM B  
C/O KLEINER PERKINS CAUFIELD BYERS  
2750 SAND HILL ROAD  
MENLO PARK, CA 94025

X

## Signatures

/s/ Matt Tolland, attorney-in-fact for William B. Gordon

04/27/2018

\_\_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. 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 shares 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.
- (2) Reporting Person and Issuer mutually agreed to cancel the remaining 27,837 shares of Issuer's Class A Common Stock subject to this restricted stock unit award. Vests as follows: 25% of the restricted stock units vest on each of July 26, 2018, October 26, 2018, and January 26, 2019, and 25% of the shares vest on the earlier of April 26, 2019 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.
- (3) Reporting Person and Issuer mutually agreed to cancel the remaining 27,837 shares of Issuer's Class A Common Stock subject to this restricted stock unit award. Vests as follows: 25% of the restricted stock units vest on each of July 26, 2018, October 26, 2018, and January 26, 2019, and 25% of the shares vest on the earlier of April 26, 2019 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.