

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 14, 2020

ZYNGA INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35375
(Commission
File Number)

42-1733483
(IRS Employer
Identification No.)

699 Eighth Street
San Francisco, CA 94103
(Address of Principal Executive Offices)

94103
(Zip Code)

Registrant's Telephone Number, Including Area Code: (855) 449-9642

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock	ZNGA	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Election of Directors.

On July 14, 2020, the Board of Directors (the “**Board**”) of Zynga Inc. (“**Zynga**”) increased the number of directors of Zynga from eight to nine and elected, upon the recommendation of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board, Noel Watson to serve as a member of the Board until his successor is duly elected and qualified, or until his respective earlier death, resignation or removal. Upon election to the Board and upon the recommendation of the Nominating Committee, Mr. Watson was appointed to the Audit Committee of the Board.

In accordance with Zynga’s current program for compensation of non-employee directors which was filed as Exhibit 10.11 to Zynga’s Annual Report on Form 10-K filed on February 28, 2020 and incorporated by reference herein, Mr. Watson will be entitled to receive compensation for his service as a member of the Board and committees thereof.

There are no arrangements or understandings between Mr. Watson and any other persons pursuant to which he was elected as a director of Zynga. There are no family relationships between Mr. Watson and any director, executive officer, or any person nominated or chosen by Zynga to become a director or executive officer. Mr. Watson is not a party to any current or proposed transaction with Zynga for which disclosure is required under Item 404(a) of Regulation S-K.

Zynga will also enter into its standard form of indemnification agreement separately with Mr. Watson.

Item 7.01 Regulation FD Disclosure.

On July 16, 2020, Zynga issued a press release relating to the new director election. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1*+	Press release, dated July 16, 2020.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

* Filed herewith.

+ This exhibit shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ZYNGA INC.

Date: July 16, 2020

By: /s/ Phuong Y. Phillips

Phuong Y. Phillips

Chief Legal Officer and Secretary

Zynga Appoints Noel Watson to Board of Directors

SAN FRANCISCO, July 16, 2020 (Business Wire) -- Zynga Inc. (Nasdaq:ZNGA), a global leader in interactive entertainment, today announced that Noel Watson, Chief Financial Officer at TrueCar Inc., joined the company's Board as an independent director. A skilled executive with a wealth of experience in building digital services and leading teams, Noel Watson becomes the ninth member of Zynga's Board of Directors.

"Noel brings to Zynga more than 20 years of successful financial and operating leadership," said Frank Gibeau, Chief Executive Officer at Zynga. "His extensive experience with high growth digital services and strong track record with mergers and acquisitions will be powerful additions to our company. We are excited to welcome Noel to Zynga's Board of Directors and Audit Committee."

Mr. Watson joined TrueCar Inc., a leading automotive digital marketplace focused on creating the most innovative and efficient experience for car buyers, in 2019 as the company's CFO, leading financial operations including accounting and investor relations. Prior to TrueCar, Mr. Watson held the position of Chief Accounting Officer at TripAdvisor Inc., the world's largest travel platform with over 400 million unique monthly site visitors. He began his career as a certified public accountant at Arthur Andersen LLP and subsequently held management positions at Boston based technology firms ArrAy Inc. and Way Systems prior to joining TripAdvisor in 2006. Mr. Watson holds a bachelor's degree in accounting from Bryant University.

"I am excited to be joining Zynga's Board of Directors during this dynamic period of growth for the company in its mission to connect the world through games," said Noel Watson. "With the increasing penetration and use of mobile phones, and the more than 2.5 billion people globally playing games by the end of 2020, Zynga is incredibly well positioned to be a force in digital entertainment, built around iconic brands and experiences that people love."

"After months of conversation, I could not be more pleased that Noel Watson is joining Zynga's Board of Directors," said Ellen Siminoff, Director and Chair of the Nominating and Governance Committee at Zynga. "With more growth ahead for Zynga, Noel's experience and perspective will be instrumental in our continued success. Noel brings with him a proven ability to lead and execute, and his point of view will be invaluable for our company."

Zynga's distinguished Board members include Frank Gibeau, Regina Dugan, William "Bing" Gordon, Louis Lavigne Jr., Carol Mills, Mark Pincus, Janice Roberts, and Ellen Siminoff. On Zynga's Board, Mr. Watson will serve on the Audit Committee alongside members Louis Lavigne, Jr., Carol Mills, and Ellen Siminoff.

Editor's Note:

Key art and photography assets available for use = <https://bit.ly/ZyngaBODAnnouncement>

About Zynga Inc.

Zynga is a global leader in interactive entertainment with a mission to connect the world through games. To date, more than one billion people have played Zynga's franchises including CSR Racing™, Empires & Puzzles™, Merge Dragons!™, Merge Magic!™, Toon Blast™, Toy Blast™, Words With Friends™ and Zynga Poker™. Zynga's games are available in more than 150 countries and are playable across social platforms and mobile devices worldwide. Founded in 2007, the company is headquartered in San Francisco with locations in the U.S., Canada, U.K., Ireland, India, Turkey and Finland. For more information, visit www.zynga.com or follow Zynga on [Twitter](#), [Instagram](#), [Facebook](#) or the [Zynga blog](#).

Forward-Looking Statements

This press release contains forward-looking statements regarding our expectations related to growth in Zynga's business and the mobile game industry. Forward-looking statements often include words such as "next," "intend," "will," "anticipate," "believe," "ahead," "expect," and statements in the future tense are generally forward-looking. The achievement or success of the matters covered by such forward-looking statements involves significant risks, uncertainties, and assumptions. Undue reliance should not be placed on such forward-looking statements, which are based on information available to us on the date hereof. We assume no obligation to update such statements. More information about these risks, uncertainties, and assumptions are or will be described in greater detail in our public filings with the Securities and Exchange Commission (the "SEC"), copies of which may be obtained by visiting our Investor Relations website at <http://investor.zynga.com> or the SEC's web site at www.sec.gov.

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