

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF 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* <u>PINCUS MARK J</u> (Last) (First) (Middle) C/O ZYNGA INC. 699 EIGHTH STREET (Street) SAN FRANCISCO CA 94103 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2011	3. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, Chief Product Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(1)	11/19/2018	Class B Common Stock ⁽²⁾⁽³⁾	800,000	0.1281	D
Employee Stock Option (right to buy)	(4)	04/30/2019	Class B Common Stock ⁽²⁾⁽³⁾	6,400,000	0.1706	D
Class B Common Stock	(2)(3)	(5)	Class A Common Stock	53,652,912	(2)(3)	D
Class B Common Stock	(2)(3)	(5)	Class A Common Stock	2,767,300	(2)(3)	I See footnote ⁽⁶⁾
Class B Common Stock	(2)(3)	(5)	Class A Common Stock	27,765,634	(2)(3)	I See footnote ⁽⁷⁾
Class B Common Stock	(2)(3)	(5)	Class A Common Stock	350,000	(2)(3)	I See footnote ⁽⁸⁾
Class C Common Stock	(9)(10)	(5)	Class A Common Stock	20,517,472	(9)(10)	D

Explanation of Responses:

- Of the 800,000 shares originally granted on November 19, 2008, 2.0833% of the shares subject to the option vested on January 1, 2009 and 2.0833% of the shares vest on the first day of each succeeding month thereafter, subject to the continued service to the Issuer through each vesting date.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock.
- In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of Mr. Pincus, shares of Class B Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or disability so long as exclusive voting control of his shares of Class B Common Stock is being exercised by a group of voting trustees previously approved by the Issuer's board of directors.
- Of the 6,400,000 shares originally granted, 2.0833% of the shares subject to the option vested on May 31, 2009 and 2.0833% of the shares vest on the first day of each succeeding month thereafter, subject to the continued service to the Issuer through each vesting date.
- Not applicable.
- 1,440,000 shares held directly by Alison Gelb Pincus and 1,327,300 shares held jointly by Mr. and Mrs. Pincus. Mr. Pincus holds shared voting and dispositive power with respect to the shares held jointly.
- Shares held directly by Ogden Enterprises LLC. Mark Pincus serves as Manager and holds shared voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.
- Shares held directly by Digital Sky Technologies Limited. Mark Pincus has voting power pursuant to a voting agreement that will terminate upon the closing of the Issuer's initial public offering.
- Each share of Class C Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class C Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock.

10. In addition, each share of Class C Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of Mr. Pincus, shares of Class C Common Stock held by him or his permitted estate planning entities will convert to Class A Common Stock, provided that the conversion will be deferred for up to nine months following his death or disability so long as exclusive voting control of his shares of Class C Common Stock is being exercised by a group of voting trustees previously approved by the Issuer's board of directors.

Remarks:

/s/ Mark J. Pincus 12/15/2011

** Signature of Reporting Person Date

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 5 (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.

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 Number.