

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**

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* <b>PINCUS MARK J</b>  (Last) (First) (Middle) <b>C/O ZYNGA INC.</b> <b>699 EIGHTH STREET</b>  (Street) <b>SAN FRANCISCO CA 94103</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ZYNGA INC [ ZNGA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/27/2019</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/27/2019		M		1,066,666	A	\$0.1707	36,181,531 <sup>(1)</sup>	D	
Class A Common Stock	03/27/2019		S <sup>(2)</sup>		586,800	D	\$5.23 <sup>(3)</sup>	35,594,731	D	
Class A Common Stock	03/28/2019		M		1,066,667	A	\$0.1707	36,661,398	D	
Class A Common Stock	03/28/2019		S <sup>(2)</sup>		586,800	D	\$5.22 <sup>(4)</sup>	36,074,598	D	
Class A Common Stock	03/29/2019		M		1,066,667	A	\$0.1707	37,141,265	D	
Class A Common Stock	03/29/2019		S <sup>(2)</sup>		587,005	D	\$5.28 <sup>(5)</sup>	36,554,260	D	
Class A Common Stock								27,765,634	I	See footnote <sup>(6)</sup>

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (Right to Buy)	\$0.1707	03/27/2019		M		1,066,666		04/30/2009	04/30/2019	Class A Common Stock	1,066,666	\$0.00	5,333,334	D	
Stock Option (Right to Buy)	\$0.1707	03/28/2019		M		1,066,667		04/30/2009	04/30/2019	Class A Common Stock	1,066,667	\$0.00	4,266,667	D	
Stock Option (Right to Buy)	\$0.1707	03/29/2019		M		1,066,667		04/30/2009	04/30/2019	Class A Common Stock	1,066,667	\$0.00	3,200,000	D	

**Explanation of Responses:**

- The reported amount reflects the reporting person's charitable donation of 1,000,000 shares of Class A common stock.
- The transaction was effected pursuant to a Rule 10b5-1 plan.
- The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.18 to \$5.34, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.17 to \$5.275, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$5.21 to \$5.355, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.

**Remarks:**

/s/ Matt Tolland, as attorney-  
in-fact for Mark Pincus      03/29/2019

\*\* 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 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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