SEC Form 4

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

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

Griffin James Gerard

C/O ZYNGA INC.
699 8TH STREET
SAN FRANCISCO, CA 94103

2. Issuer Name and Ticker or Trading Symbol

ZYNGA INC [ ZNGA ]

3. Date of Earliest Transaction (Month/Day/Year)

03/15/2021

4. If Amendment, Date of Original Filed

03/17/2021

5. Relationship of Reporting Person(s) to Issuer

Director
Officer (give title below)
Chief Financial Officer

10% Owner
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 4)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Amount (A) or (D) (Instr. 4)</th>
<th>Price (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2021</td>
<td></td>
<td>M</td>
<td>A</td>
<td>21,788</td>
<td>$566,532</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2021</td>
<td></td>
<td>p(2)</td>
<td>D</td>
<td>$10,063</td>
<td>575,097</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2021</td>
<td></td>
<td>p(2)</td>
<td>D</td>
<td>$10,063</td>
<td>587,084</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2021</td>
<td></td>
<td>M</td>
<td>A</td>
<td>41,729</td>
<td>$597,223</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/15/2021</td>
<td></td>
<td>p(2)</td>
<td>D</td>
<td>$10,063</td>
<td>587,084</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/17/2021</td>
<td></td>
<td>s(3)</td>
<td>D</td>
<td>$9,988(9)</td>
<td>557,097</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>03/15/2021</td>
<td></td>
<td>M</td>
<td>21,788</td>
<td>03/15/2026</td>
<td>Class A Common Stock 21,788 $0.00</td>
<td>174,302</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>03/15/2021</td>
<td></td>
<td>M</td>
<td>41,729</td>
<td>03/15/2027</td>
<td>Class A Common Stock 41,729 $0.00</td>
<td>125,184</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Stock Unit</td>
<td>(1)</td>
<td>03/15/2021</td>
<td></td>
<td>M</td>
<td>25,036(7)</td>
<td>03/15/2027</td>
<td>Class A Common Stock 25,036 $0.00</td>
<td>75,111</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Stock Unit</td>
<td>(1)</td>
<td>03/15/2021</td>
<td></td>
<td>A</td>
<td>137,111</td>
<td>03/15/2028</td>
<td>Class A Common Stock 137,111 $0.00</td>
<td>137,111</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Unit</td>
<td>(1)</td>
<td>03/15/2021</td>
<td></td>
<td>A</td>
<td>137,111</td>
<td>03/15/2028</td>
<td>Class A Common Stock 137,111 $0.00</td>
<td>137,111</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
2. Represents shares sold to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.
3. The transaction was effected pursuant to a Rule 10b5-1 plan adopted on 08/13/2020.
4. The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from $9.82 to $10.14, inclusive. The Reporting Person undertakes to provide the actual number of shares sold at each separate price within the range set forth in this footnote.

6. The number of performance shares subject to the award will vest on March 15, 2021, and 6.25% of the earned shares will vest quarterly thereafter, generally subject to the reporting person's continued service to the Issuer through each vesting date.

7. Amounts represent the actual number of earned shares subject to the performance stock unit award, as determined by the Issuer's board of directors.
8. Each PSU represents a contingent right to receive a share of the Issuer's Class A common stock based on the achievement of a specified financial metric (the Issuer's annual operating cash flow). Once the number of earned shares (if any) subject to the PSUs have been determined, 25% of the earned shares will vest on March 15, 2021, and 8.25% of the earned shares will vest quarterly thereafter, generally subject to the reporting person's continued service to the Issuer through each vesting date.
9. Each PSU represents a contingent right to receive a share of the Issuer's Class A common stock based on the achievement of a specified financial metric (the Issuer's annual operating cash flow). Once the number of earned shares (if any) subject to the PSUs have been determined, 25% of the earned shares will vest on March 15, 2022, and 8.25% of the earned shares will vest quarterly thereafter, generally subject to the reporting person's continued service to the Issuer through each vesting date.

Remarks:

/\ Matt Tolland, as attorney-in-fact for James Gerard Griffin

03/17/2021