

**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): October 5, 2021

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 2.01. Completion of Acquisition or Disposition of Assets.

On October 5, 2021, Zynga Inc., a Delaware corporation (“Zynga”), completed its previously announced acquisition of the Beijing-based game studio Beijing StarLark Technology Co., Ltd. (“StarLark”), the *Golf Rival* mobile game franchise and related other games, intellectual properties, business records and specified other assets and liabilities (collectively, the “Transaction”), pursuant to the Master Business Transfer Agreement dated as of August 3, 2021 (the “Agreement”) among Zynga, Beijing Fotoable Technology Limited (“Fotoable”), Funjoy Technology Limited (“Funjoy”), Lvy Technology Limited (“Lvy”), StarLark and certain other parties (collectively with Fotoable, Funjoy, Lvy and StarLark, the “Sellers”).

At closing, including the adjustments set forth in the Agreement, Zynga paid approximately \$316 million in cash (the “Closing Cash Consideration”) and issued 20,009,528 shares (the “Zynga Stock Consideration,” and together with the Closing Cash Consideration, the “Total Purchase Consideration”) of Class A common stock of Zynga (the “Zynga Stock”) based on the average closing price of the Zynga Stock during a 30 trading day period preceding the date of the Agreement. The Zynga Stock Consideration was issued in reliance on exemptions from the registration requirements of Securities Act of 1933, as amended (the “Securities Act”) provided by Section 4(a)(2) and/or Regulation S of the Securities Act. Pursuant to the Agreement, Zynga expects to file a registration statement on Form S-3 to register the Zynga Stock Consideration for resale within thirty days following the closing date.

Pursuant to the Agreement, \$40 million of the Closing Cash Consideration was deposited into an escrow fund in cash as security for certain indemnification obligations of the Sellers.

A copy of the Agreement is attached as Exhibit 2.1 to Zynga’s Current Report on Form 8-K filed on August 5, 2021. The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement.

Item 3.01. Unregistered Sales of Equity Securities.

The information set forth under Item 2.01 of this Current Report on Form 8-K is hereby incorporated into this Item 3.02. In accordance with the Agreement, a portion of the consideration delivered to the Sellers at closing consisted of the Zynga Stock Consideration. The Zynga Stock Consideration was issued in reliance on exemptions from the registration requirements of the Securities Act provided by Section 4(a)(2) and/or Regulation S of the Securities Act.

Item 7.01. Regulation FD Disclosure.

On October 7, 2021, Zynga issued a press release announcing the closing of the Transaction. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is 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 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.

<u>Exhibit Number</u>	<u>Description</u>
2.1+	Master Business Transfer Agreement, dated as of August 3, 2021, by and among the Registrant, Beijing Fotoable Technology Limited, Funjoy Technology Limited, Beijing Guoren Interactive Technology Co., Ltd., Shanghai Xianke Guanchen Management Center, Shanghai Lanfeng Tuoyuan Management Center (Limited Partnership), Lvy Technology Limited and Beijing StarLark Technology Co., Ltd. (incorporated by reference to Exhibit 2.1 of the registrant’s Current Report on Form 8-K (File Number 001-35375) filed on August 5, 2021)
99.1	Press Release, dated October 7, 2021
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)
+	Certain portions of this exhibit have been omitted pursuant to Items 601(a)(5) and 601(b)(2) of Regulation S-K. A copy of any omitted portion will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however, that Zynga may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act for any document so furnished.

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.

Date: October 7, 2021

ZYNGA INC.

By: /s/ James Gerard Griffin
James Gerard Griffin
Chief Financial Officer



Zynga Closes Acquisition of Mobile Game Developer StarLark; Expands Game Portfolio with Hit Franchise, Golf Rival

- Brings a Talented Development Team and New Hit Franchise to Zynga
- Expands Zynga's International Footprint with a Studio in China
- Adds New Projects in Early Development
- Zynga to Update Full Year 2021 Guidance when Reporting Q3 2021 Financial Results on November 8, 2021

SAN FRANCISCO – Oct. 7, 2021 – [Zynga Inc.](#) (Nasdaq: ZNGA), a global leader in interactive entertainment, today announced it has closed the acquisition of StarLark, developer of the fast-growing and second largest mobile golf game in the world, *Golf Rival*, from Betta Games for a total purchase price of approximately \$525 million in cash and stock.

StarLark brings to Zynga the talented development team behind the hit mobile game, *Golf Rival*, where players of all skill levels compete in real-time player-versus-player matches, including multiplayer tournaments on spectacular courses with customizable equipment. The acquisition also expands Zynga's international presence by establishing a new China-based studio with access to the region's creative talent pool. StarLark will continue to be led by its Founder and General Manager, Henry You, and its current management team. StarLark has additional projects in development.

"We could not be more pleased to welcome StarLark's extraordinarily accomplished team to Zynga," said Frank Gibeau, Chief Executive Officer of Zynga. "StarLark and Zynga share a common vision – to bring people together through games. With *Golf Rival*, we are expanding Zynga's portfolio with a new hit franchise and are establishing a developer presence in China, a country with unparalleled technical and creative talent. As a combined team, we are well positioned to grow faster together."

"StarLark shares a common passion with Zynga for uniting mobile gamers from anywhere in the world. By partnering with Zynga, we will have access to the company's extensive global resources and expertise, while continuing to develop new and exciting content for players," said Henry You, StarLark Founder and General Manager. "We are thrilled to embark on the next chapter of our journey with Zynga, a global leader in mobile gaming."

The close of this acquisition is effective as of October 5, 2021. Zynga expects to update its full year 2021 guidance when reporting its Q3 2021 financial results on Monday, November 8.

Editor's note:

Key art and broadcast assets are available for use at the following link:

<https://www.dropbox.com/sh/89wkhslyahx40b/AACLp9FV4kja4SDoZZWJCXLya?dl=0>

About Zynga Inc.

Zynga is a global leader in interactive entertainment with a mission to connect the world through games. With a massive global reach in more than 175 countries and regions, Zynga has a diverse portfolio of popular game franchises that have been downloaded more than four billion times on mobile, including *CSR Racing*[™], *Empires & Puzzles*[™], *Hair Challenge*[™], *Harry Potter: Puzzles & Spells*[™], *High Heels!*[™], *Merge Dragons!*[™], *Merge Magic!*[™], *Queen Bee*[™], *Toon Blast*[™], *Toy Blast*[™], *Words With Friends*[™] and *Zynga Poker*[™]. With Chartboost, a leading mobile advertising and monetization platform, Zynga is an industry-leading next-generation platform with the ability to optimize programmatic advertising and yields at scale. Founded in 2007, Zynga is headquartered in California with locations in North America, Europe and Asia. 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 within the meaning of the Private Securities Litigation Reform Act of 1995, including those statements relating to, among other things: our ability to achieve the intended benefits of our acquisition of Beijing StarLark Technology Co., Ltd. ("StarLark") and the *Golf Rival* mobile game franchise, including the growth of the *Golf Rival* franchise, the development of future games, and attracting and retaining key development and other personnel. Forward-looking statements often include words such as "projected," "planned," "intend," "will," "anticipate," "believe," "target," "expect," and statements in the future tense are generally forward-looking. These forward-looking statements are not guarantees of future performance and reflect management's current expectations. The achievement or success of the matters covered by such forward-looking statements involves significant risks, uncertainties, and assumptions, and our actual results could differ materially from those predicted or implied. 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 and additional factors that could cause actual results to differ 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.

Contacts

Investor Relations:

Rebecca Lau

investors@zynga.com

Media Relations:

Sarah Ross

saross@zynga.com