

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* <u>Hoffman Reid</u> (Last) (First) (Middle) <u>C/O LINKEDIN CORPORATION</u> <u>2029 STIERLIN COURT</u> (Street) <u>MOUNTAIN CA 94043</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZYNGA INC [ZNGA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2011</u>	
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)			

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	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	12/15/2011		A		1,474,432		(1)(2)	04/15/2017	Class B Common Stock ⁽³⁾	1,474,432	\$0.00	1,474,432	D	
Restricted Stock Unit	\$0.00	12/15/2011		M		1,412,997		(4)	(4)	Class B Common Stock ⁽³⁾	1,412,997	\$0.00	61,435	D	
Class B Common Stock ⁽³⁾	\$0.00	12/15/2011		M		1,412,997		(4)	(4)	Class A Common Stock	1,412,997	\$0.00	1,412,997	D	

Explanation of Responses:

- Represents RSUs that were granted on April 15, 2010. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied, and a portion of the RSUs became vested, on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.
- The service-based vesting condition was satisfied as to 1/48th of the total shares underlying the RSU on March 1, 2008. The remaining shares vest, in equal monthly installments thereafter, subject to 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 death of the Reporting Person.
- Not applicable.

Remarks:

/s/ Reid Hoffman 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 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.

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.