

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Zynga Inc.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- Title of each class of securities to which transaction applies:

 - Aggregate number of securities to which transaction applies:

 - Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 - Proposed maximum aggregate value of transaction:

 - Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- Amount Previously Paid:

 - Form, Schedule or Registration Statement No.:

 - Filing Party:

 - Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting of



ZYNGA INC.

To Be Held On:

May 19, 2020 at 2:30 PM PT

<https://web.lumiagm.com/287175525> Password: zynga2020 (Case sensitive)

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication is not a voting form and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. A paper or e-mail copy of the proxy materials will not be sent to you unless you make a request for these materials. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 8, 2020.

Please visit <http://www.astproxyportal.com/ast/17382>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report to Stockholders

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

E-MAIL: info@astfinancial.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



BY INTERNET:

Before The Meeting - To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time on Monday, May 18, 2020.

During the Meeting - You may attend the Annual Meeting via the Internet and vote your shares during the meeting. Go to: <https://web.lumiagm.com/287175525> Password: zynga2020 (Case sensitive). Have your control number available and follow the instructions.

BY MAIL: You may request a card by following the instructions above.

1. To elect as directors each of the eight nominees listed in the proxy statement to serve until the next annual meeting.

NOMINEES:

Mark Pincus
Frank Gibeau
Dr. Regina E. Dugan
William "Bing" Gordon
Louis J. Lavigne, Jr.
Carol G. Mills
Janice M. Roberts
Eliot F. Siminoff

2. To approve, on an advisory basis, the compensation of Zynga's named executive officers.

3. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of Zynga for its fiscal year ending December 31, 2020.

4. Shareholder proposal to amend the shareholding threshold to call a Special Meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR AND "FOR" PROPOSALS 2 AND 3.

THE BOARD OF DIRECTORS RECOMMENDS "AGAINST" PROPOSAL 4.

Please note that you cannot use this notice to vote by mail.

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 19, 2020**

ZYNGA INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 24, 2020
Date: May 19, 2020 **Time:** 2:30 PM PDT
Location: Zynga Inc.
Via the Internet at:
<https://web.lerking.com/287175525>
(password: zyng2020).

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Form 10-K 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 05, 2020 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends you vote **FOR** the following proposal(s):

1. Election of Directors

Nominations

- 1A Mark Pincus
- 1B Frank Gibbas
- 1C Dr. Regina E. Dugan
- 1D William "Big" Gordon
- 1E Louis J. Lavigne, Jr.
- 1F Carol G. Mills
- 1G Janice M. Roberts
- 1H Ellen F. Steinhoff

The Board of Directors recommends you vote **FOR** the following proposal(s):

- 2** To approve, on an advisory basis, the compensation of Zynga's named executive officers.
- 3** To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of Zynga for its fiscal year ending December 31, 2020.

The Board of Directors recommends you vote **AGAINST** the following proposal(s):

- 4** Shareholder proposal to amend the shareholding threshold to call a Special Meeting.

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Voting items Continued

NOTE: Whether or not direction is made, each of the proxies is authorized to vote in their best judgment on such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof. *In light of COVID-19, the company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet, please visit <https://web.lusitana.com/287175525>. The password for the meeting is zynqa2020 (case sensitive), and please be sure to have your Voter Control Number issued by AST.

Voting Instructions

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