

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**Zynga Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**42-1733483**  
(I.R.S. Employer  
Identification No.)

**699 Eighth Street**  
**San Francisco, CA 94103**  
**(855) 449-9642**  
(Address of principal executive offices) (Zip code)

**2011 Equity Incentive Plan**  
**2011 Employee Stock Purchase Plan**  
(Full title of the plan)

**David M. Wehner**  
**Zynga Inc.**  
**699 Eighth Street**  
**San Francisco, CA 94103**  
**(855) 449-96420**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copies to:*

**Eric C. Jensen**  
**Kenneth L. Guernsey**  
**David G. Peinsipp**  
**Cooley LLP**  
**101 California Street, 5<sup>th</sup> Floor**  
**San Francisco, CA 94111**  
**(415) 693-2000**

**Reginald D. Davis**  
**Devang S. Shah**  
**Chrystal N. Menard**  
**Zynga Inc.**  
**699 Eighth Street**  
**San Francisco, CA 94103**  
**(855) 449-9642**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$0.00000625 par value per share				
—2011 Equity Incentive Plan	28,863,703(2)	\$2.97(3)	\$85,725,197.91(3)	\$9,824.11
—2011 Employee Stock Purchase Plan	14,431,851(4)	\$2.53(5)	\$36,512,583.03(5)	\$4,184.34
<b>TOTAL:</b>	<b>43,295,554</b>		<b>\$122,237,780.94</b>	<b>\$14,008.45</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that become issuable under the 2011 Equity Incentive Plan ("2011 Plan") or 2011 Employee Stock Purchase Plan ("2011 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock.

- (2) Represents shares of Class A common stock that were automatically added to the shares authorized for issuance under the 2011 Plan on January 1, 2012 pursuant to an “evergreen” provision contained in the 2011 Plan. Pursuant to such provision, on January 1st of each year commencing in 2012 and continuing through and including January 1, 2021, the number of shares authorized for issuance under the 2011 Plan is automatically increased by four percent (4%) of the aggregate number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, or such lesser number of shares that may be determined by the Registrant’s Board of Directors.
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee based on the basis of \$2.97, the average of the high and low prices of the Registrant’s Class A common stock on August 14, 2012, as reported on the NASDAQ Global Select Market.
- (4) Represents shares of Class A common stock that were automatically added to the shares authorized for issuance under the 2011 ESPP on January 1, 2012 pursuant to an “evergreen” provision contained in the 2011 ESPP. Pursuant to such provision, on January 1st of each year commencing in 2012 and continuing through and including January 1, 2021, the number of shares authorized for issuance under the 2011 ESPP is automatically increased by the lesser of (i) two percent (2%) of the aggregate number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (ii) 25,000,000 shares of Class A common stock, or (iii) such lesser number of shares that may be determined by the Registrant’s Board of Directors.
- (5) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee based on 85% of the basis of \$2.97, the average of the high and low prices of the Registrant’s Class A common stock on August 14, 2012, as reported on the NASDAQ Global Select Market. Pursuant to the 2011 ESPP, which plan is incorporated by reference herein, the purchase price of the shares of Class A common stock to be issued thereunder will be 85% of the lower of the fair market value of the Class A common stock on the first trading day of the offering period or on the last day of the offering period.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (i) an additional 28,863,703 shares of Class A Common Stock of Zynga Inc. (the "Company") to be issued pursuant to the Zynga Inc. 2011 Equity Incentive Plan and (ii) an additional 14,431,851 shares of Class A Common Stock of the Company to be issued pursuant to the Zynga Inc. 2011 Employee Stock Purchase Plan.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference herein:

- a) The contents of the earlier registration statement on Form S-8 relating to the 2011 Equity Incentive Plan and the 2011 Employee Stock Purchase Plan, previously filed with the Securities and Exchange Commission on December 15, 2011 (File No. 333-178529);
- b) The contents of the Registrant's Prospectus filed with the Securities and Exchange Commission on March 29, 2012 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement on Form S-1, as amended (File No. 333-180078);
- c) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 which includes audited financial statements for the registrants latest fiscal year;
- d) The Registrant's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 27, 2012;
- e) The Registrant's Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission on May 8, 2012 and July 30, 2012;
- f) The Registrant's Current Reports on Form 8-K filed with the Securities and Exchange Commission on January 13, 2012, March 5, 2012, March 15, 2012, April 6, 2012, June 12, 2012, July 19, 2012 and August 8, 2012; and
- g) The Registrant's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on June 12, 2012.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of the registrant or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) "furnished" on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**ITEM 8. EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
4.1 <sup>(1)</sup>	Sixteenth Amended and Restated Certificate of Incorporation of Zynga Inc.
4.2 <sup>(2)</sup>	Amended and Restated Bylaws of the Zynga Inc.
4.3 <sup>(3)</sup>	Specimen Class A Common Stock Certificate of Zynga Inc.
4.4 <sup>(4)</sup>	Zynga Inc. 2011 Equity Incentive Plan.
4.5 <sup>(5)</sup>	Forms of Stock Option Grant Notice, Stock Option Exercise Notice and Stock Option Agreement under 2011 Equity Incentive Plan.
4.6 <sup>(6)</sup>	Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under 2011 Equity Incentive Plan.
4.7 <sup>(7)</sup>	Zynga Inc. 2011 Employee Stock Purchase Plan.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
(1)	Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-35375), filed with the Securities and Exchange Commission on December 21, 2011, and incorporated by reference herein.
(2)	Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on November 17, 2011, and incorporated by reference herein.
(3)	Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on November 4, 2011, and incorporated by reference herein.
(4)	Previously filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on November 17, 2011, and incorporated by reference herein.
(5)	Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on November 17, 2011, and incorporated by reference herein.
(6)	Previously filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-35375), filed with the Securities and Exchange Commission on May 8, 2012, and incorporated by reference herein.
(7)	Previously filed as Exhibit 10.20 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on September 21, 2011, and incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 17<sup>th</sup> of August, 2012.

ZYNGA INC.

By: /s/ Mark Pincus

Mark Pincus

*Chief Executive Officer and Chairman*

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints David M. Wehner and Reginald D. Davis, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Mark Pincus</u> Mark Pincus	Chairman of the Board, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 17, 2012
<u>/s/ David M. Wehner</u> David M. Wehner	Chief Financial Officer <i>(Principal Financial Officer)</i>	August 17, 2012
<u>/s/ Mark Vranesh</u> Mark Vranesh	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	August 17, 2012
<u>/s/ William "Bing" Gordon</u> William "Bing" Gordon	Director	August 17, 2012
<u>/s/ Reid Hoffman</u> Reid Hoffman	Director	August 17, 2012

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<u>/s/ Jeffrey Katzenberg</u> Jeffrey Katzenberg	Director	August 17, 2012
<u>/s/ Stanley J. Meresman</u> Stanley J. Meresman	Director	August 17, 2012
<u>/s/ Sunil Paul</u> Sunil Paul	Director	August 17, 2012
<u>/s/ Ellen Siminoff</u> Ellen Siminoff	Director	August 17, 2012
<u>/s/ Owen Van Natta</u> Owen Van Natta	Director	August 17, 2012

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(6)	Previously filed as Exhibit 10.27 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on November 17, 2011, and incorporated by reference herein.
(7)	Previously filed as Exhibit 10.20 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175298), filed with the Securities and Exchange Commission on September 21, 2011, and incorporated by reference herein.

August 17, 2012

Zynga Inc.  
699 Eighth Street  
San Francisco, CA 94103

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Zynga Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 43,295,554 shares of the Company's Class A common stock, par value \$0.00000625, including (i) 28,863,703 shares of Class A Common Stock (the "**EIP Shares**") pursuant to the Company's 2011 Equity Incentive Plan (the "**2011 EIP**"), and (ii) 14,431,851 shares of Class A Common Stock (the "**ESPP Shares**") pursuant to the Company's 2011 Employee Stock Purchase Plan (the "**ESPP**" and together with the 2011 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the EIP Shares and the ESPP Shares, when sold and issued in accordance with the Plans and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ David G. Peinsipp  
David G. Peinsipp



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc., of our report dated February 28, 2012, with respect to the consolidated financial statements and schedule of Zynga Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California  
August 17, 2012