

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>PINCUS MARK J</u> (Last) (First) (Middle) <u>C/O ZYNGA INC.</u> <u>699 EIGHTH STREET</u> (Street) <u>SAN FRANCISCO CA 94103</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>05/17/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)	Price			
Class A Common Stock	05/17/2021		M		6,219	A	(1)	233,914	D	
Class A Common Stock	05/17/2021		S	(2)	300,417	D	\$10.1(3)	27,465,217	I	See footnote(4)
Class A Common Stock	05/17/2021		S	(2)	143,299	D	\$10.1(3)	31,503,091(5)	I	By Trust(6)
Class A Common Stock	05/18/2021		S	(2)	316,885	D	\$10.34(7)	27,148,332	I	See footnote(4)
Class A Common Stock	05/18/2021		S	(2)	151,154	D	\$10.34(7)	31,351,937	I	By Trust(6)

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
Restricted Stock Unit	(1)	05/17/2021		M		6,219	(9)	05/19/2027		Class A Common Stock	6,219	\$0.00	0	D	
Restricted Stock Unit	(1)	05/17/2021		A		22,189	(9)	05/17/2028		Class A Common Stock	22,189	\$0.00	22,189	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- The transaction was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on February 18, 2021.
- The reported price in column 4 is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$10.02 to \$10.20 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Shares held directly by Ogden Enterprises LLC. Mr. Pincus serves as manager and holds sole voting and dispositive power with respect to the shares held by Ogden Enterprises LLC.
- The reported amount reflects certain non-reportable transfers from the Reporting Person to charitable organizations.
- Shares held directly by The 4D Revocable Trust. The Reporting Person serves as trustee and holds voting and dispositive power with respect to these shares.
- The reported price in column 4 is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$10.18 to \$10.475 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Vests as follows: 25% of the restricted stock units vest on each of August 19, 2020, November 19, 2020, and February 19, 2021, and 25% of the restricted stock units vest on the earlier of May 19, 2021 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.
- Vests as follows: 25% of the restricted stock units vest on each of August 17, 2021, November 17, 2021, and February 17, 2022, and 25% of the restricted stock units vest on the earlier of May 17, 2022 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.

Remarks:

/s/ Matt Tolland, as attorney-in-fact for Mark Pincus 05/19/2021

** 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.

