

OMB APPROVAL	
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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>Griffin James Gerard</u>			2. Issuer Name and Ticker or Trading Symbol <u>ZYNGA INC [ZNGA]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2020</u>			
C/O ZYNGA INC. 699 8TH STREET			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 Form filed by More than One Reporting Person	
(Street) SAN FRANCISCO CA 94103						
(City) (State) (Zip)						

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	03/15/2020		M		87,152	A	(1)	628,370	D	
Class A Common Stock	03/15/2020		F		43,210(2)	D	\$6.55	585,160	D	
Class A Common Stock	03/16/2020		S(3)		43,942	D	\$6.42(4)	541,218	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
Restricted Stock Unit	(1)	03/15/2020		M		87,152		(5)	03/15/2026	Class A Common Stock	87,152	\$0.00	261,453	D	
Performance Stock Unit	(1)	03/15/2020		A		83,456		(6)	03/15/2027	Class A Common Stock	83,456	\$0.00	83,456	D	
Restricted Stock Unit	(1)	03/15/2020		A		166,913		(7)	03/15/2027	Class A Common Stock	166,913	\$0.00	166,913	D	
Stock Option (Right to Buy)	\$6.55(8)	03/15/2020		A		239,361		(7)	03/15/2030	Class A Common Stock	239,361	\$0.00	239,361	D	
Performance Stock Unit	(1)	03/15/2020		A		835,020		(9)(10)	03/15/2027	Class A Common Stock	835,020	\$0.00	835,020	D	
Restricted Stock Unit	(1)	03/15/2020		A		751,112		(11)	03/15/2027	Class A Common Stock	751,112	\$0.00	751,112	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.
- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.
- The transaction was effected pursuant to a Rule 10b5-1 plan adopted on 08/29/2019.
- The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$6.35 to \$6.45, inclusive. 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.
- 25% of the shares subject to the award vested on March 15, 2020, and 6.25% of the shares subject to the award vest quarterly thereafter, generally subject to continued service to the Issuer through each vesting date.
- Each PSU represents a contingent right to receive a share of the Issuer's Class A common stock based upon the achievement of a specified financial metric (the Issuer's annual operating cash flow). Once the number of earned shares (if any) subject to the PSUs have been determined, 25% of the earned shares will vest on March 15, 2021, and 6.25% of the earned shares will vest quarterly thereafter, generally subject to the reporting person's continued service to the Issuer through each vesting date. The number of shares reported herein is a target number, and the actual number of shares issuable pursuant to the PSU will range from 0-120% of the number of target shares.
- 25% of the shares subject to the award will vest on March 15, 2021, and 6.25% of the shares subject to the award vest quarterly thereafter for a period of four years after the commencement date, generally subject to continued service to the Issuer through each vesting date.
- The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on the NASDAQ Stock Market on March 13, 2020 (the most recent prior trading day prior to the time of grant).
- Each PSU represents a contingent right to receive a share of the Issuer's Class A common stock based upon the total shareholder return (TSR) of the Issuer's Class A common stock relative to the S&P MidCap 400 Index. The PSUs are divided into two equal tranches, with performance periods ending December 31, 2021 and 2022. Once the number of earned shares (if any) subject to the PSUs have been determined for each tranche, that tranche will vest in three equal installments on March 15th of the year following the applicable performance period and each anniversary of such date, generally subject to the reporting person's continued service to the Issuer through each vesting date.
- The number of shares reported herein is a target number, and the actual number of shares issuable pursuant to the PSU will range from 0-150% of the number of target shares. Earning the target number of shares requires performance at the 60th percentile level. If the Issuer's TSR is negative, no more than the target number of shares may be earned, even if relative TSR is at the 100th percentile of the index.
- 5% of the shares subject to the award will vest on January 15, 2022 and each quarter thereafter for a period of five years after the commencement date, generally subject to continued service to the Issuer through each vesting date.

Remarks:

/s/ Matt Tolland, as attorney-in- 03/17/2020

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.

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