

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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>Phillips Phuong Y.</u> (Last) (First) (Middle) C/O ZYNGA INC. 699 8TH STREET (Street) SAN FRANCISCO CA 94103 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2019</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) | Price | | | |
| Class A Common Stock | 04/15/2019 | | M | | 46,875 | A | (1) | 173,554 | D | |
| Class A Common Stock | 04/15/2019 | | F | | 23,241 (2) | D | \$5.46 | 150,313 | D | |
| Class A Common Stock | 04/15/2019 | | M | | 25,645 | A | (1) | 175,958 | D | |
| Class A Common Stock | 04/15/2019 | | F | | 12,715 (2) | D | \$5.46 | 163,243 | 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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Unit | (1) | 04/15/2019 | | M | | 46,875 | (3) | 10/15/2024 | Class A Common Stock | 46,875 | \$0.00 | 468,750 | D | |
| Restricted Stock Unit | (1) | 04/15/2019 | | M | | 25,645 | (4) | 03/28/2025 | Class A Common Stock | 25,645 | \$0.00 | 76,935 | 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.
- Vests as follows: 25% of the restricted stock units vested on October 15, 2018, and 6.25% of the restricted stock units vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.
- Vests as follows: 25% of the shares subject to the award vested on April 15, 2019, and 6.25% of the shares subject to the award vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.

Remarks:

/s/ Matt Tolland, as attorney-in-fact for Phuong Y. Phillips 04/17/2019

** 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.

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