

Ryan Jeffrey Miles  
Form 4  
March 19, 2019

**FORM 4**

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

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ryan Jeffrey Miles

(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  
ZYNGA INC [ZNGA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief People Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/15/2019		M		56,250	A	<u>11</u>	57,970	D
Class A Common Stock	03/15/2019		F		<u>19,452</u> <sup>(2)</sup>	D	\$ 5.37	38,518	D
Class A Common Stock	03/19/2019		S <sup>(3)</sup>		36,798	D	\$ 5.35	1,720	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Unit	<u>(1)</u>	03/15/2019		M	56,250	<u>(4)</u> 12/15/2024	Class A Common Stock 50
Stock Option (Right to Buy)	\$ 5.37 <u>(5)</u>	03/15/2019		A	290,456	<u>(6)</u> 03/15/2029	Class A Common Stock 290,456
Restricted Stock Unit	<u>(1)</u>	03/15/2019		A	139,442	<u>(6)</u> 03/15/2026	Class A Common Stock 139,442

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Jeffrey Miles C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103			Chief People Officer	

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Jeffrey M. Ryan  
03/19/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
- (2) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of the restricted stock units described in Table II.
- (3) The transaction was effected pursuant to a Rule 10b5-1 plan.

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- (4) Vests as follows: 25% of the shares subject to the award vested on December 15, 2018, and 6.25% of the shares subject to the award will vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.
- (5) The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on March 15, 2019 (as quoted on the NASDAQ Stock Market).
- (6) Vests as follows: 25% of the shares subject to the award will vest on March 15, 2020, and 6.25% of the shares subject to the award vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.

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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