

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>Kim Bernard Jin</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>President of Publishing</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2021</u>			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		
C/O ZYNGA INC. 699 8TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	06/15/2021		M		125,000	A	(1)	1,071,393	D	
Class A Common Stock	06/15/2021		F(2)		63,516	D	\$10.15	1,007,877	D	
Class A Common Stock	06/15/2021		M		21,788	A	(1)	1,029,665	D	
Class A Common Stock	06/15/2021		F(2)		11,071	D	\$10.15	1,018,594	D	
Class A Common Stock	06/15/2021		M		10,432	A	(1)	1,029,026	D	
Class A Common Stock	06/15/2021		F(2)		5,301	D	\$10.15	1,023,725	D	
Class A Common Stock	06/15/2021		M		6,260	A	(1)	1,029,985	D	
Class A Common Stock	06/15/2021		F(2)		3,181	D	\$10.15	1,026,804	D	
Class A Common Stock	06/16/2021		S(3)		24,000	D	\$10.2(4)	1,002,804	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					
Restricted Stock Unit	(1)	06/15/2021		M		125,000	(5)	06/15/2023	Class A Common Stock	125,000	\$0.00	0	D	
Restricted Stock Unit	(1)	06/15/2021		M		21,788	(6)	03/15/2026	Class A Common Stock	21,788	\$0.00	152,514	D	
Restricted Stock Unit	(1)	06/15/2021		M		10,432	(7)	03/15/2027	Class A Common Stock	10,432	\$0.00	114,752	D	
Performance Stock Unit	(1)	06/15/2021		M		6,260(8)	(9)	03/15/2027	Class A Common Stock	6,260	\$0.00	68,851	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 sold 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 8/14/2020.
- The reported price is a weighted average price (rounded to the nearest cent). These shares were sold in multiple transactions at prices ranging from \$10.03 to \$10.37, 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.
- 20% of the shares subject to the award vested on June 15, 2017, and 5% of the restricted stock units vest quarterly thereafter, generally subject to continued service to the Issuer through each vesting date.
- 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.
- 25% of the shares subject to the award vested 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.
- Amounts represent the actual number of earned shares subject to the performance stock unit award, as determined by the Issuer's board of directors.
- 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.

Remarks:

/s/ Matt Tolland, attorney-in-fact 06/17/2021

[for Bernard J. Kim](#)

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.