

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>GIBEAU FRANK D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2021	
	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	09/15/2021		M		54,469	A	(1)	174,867	D	
Class A Common Stock	09/15/2021		F(2)		27,515	D	\$7.9	147,352	D	
Class A Common Stock	09/15/2021		M		23,183	A	(1)	170,535	D	
Class A Common Stock	09/15/2021		F(2)		11,711	D	\$7.9	158,824	D	
Class A Common Stock	09/15/2021		M		13,910	A	(1)	172,734	D	
Class A Common Stock	09/15/2021		F(2)		7,027	D	\$7.9	165,707	D	
Class A Common Stock	09/15/2021		M		83,457	A	(1)	249,164	D	
Class A Common Stock	09/15/2021		F(2)		42,157	D	\$7.9	207,007	D	
Class A Common Stock								1,056,937	I	By Trust(3)

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)	09/15/2021		M			54,469	(4)	03/15/2026	Class A Common Stock	54,469	\$0.00	326,817	D	
Restricted Stock Unit	(1)	09/15/2021		M			23,183	(5)	03/15/2027	Class A Common Stock	23,183	\$0.00	231,824	D	
Performance Stock Unit	(1)	09/15/2021		M			13,910(6)	(7)	03/15/2027	Class A Common Stock	13,910	\$0.00	139,094	D	
Restricted Stock Unit	(1)	09/15/2021		M			83,457	(8)	03/15/2027	Class A Common Stock	83,457	\$0.00	1,502,225	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.
- Shares held directly by Frank Donald Gibeau Trust U/A DTD 12/13/2019. Mr. Gibeau serves as trustee and holds voting and dispositive power with respect to these shares.
- 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 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.
- 5% of the shares subject to the award vested on June 15, 2021, and 5% of the shares subject to the award vest quarterly 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-fact for Frank D. Gibeau](#) 09/17/2021

\*\* 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.

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