Exhibit 21

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/16/11 for the Period Ending 12/15/11

Address 699 EIGHTH STREET

SAN FRANCISCO, CA 94103

Telephone 800-762-2530

CIK 0001439404

Symbol ZNGA

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Case3:12-cynffped squitessecontiffes and edate all ages of a approval

COMMISSION Washington, D.C. 20549 OMB Number: 3235-0287 Expires: November 30,

2011

Estimated average burden

[] 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 hours per response... 0.5 **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(f) of the Investment Company Act of 1940

Wehner David M. (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET 3. Date of Earliest Transaction (MM/DD/YYYY) 12/15/2011 Light Synga Inc., 699 EIGHTH STREET 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Applicable Line)	rson	Othe		cer (give title	X_Offic	Y)			1	NIC	A F 7				1. Name and Address of Reporting Person *							
C/O ZYNGA INC., 699 EIGHTH 12/15/2011 CStreet) S. Date of Earliest Halisaction (MM/DD/1411) Lambda A. J. Date of Earliest Halisaction (MM/DD/1411) Lambda A. J. Officer (give title below) Chief Financial Officer 6. Individual or Joint/Group Fi	Other (specify Filing (Check	Othe		cer (give title	X_Offic	Y)			J	NG.		IN	IGA 1	YN	Z			M .	ehner David			
C/O ZYNGA INC., 699 EIGHTH STREET 12/15/2011 below) Chief Financial Officer	Filing (Check						D/YYY	IM/DI	n (N	ansac	est T	arl	te of E	Dat	3.	lle)	(Midd	(First)	(Last)			
C/O ZYNGA INC., 699 EIGHTH STREET 12/15/2011 Chief Financial Officer (Street) 4. If Amendment, Date Original Filed 6. Individual or Joint/Group Filed	rson	Filing (Cho	fficer	ancial Of																		
	rson	Filing (Che	Chief Financial Officer						1	15/2	12					нтн	99 EIGI	NC., 69				
		6. Individual or Joint/Group Filing (Check Applicable Line)						Filed	nal	te Or	nt, D							, ,				
SAN FRANCISCO, CA 94103 X_Form filed by One Reporting Pers		rson	Reporting Pe	led by One l	X Form fi											13	CA 9410	SCO, C	AN FRANCI			
(City) (State) (Zip) [A Tothi field by More than One Report [Form filed by More than One Report [City] (State) (Zip)																	(Zip)	(State)	(City)			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				y Owned	Beneficially	or B	d of,	spose	, Di	quir	ies A	ıri	e Secu	ıtiv	eriva	- Non-D	Table I					
1. Title of Security 2. Trans. 2A. 3. Trans. 4. Securities 5. Amount of Securities Beneficially Owned 6														ıs.					•			
Execution Date, if Clustr. 8) Disposed of (D) (Instr. 3 and 4) [Instr. 3, 4 and 5]	Ownership of Indirect (D) Ownership or Indirect (Instr. 4	Form: Direct (D)	owing Reported Transaction(s) r. 3 and 4)					of (D) and 5	osed r. 3,) [tion	Execut Date, it		Date				istr. 3)			
Code V Amount (D) Price	(I) (Instr. 4)	(I) (Instr.					Price	or	unt	+-	Cod											
Class A Common Stock 12/15/2011 C 355672 (1) A \$10 (1) 355672 (1)	D	D		355672 (1)			.0 (1)	A \$1	- 1	3	С			2011	12/15/2	A Common Stock						
Class A Common Stock 12/15/2011 F 355672 (2) D \$10 (2)	D	D		0			0 (2)	D \$1	- 1	3	F		ı	2011	12/15/2	Class A Common Stock						
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securit	rities)	ities)	ible secur	, convert	ts, options,	rants	, wai	calls	uts,	e.g.	vned	O	cially	nefi	s Ber	Securitie	rivative S	e II - Dei	Tabl			
Security (Instr. 3) Date or Exercise Price of Derivative Security (Instr. 3) Porivative Security (Instr. 3) Porivative Security (Instr. 3, 4 and 5) Porivative Security (Instr. 3 and 4) Porivative Security (Instr. 5) Securities Instruction Date Security (Instr. 5) Securities Instruction Date Security (Instr. 3 and 4) Porivative Security (Instr. 5) Securities Instruction Date Securities Underlying Derivative Security (Instr. 3 and 4) Porivative Security (Instr. 5) Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5) Securities Underlying Derivative Security (Instr. 5) Securities Underlyin	Direct (D)	Ownership Form of Derivative Security: Direct (D)	of derivative Securities Beneficially Owned	Derivative Security	nderlying Security	ties Ur itive Se	Secur Deriv) or (D)	ve es d (<i>A</i> d of	Derivativ Securitie Acquired Disposed	.] 	Trans Code (Instr	Deemed Execution Date, if		Conversion or Exercise Price of Derivative	curity			
	or Indirect (I) (Instr. 4)	(I) (Instr.	Reported Transaction		Number of	1	Title				1		(A)	v	Code							
Restricted Stock Unit \$0 12/15/2011 A 2500000 9/17/2017 Class B Common Stock (5) 2500000 \$0 2500000	D	D	2500000	\$ 0	2500000	non	Com	/2017	9/1	(3) (4)			2500000		A		12/15/2011	\$ 0				
Restricted Stock Unit \$0 12/15/2011 C 781250 (6) (6) Class B Common Stock (5) 781250 \$0 1718750	D	D	1718750	\$ 0	781250	non	Com	(6)		(6)	1250	78			С		12/15/2011	\$ 0				
Class B Common Stock (5)	D	D	781250	\$ 0	781250	non	Com	(6)		(6)			781250		С		12/15/2011	\$ 0				
Class B Common Stock \$ 0 12/15/2011 C 355672 (7) (6) Class A Common Stock 355672 (7) \$ 0 425578	D	D	425578	\$ 0	355672 ⁽⁷⁾	non	Com	(6)		(6)		1			С		12/15/2011	\$ 0				
Restricted Stock Unit \$0 12/15/2011 A 500000 (8) (9) 3/30/2018 Class B Common Stock (5) 500000 \$0 500000	D	D	500000	\$ 0	500000	non	Com	/2018	3/30	(8) (9)			500000		A		12/15/2011	\$ 0				

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on the Issuer's initial public offering (the "IPO") price of \$10.00 per share. These shares were cancelled following such conversion to satisfy the tax withholding obligations of the Issuer.
- (2) Represents the number of shares cancelled to cover tax withholding in connection with the net settlement of RSUs listed in Table II, based on the IPO price of \$10.00 per share.
- (3) Represents RSUs that were granted on September 17, 2010. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied, and a portion of the RSUs became vested, on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.
- (4) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on August 2, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (5) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (6) Not applicable.
- (7) Represents shares that have been converted to Class A Common Stock and cancelled to cover tax withholding in connection with the net settlement of RSUs, based on the initial public offering price of \$10.00 per share. The cancellation of the Class A Common stock is listed in Table I.
- (8) Represents RSUs that were granted on March 30, 2011. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. As granted, the vesting of the RSUs was subject to satisfaction of both a service-based condition and a liquidity event-based condition. The liquidity event-based condition was satisfied on December 15, 2011, upon the execution and effectiveness of an underwriting agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.
- (9) The service-based vesting condition will be satisfied as to 1/4th of the total shares underlying the RSU on March 30, 2012. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

Panarting Owner Name / Address		R	elationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Wehner David M. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Financial Officer	

Signatures

/s/ David M. Wehner	12/15/2011
** 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 control number.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/12 for the Period Ending 02/02/12

Address 699 EIGHTH STREET

SAN FRANCISCO, CA 94103

Telephone 800-762-2530

CIK 0001439404

Symbol ZNGA

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Industry Software & Programming

Sector Technology

longer subject to Section 16.

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COMMISSION

OMB Number: 3235-0287 Expires: November 30,

2011

Estimated average burden

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[] Check this box if no

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **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(f) of the Investment Company Act of 1940

Person(s)	to Issuer		
10% Ov	wner		
Othe	er (specify		
Filing (Che	eck		
_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person			
6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
(I) (Instr. 4)	(Instr. 4)		
D			
D			
ities)			
Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
(I) (Instr. 4)			
D			
D			
D			
	Other Ciling (Cheson Son Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D D Cities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		

Explanation of Responses:

(1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used. These shares were cancelled following such conversion to satisfy the tax withholding obligations of the Issuer.

- (2) Represents the number of shares cancelled to cover tax withholding in connection with the net settlement of RSUs listed in Table II, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used.
- (3) Not applicable.
- (4) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (5) Represents shares that have been converted to Class A Common Stock and then cancelled to cover tax withholding in connection with the net settlement of RSUs, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used. The cancellation of the Class A Common Stock is listed in Table I.

Reporting Owner Name / Address		R	elationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Wehner David M. C/O ZYNGA INC. 699 EIGHTH STREET			Chief Financial Officer	
SAN FRANCISCO, CA 94103				

Signatures

/s/ David M. Wehner 2/6/2012

*** 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 control number.

LIMITED POWER OF OF PORCEY-PAROT-JSW Document 134-21 Filed 05/31/13 Page 8 of 17

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Reginald D. Davis, Chrystal Menard, Devang Shah, Karyn Smith, Sara Stapleton, Mark Vranesh and David M. Wehner as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Zynga Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of January, 2012.

/s/ David M. Wehner David M. Wehner

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/03/12 for the Period Ending 03/30/12

Address 699 EIGHTH STREET

SAN FRANCISCO, CA 94103

Telephone 800-762-2530

CIK 0001439404

Symbol ZNGA

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Industry Software & Programming

Sector Technology

Case 3:12-cvg Aqqq DSVATES GECORPTES AND COMMISSION

COMMISSION

OMB Number: 323:

Washington, D.C. 20549

OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

[] 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(f) of the Investment Company Act of 1940

1. Name and Add	ress of Re	porting l	Person *	2	. Is	suer N	lame a	and	Tick	cei	r or T	rad	ing Syı	mbo	1 5. Relation (Check all			Person(s)	to Issuer	
Wehner David	d M.			2	Υ	NGA	INC	C [/	ZN	G.	A]									
(Last)	(First)	(Mic	ldle)	3	. D	ate of	Earlie	est T	rans	ac	ction	MM	/DD/YY	YY)	Directo		e below)	10% Ov	wner r (specify	
C/O ZVNCA	INC 6	OO FIC	UTU					3/	/30/2	2.0	012				below)				(1)	
C/O ZYNGA STREET	11 1C., 0)) LIG	11111					O,	00/2	_ `					Chief Fin	anciai O	incer			
	(Street)					Amer/DD/YY		it, D	ate (Or	rigina	l Fil	led			6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN FRANC	ISCO, C	CA 941	03																	
(City)	(State)	(Zip)													Reporting Per than One Rep		n		
		Table l	I - Non-l	Deriv	zati	ive Se	curiti	es A	Lean	ir	ed D	isn	nsed of	f or	Beneficially	v Owned				
1.Title of Security		Tuble	11011 1	2. Tra		2A.		. Trai		$\overline{}$			Acquired		6. Amount of Sec			6.	7. Nature	
(Instr. 3)				Date	Execution Date, if						A) or D Instr. 3,		sed of (D d 5)	(5	Owned Following s) Instr. 3 and 4)	Γransaction	Ownership Form: Direct (D)	of Indirect Beneficial Ownership		
						any		Code	e V	A	mount	(A) or (D)	Price		,			or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Sto	ck			3/30/	201	2		С		⊢	25000	A	(1)	-	1	125000		D		
Class A Common Sto	ck			4/2/2	2/2012			s		6	(2)	D	\$12.772	28		64783		D		
Class A Common Sto	ck			4/3/2	012			С	С 380		886865	A	(1)	(1)		451648		D		
Class A Common Sto	ck			4/3/2	012			S	386865 D \$11.64 (3)			,	64783		D					
Tab	le II - De	rivative	Securiti	es Be	ene	ficiall	y Ow	ned	(e.g	7. ,	, puts	, ca	ılls, wa	arra	nts, options,	, convert	ible secur	ities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)		5. Numl Derivati Securiti Acquire Dispose (Instr. 3	ive es ed (A) o ed of (D	an r			xercisab ation D		Securi	ities U ative S	Amount of Jnderlying Security i 4)	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)		ate xercisa	abl	Expi le Date		n Title		Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)		
Restricted Stock Unit	\$0.00	3/30/2012		M			12500	0	(4)		3/30	/201	8 Com	nss B nmon k ⁽¹⁾	123000	\$0.00	375000	D		
Class B Common Stock	(1)	3/30/2012		М		125000			(1)			(1)	Cla	ss A nmon		\$0.00	641598	D		
Class B Common Stock	(1)	3/30/2012		С			12500	0	(1)			(1)	Cla	ss A nmon	125000	\$0.00	516598	D		
Class B Common Stock	(1)	4/3/2012		С			38686	5	(1)			(1)		ss A nmon ock	386865	\$0.00	129733	D		

- (1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.
- (3) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock. The Reporting Person sold shares to the Underwriters in connection with the sale of shares of Class A Common Stock by the Reporting Person in the Issuer's public offering.
- (4) 1/4th of the total shares underlying the RSU vested on March 30, 2012. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

1												
Dementing Overnor Name / Address		Relationships										
Reporting Owner Name / Address	Director	10% Owner	Officer	Other								
Wehner David M.												
C/O ZYNGA INC.			Chief Financial Officer									
699 EIGHTH STREET			Ciliei Filianciai Officer									
SAN FRANCISCO, CA 94103												

Signatures

/s/ Chrystal Menard on behalf of David M. Wehner

** 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).

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FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/04/12 for the Period Ending 05/02/12

Address 699 EIGHTH STREET

SAN FRANCISCO, CA 94103

Telephone 800-762-2530

CIK 0001439404

Symbol ZNGA

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Industry Software & Programming

Sector Technology

FORM 4^{case 3}

COMMISSION OMB Number: 323.

COMMISSION Washington, D.C. 20549 OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

[] 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(f) of the Investment Company Act of 1940

1. Name and Add	ress of Re	porting	Person *	:	2. Issuer Name and Ticker or Trading Symbol										5. Relation (Check all			Person(s)	to Issuer	
 Wehner David	d M.			,	ZY	NG	A IN	IC	[ZN	١G	A]									
(Last)	(First)	(Mi	iddle)	3	3. I	Date o	f Earl	liest	Trai	nsa	ction	(MM	/D	D/YYYY	<i>(</i>)	Directo	or eer (give title	e below)	10% O	wner r (specify
C/O ZYNGA STREET	INC., 69	99 EIO	GHTH			5/2/2012										below) Chief Fine	ancial O	fficer		
	(Street)				4. If Amendment, Date Original Filed MM/DD/YYYY)									d		6. Individu Applicable Li		nt/Group l	Filing (Che	eck
SAN FRANC	(State)	CA 941 (Zi															Reporting Pe		n	
		Table	I - Non-	Deri	va	tive S	ecuri	ties	Acq	uir	ed, I	Dispo	os	ed of, o	or I	Beneficially	y Owned	I		
1.Title of Security (Instr. 3)				2. T	Deemed Execution Date, if Code (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)							of (D)	nstr. 3 and 4) Fo			Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
						any	Co	ode	V A	Amoun	(A) or (D)		Price					or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A Common Sto	ck			5/2/	2012		'	\mathbf{c}	1	156250	A		(1)	221033				D		
Class A Common Sto	ck			5/3/	201	2			s	5	(2)	D	\$8	8.7895	162144				D	
Tab	le II - Dei	rivative	Securit	ies B	en	eficia]	lly O	wne	ed (<i>e</i>	e.g.	, put	s, ca	ıll	s, warı	rant	ts, options,	, convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)		5. Num Derivat Securit Acquire Dispose (Instr. 3	ive ies ed (A) o ed of (E	of 6. Date Excand Expira A) or f (D)				xercisable 7. Title and A			derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D))	Date Exerc	isab		oiratio e	n	Title	N	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr.	
Restricted Stock Unit	\$0.00	5/2/2012		М			15625	50	((3)	1/1:	2/2018	8	Class B Commo Stock		156250	\$0.00	1406250	D	
Class B Common Stock	(1)	5/2/2012		М		156250			((1)		(1)		Class A Commo Stock		156250	\$0.00	285983	D	
Class B Common Stock	(1)	5/2/2012		С			15625	50	((1)		(1)		Class A Commo Stock		156250	\$0.00	129733	D	

Explanation of Responses:

(1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.

- (2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.
- (3) RSU grant number 00002223 vests as follows: 1/4th of the total shares underlying the RSU vested on August 2, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to the Issuer through each vesting date.

Paperting Owner Name / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
Wehner David M.											
C/O ZYNGA INC.			Chief Financial Officer								
699 EIGHTH STREET											
SAN FRANCISCO, CA 94103											

Signatures

/s/ Chrystal Menard, as power of attorney for David M. Wehner

5/4/2012

Date

** Signature of Reporting Person

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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FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 06/30/12

Address 699 EIGHTH STREET

SAN FRANCISCO, CA 94103

Telephone 800-762-2530

CIK 0001439404

Symbol ZNGA

SIC Code 7374 - Computer Processing and Data Preparation and Processing Services

Industry Software & Programming

Sector Technology

COMMISSION

COMMIS

COMMISSION Washington, D.C. 20549 OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

[] 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(f) of the
Investment Company Act of 1940

1. Name and Addi	ress of Re	porting l	Person *	2	. Is	suer	Name	and Ti	cke	er or	Tra	din	ng Sym	bol	5. Relation (Check all			Person(s)	to Issuer
Wehner David	l M.			Z	Y	NG	A INC		N G	[A]									
(Last)	(First)	(Mid	dla)	3	. D	ate o	f Earlie	est Tra	nsa	ction	n (M	M/I	DD/YYY	Y)	Directo	or	_	10% Ov	wner
(Last)	(FIISt)	(IVIII)	aie)			a.c 0.	- Bulli	ost IIu	1154		(111	.,,,	<i>,</i> , , , , , , , , , , , , , , , , , ,	-,	X Offic	er (give title	e below)	Othe	r (specify
								<i>(10)</i>		010					below)	(8			(-F)
C/O ZYNGA I	INC., 69	99 EIG	HTH					6/30)/2	012	,				Chief Fin	ancial O	fficer		
STREET																			
	(Street)				4. If Amendment, Date Original Filed MM/DD/YYYY)									6. Individu Applicable Li		nt/Group I	Filing (Che	eck	
SAN FRANCI	SCO, C	CA 941	03																
(City)	(State)	(Zip))													Reporting Per han One Rep		ı	
		m 11 1														0 1			
		Table I	- Non-I						_		_				Beneficially				
1.Title of Security				2. Tra															7. Nature
(Instr. 3)				Date										llowing Reported Transaction(s) Ownership str. 3 and 4) Form:				of Indirect Beneficial	
					Date, if (Instr. 3, 4 and 5)								, o and 1,			Direct (D)	Ownership		
					any (A)							A)						(Instr. 4)	
									Ш		- [or						(I) (Instr. 4)	
								Code	V	Amo	unt (D)	Price					7)	
Class A Common Stoo	ek			6/30/	/201	2		С		3125	50	A	(1)		19	3394		D	
Class A Common Stoo	ek			7/2/2	2012	:		S		1138 (2)		D	\$5.51	182009				D	
Tabl	le II - Dei	rivative	Securiti	es Re	ne	ficial	lv Ow	ned (<i>e</i>	ο. σ.	. nii	ıts. c	'al	ls. war	ran	ts, options,	convert	ible secur	ities)	
1	2.	3. Trans.	3A.	4.	$\overline{}$		nber of			xercis					mount of		9. Number	10.	11. Nature
Security Security	Conversion	Date	Deemed	Trans		Deriva				ration					derlying	Derivative		Ownership	
	or Exercise		Execution			Securi			r				Derivati			Security	derivative	Form of	Beneficial
	Price of		Date, if	(Instr	.		red (A) o						(Instr. 3	and 4	1)	(Instr. 5)	Securities		Ownership
	Derivative Security		any	8)			sed of (D 3, 4 and	"									Beneficially Owned	Security: Direct (D)	(Instr. 4)
	Security					5)	, . u.i.u										Following	or Indirect	
					П			Б.						A	Amount or		Reported	(I) (Instr.	
				Code	V	(A)	(D)	Date Exerc	isab		kpirat ate	ion	Title		Number of Shares		Transaction (s) (Instr. 4)	4)	
Restricted Stock Unit	\$0.00	6/30/2012		М			31250		(3)	3/	30/20	18	Class Commo		31250	\$0.00	343750	D	
Class B Common Stock	(1)	6/30/2012		М		31250			(1)		(1)		Class A Commo Stock		31250	\$0.00	160983	D	
Class B Common Stock	(1)	6/30/2012		С			31250		(1)		(1)		Class A Commo Stock		31250	\$0.00	129733	D	

Explanation of Responses:

(1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.

- (2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.
- (3) RSU grant number 00004621 vests as follows: 1/4th of the total shares underlying the RSU vested on March 30, 2012. The remaining shares vest, in equal quarterly installments thereafter, subject to the Issuer through each vesting date.

_ •											
Departing Oroman Name / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
Wehner David M.											
C/O ZYNGA INC.			Chief Financial Officer								
699 EIGHTH STREET			emer i maneiar omicer								
SAN FRANCISCO, CA 94103											

Signatures

/s/ Chrystal Menard, as power of attorney for David M. Wehner

7/3/2012

Date

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

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^{**} Signature of Reporting Person