Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page1 of 17

Exhibit 23

Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page2 of 17 EDGAROnline

ZYNGA INC Reported by VRANESH MARK

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

Powered By EDGAR Online

http://www.edgar-online.com

	- 0 4 0 - 0 4 0 0 7 10 M D	- 6 4 7
Cas	e3:12-cunaped sourcessecentifes3a Niees5214NGEPage3 (ØMB A

12/15/2011

\$ 0

\$0

\$ 0

Stock ⁽⁵⁾

Stock ⁽⁵⁾

Class B Common

Class B Common

С

COMMISSION Washington, D.C. 20549

PPROVAL OMB Number: 3235-0287 Expires: November 30, 2011 Estimated average burden

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

				<u> </u>	T	27		1	1		T	1.	0	1	1 5 0 1	1			· •	
1. Name and Add	dress of Re	porting P	erson *	2.	Issu	uer Na	ame a	and licker or Irading Symbol					ng Sy	mbo		5. Relationship of Reporting Person(s) to Issu (Check all applicable)				
Vranesh Mar	·k			Z	YN	IGA	INC	[Z I	NC	GA]									
(Last)	(First)	(Midd	lle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)) Direct	or	_	10% O	wner					
(Last)	(1130)	(Wilde	nc)												er (give titl	e below)	Othe	r (specify		
C/O ZYNGA	INC 6	00 FICI	ити					12/1	5/	201	1				below)	auntina	Officer			
STREET	п, 0.									_ • -	-				Chief Acc	ounting	Onicer			
SINEEI	(Street)			- 1	If /	Amond	Imon	t Dat	<u> </u>	riai	nal	Fil	ad		6 Individu	ual or Ioi	nt/Group I	Filing (Ch	alt	
	(2000)				. If Amendment, Date Original Filed MM/DD/YYYY) 6. Individual or Joint/Group F Applicable Line)								ming (Cile	ECK						
SAN FRANC	ISCO. (CA 9410	3																	
(City)	(State)	(Zip)	-													X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	()	(1)													Porm me	a by More	nan One Kep	orung reiso	11	
		Table I	- Non-D	eriva	ativ	e Secu	uritie	es Acc	qui	ired,	, Di	spo	sed o	f , o	r Beneficially	y Owned				
1.Title of Security (Instr. 3)				2. Trar Date	ıs.			3. Trans. 4. Securities Code Acquired (A							Amount of Secur		6. 7. Nature Ownership of Indirec			
(IIISU: 3)				Date		Execu	tion (I	Instr. 8)		Disp	osed	of (D)	(Instr. 3 and 4) Form: E				Beneficial		
						Date, i any	if		_	(Inst	r. 3, -		d 5)	4					Direct (D) Ownership or Indirect (Instr. 4)	
												(A) or				(I) (Instr		(I) (Instr.	(
								Code	V	Amo	ount	(D)	Price					4)		
Class A Common Sto	ock			12/15/2	2011	2011		С		2751 (1		A \$10 ⁽¹⁾		27	27510 ⁽¹⁾					
Class A Common Ste	ock			12/15/2	2011	011		F		275 1		D \$10 ⁽²⁾			0					
						_														
Tal	ole II - Dei	rivative S	Securitie	s Ber	nefi	icially	Owr	ned (a	e.g.	. , p	uts,	, ca	lls, wa	arra	ants, options	, convert	ible secur	ities)	3	
1. Title of Derivate	2.	3. Trans.	3A.	4.		5. Numl		6. Da							d Amount of				11. Nature	
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution	Trans Code		Derivati Securiti					ration Date Securities Und Derivative Sec					Security	of derivative	Ownership Form of	Beneficial	
	Price of Derivative		Date, if any	(Instr 8)		Acquire or Dispo							(Instr.	3 an	nd 4)	(Instr. 5)	Securities Beneficially	Derivative Security:	Ownership (Instr. 4)	
	Security		any	0)		(D)											Owned	Direct (D)	(111501.4)	
					I	(Instr. 3 5)	, 4 and										Following Reported	or Indirect (I) (Instr.		
					П	- /		Data		Б		tion			Amount or	Amount or Transaction 4		4)		
				Code	v	(A)	(D)	Date Exerc	isał	ble D	xpira Date	ation	Title		Number of Shares		(s) (Instr. 4)			
Restricted Stock	* •	12/15/2011				200000) (4)	4	/15/2	2017		ass B nmor		* •	•••••			
Unit	\$0			A				()) (4)	, 			Stoc		200000	\$0	200000	D		
			<u> </u>		+									iss B						
Restricted Stock Unit	\$ 0	12/15/2011		М			75000		(6)		(6	5)		nmor	1.5000	\$ 0	125000	D		
					\square								Stoc							
Class B Common Stock ⁽⁵⁾	\$ 0	12/15/2011		м		75000			(6)		(6	5)		nss A nmor ock		\$0	75000	D		
Class B Common		12/15/2011					27510						Cla	iss A						

(6)

(6)

Common

Common

Common

Stock Class A

Stock Class A 27510 (7)

100000

1694108

\$ 0

47490

147490

1694108

D

D

I

See

footnote

(6)

(6)

(7)

Price of Derivative Security Derivative Security Derivative	(5)				Code	v	5)	(D)	Exercisable			Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	(8)
Price of Derivative Security Date, if any (Instr. Acquired (A) (B) (Instr. 3, 4 and (Instr. 3 and 4)) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 5) (Instr. 4) (Instr.	Stock ⁽⁵⁾				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title Stock	Number of			, 	(8)
Price of DerivativeDate, if any(Instr.Acquired (A) or Disposed of(Instr. 3 and 4)(Instr. 5)Securities BeneficiallyDerivative Security:Ownership (Instr. 4)		Security						, 4 and	Date	Expiration			-	Following Reported Transaction	or Indirect (I) (Instr.	
Security Conversion Date Deemed Trans. Derivative and Expiration Date Securities Underlying Derivative of Ownership of Indirect	2	Price of Derivative		ercise Execution O of Date, if any			Securities Acquired (A) or Disposed of				Derivative Se	curity	Security (Instr. 5)	derivative Securities Beneficially	Form of Derivative Security:	Beneficial Ownership

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 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 April 15, 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 April 15, 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 then 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) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
- (9) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust.

Reporting Owners

Baparting Owner Name / Address		I	Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer	

Signatures

/s/ Mark Vranesh	12/15/2011
------------------	------------

** 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).

Date

** 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.

Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page6 of 17 EDGAROnline

ZYNGA INC Reported by VRANESH MARK

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 01/18/12 for the Period Ending 01/15/12

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
Fiscal Year	12/31

Powered By EDGAR Online

http://www.edgar-online.com

		C 4 -
Cas	e3:12-cunter styresecentites3andeexcelangeage7	QME

COMMISSION Washington, D.C. 20549

QME APPROVAL OMB Number: 3235-0287 Expires: November 30, 2011 Estimated average burden hours per response... 0.5

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

1. Name and Add	lress of Re	porting 1	Person *	2	. Is	suer N	Vame	and]	Ficker	or Tr	adi	ng Syml	bol 5. Relatio (Check al			Person(s)	to Issuer
Vranesh Mar	k			Z	Y	NGA	IN	C [Z	ZNGA	\]							
(Last)	(First)	(Mid	dle)	3	. D	ate of	Earli	est Tr	ansact	ion (N	/M/	DD/YYYY			_	10% O	
C/O ZYNGA STREET	INC., 69	99 EIG	HTH		1/15/2012								below)	X Officer (give title below) Other (specify below) Chief Accounting Officer			
SAN FRANC	(Street)	A 941	03			Amer DD/YY		nt, Da	ate Ori	ginal	File	ed	6. Individ Applicable L		nt/Group I	Filing (Cho	eck
(City)	(State)	(Zip)												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Tablal		Dania		C			!	л D:		and of		•	•		
1.Title of Security (Instr. 3)				2. Tra Date	Trans. 2A.		3. ed C tion (I	Trans. ode nstr. 8)	ans. 4. Securities Acq (A) or Disposed of		uired 5. of (D) Fo	. Amount of Securi	mount of Securities Beneficially Owned owing Reported Transaction(s) Fo Tr. 3 and 4) Fo Din or			6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)	
				1/15/2	2012		(V Amo	unt (D) 5) [Price				4)	
Class A Common Sto	ock			1,10,1				С	(1)		\$8	.87 (1)	51	.56 (1)	D		
Class A Common Sto	ock			1/15/2	5/2012			F	515 (2)	n	\$8	.87 ⁽²⁾	0			D	
Tak		ivotivo	Soouriti	oc Bo	ma	ficiall	v Ou	mod (nute	001	lle wor	rante antiane	convort	ible cour	itios)	
1. Title of Derivate Security (Instr. 3)	curity Conversion Date Deemed The Execution C Deemed Price of Date, if (I		4. Trans Code	4. 5. Number Trans. Derivative Code Securities (Instr. Acquired (A		iber of tive ies ed (A) ed of (I	6. D and or O)	Date Exercisable d Expiration Date			7. Title an Securities	nd Amount of s Underlying re Security	8. Price of 9. Number Derivative of Security (Instr. 5) Securities Beneficially Owned Following Reported		10. Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exe	e rcisable	Expira Date	tion	Title	Amount or Number of Shares		(1) (Instr. Transaction 4) (s) (Instr. 4)		
Restricted Stock Unit	\$0	1/15/2012		м			12500		(3)	4/15/2	017	Class Commo Stock	on 12500	\$ 0	112500	D	
Class B Common Stock ⁽⁴⁾	\$0	1/15/2012		М		12500			(3)	(3)	Class A Commo Stock	on 12500	\$0	159990	D	
Class B Common Stock ⁽⁴⁾	\$0	1/15/2012		с			5156 (5)		(3)	(3)	Class Comme Stock	on 5156 ⁽⁵⁾	\$0	154834	D	
Class B Common Stock ⁽⁴⁾	\$ 0								(3)	(3)	Class Commo	on 1694108		1694108	I	See
SLOCK	φυ											Stock					footnote (6)

Explanation of Responses: 12-cv-04007-JSW Document134-23 Filed05/31/13 Page8 of 17

- (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.
- (6) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
- (7) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust.

Reporting Owners

Penerting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer						

Signatures

/s/ Devang Shah, as power of attorney for Mark Vranesh	1/18/2012
	Data

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.

Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page9 of 17 EDGAROnline

ZYNGA INC Reported by VRANESH MARK

FORM 4 (Statement of Changes in Beneficial Ownership)

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

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
Fiscal Year	12/31

Powered By EDGAR Online

http://www.edgar-online.com

3:12-cvunagezdista TES SECONAPTES AND EXCHANGE age 10 OMB7 APPROVAL COMMISSION Washington, D.C. 20549

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

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 Address of Reporting Person $*$						2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Vranesh Mar	Ŀ			7	ZY	NG	AT	NC [Z	NGA	. 1				(encer un	uppnou	,10)		
(Last)	(First)	(Mi	ddle)								_	MM	/DD/YY	YY)	Directo		e below)	10% O	
C/O ZYNGA	INC., 69	99 EI(тн						4/3	3/201	2				below) Chief Acc	•			(1·1·)
STREET	1,01,02		,													Junting	omeer		
(Street)														6. Individu Applicable Li		nt/Group 1	Filing (Cho	eck	
SAN FRANC	ISCO, C	CA 941	L 03												N F		D / D		
(City)	(State)	(Zij	p)										Reporting Pe than One Rep		n				
		Table	I - Non-	Deriv	vat	ive S	Secu	rities	Ac	auire	d. D	sn	osed of	f. or	Beneficially	v Owned			
1.Title of Security 2. 7				2. Tra Date		2A. Deer Exec	med cution	3. Tran Code	Ans. 4. Secu (A) or 1		urities Dispo	Aco	quired of (D)	5. A Foll	mount of Securi	nount of Securities Beneficially Owned 6. wing Reported Transaction(s) Or . 3 and 4) For			Beneficial
						Date any	2, 11	Code	v	Amou	(A or nt (D		Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class A Common Stock 4/				4/3/2	3/2012		с		36621	16 A \$(0.00 ⁽¹⁾	36		66216		I	See footnote (2)	
Class A Common Stock 4/.				4/3/2	012)12 S		s		36621	¹⁶ D \$11.		1.64 ⁽³⁾	0		I	See footnote (2)		
Tab	le II - Dei	rivative	Securit	ies Bo	ene	eficia	ally (Ownee	d ()	e.g. ,	puts	, ca	ulls, wa	irra	nts, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	Security Conversion Date Deemed C		4. Tra Code	ns.	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4 a 5)		of 6 a A) or f (D)	6. Date Exe and Expirat		cisabl	e	7. Title Securi	e and . ties U tive S	Amount of nderlying ecurity	ſ	9. Number	10. Ownership Form of Derivative	Beneficial	
				Code	v	(A)	(D	E	Date Exerc	cisable	Expir Date	atio	ⁿ Title		Amount or Number of Shares	-	Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
Class B Common Stock	(1)	4/3/2012		с			3662 1	16		(1)	()	Class Comi Stoc	non	366216	\$0.00	1327892	I	See footnote (2)
Class B Common Stock	(1)									(1)	(1)		Class Comi Stoc	non	300000		300000	I	See footnote (4)
Class B Common Stock	(1)								(1)		(1)		Class Comi Stoc	non	154834		154834	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) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
- (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) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust.

Reporting Owners

Poporting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owr	nerOfficer	Other						
Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Accounting Offic	er						

Signatures

/s/ Chrystal Menard on behalf of Mark Vranesh	4/3/2012
** 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.

Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page12 of 17 EDGAROnline

ZYNGA INC Reported by VRANESH MARK

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 04/17/12 for the Period Ending 04/15/12

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
Fiscal Year	12/31

Powered By EDGAR Online

http://www.edgar-online.com

FORM	Case 3:12-cv R4907D Sty
	4

ATESSECONFICES AND EXCHANGE age 13 OMB7 APPROVAL COMMISSION Washington, D.C. 20549

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

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	lress of Re	eporting 1	Person *	2	2. Issuer Name and Ticker or Trading Symbol 5.						 Relationship of Reporting Person(s) to Issuer (Check all applicable) 							
Vranesh Mar	k			Z	Y	NGA	A IN	C [ZI	N	GA]								
(Last)	(First)	(Mid	ldle)	3	. D	ate of	Earli	est Tra	nsa	action (MM/	DD/YYYY	·	Direct		-	10% O	
C/O ZYNGA STREET	INC., 69	99 EIG	HTH					4/15	5/2	2012			below	')	cer (give titl counting		Othe	er (specify
	(Street)	2.4.0.44				Ame DD/YY		nt, Dat	e C	Driginal	File	ed		6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN FRANC (City)	(State)	CA 941 (Zip)												Reporting Pe than One Rep		n		
		Table]	[- Non-l	Deriv	vati	ve Se	ecuriti	ies Acc	qui	ired, D	ispo	sed of, a	or Benef	ïciall	y Owned	l		
1.Title of Security (Instr. 3)					ans.	2A. Dee Exe Date any	med cution	3. Trans. Code (Instr. 8)		(A) or E	4. Securities Acquired 5. Ar (A) or Disposed of (D) Own			mount of Securities Beneficially ned Following Reported Transaction(s			6. Ownership Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				4/15	/201	2		Code	v	Amount	. ,	Price					4)	
Class A Common Stock								С	_	12500 4714	Α	(1)			12500		D	
Class A Common Sto	ock			4/16/	4/16/2012			S		(2)	D	\$11.531			7786		D	
Tab	ole II - De	rivative	Securiti	es Be	ene	ficial	ly Ow	ned (a	e.g.	. , puts	, cal	lls, warr	ants, op	otions	, convert	tible secur	rities)	
1. Title of Derivate Security (Instr. 3)	1. Title of Derivate2.3SecurityConversionE		3. Trans. 3A.		5.	5. Number of Derivative Securities Acquired (A) Disposed of (I (Instr. 3, 4 and 5)		6. Da and E or D)	ite E	Exercisab iration Da	le	7. Title ar	•		8. Price of Derivative Security (Instr. 5)	9. Number	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exerc	cisa	ble Date	ration	Title	Amount Number Shares			Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
Restricted Stock Unit	\$0.00	4/15/2012		М			12500		(3)	4/15/	2017	Class B Common Stock		00	\$0.00	100000	D	
Class B Common Stock	(1)	4/15/2012		М		12500			(1)		(1)	Class A Common Stock		00	\$0.00	167334	D	
Class B Common Stock	(1)	4/15/2012		с			12500		(1)		(1)	Class A Common Stock		00	\$0.00	154834	D	
Class B Common Stock	(1)								(1)		(1)	Class A Common Stock		892		1327892	I	See footnote (4)
Class B Common Stock	(1)								(1)		(1)	Class A Common Stock		000		300000	I	See footnote (5)

- (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) 1/4th of the total shares underlying the RSU vested on April 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (4) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
- (5) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust. Mr. Vranesh disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.

Reporting Owners

Banarting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer							

Signatures

/s/ Chrystal Menard on behalf of Mark Vranesh

** 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).

4/16/2012 Date

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.

Case3:12-cv-04007-JSW Document134-23 Filed05/31/13 Page15 of 17 EDGAROnline

ZYNGA INC Reported by VRANESH MARK

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 07/17/12 for the Period Ending 07/15/12

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
Fiscal Year	12/31

Powered By EDGAR Online

http://www.edgar-online.com

OR	М Л	Case3::	
	IVI 4		

PEDSIA TESSECORFICES AND DESCHARGE age 16 OMBTAPPROVAL COMMISSION Washington, D.C. 20549

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

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	lress of Re	porting 1	Person *	2	2. Issuer Name and Ticker or Trading Symbol 5.					 Relationship of Reporting Person(s) to Issuer (Check all applicable) 										
Vranesh Mar	k			Z	Y	NGA	IN	C [Z	N(GA]										
(Last)	(First)	(Mid	ldle)	3	. D	ate of	Earli	est Tra	ns	actior	(MN	A/E	DD/YYYY	Y) -	Direct		-	10% O		
														b	_X Office elow)	cer (give title	e below)	Othe	r (specify	
C/O ZYNGA	INC., 69	99 EIG	HTH					7/1	5/2	2012						counting	Officer			
STREET	(2)					<u> </u>														
	(Street)					Ame DD/YY		nt, Dat	e (Drigin	al Fi	ile	d		6. Individual or Joint/Group Filing (Check Applicable Line)					
SAN FRANC	ISCO. (CA 941	03	Î																
(City)	(State)	(Zip)									_			Reporting Pe than One Rep		n				
																	r			
		Table 1	I - Non-I	Deriv	ati	ve Se	curit	ies Ac	qui	ired,	Disp	00	sed of,	or Be	eneficiall	y Owned	l			
1.Title of Security (Instr. 3)				2. Tra Date	ans.	2A. Dee	med	3. Trans Code	•	4. Sec Acqui						ities Benefic I Transaction	cially Owned		7. Nature wnership of Indirec	
(mour o)							cution	(Instr. 8)	str. 8) D		Disposed of (D Instr. 3, 4 and		D) (Instr.		and 4)		Form:	Beneficial Ownership		
						any	, 11		Т	(insu.	(A	-						or Indirect		
								Code	V	Amou	0	r	Price					(I) (Instr. 4)		
Class A Common Stock			7/15/	7/15/2012			C	Ť	12500			(1)		20286		D				
Class A Common Stock				7/16/	7/16/2012			S	T	4580 (2)	D		\$4.915		1	5706		D		
										(2)										
Tab	le II - De	rivative	Securiti	es Be	ene	ficial	ly Ov	vned (e.g	. , pu	ts, c	al	ls, war	rants	, options	, convert	tible secur	ities)		
1. Title of Derivate Security	2. Conversion	3. Trans.	3A.	4. Trans		5. Nun				Exercis				and Amount of 8. Price of 9. Number 10.					11. Nature	
(Instr. 3)	or Exercise	Date	Deemed Execution	Code	Securitie		ies			iration Date			Derivative Se		Security Security	Security	derivative	Ownership Form of	Beneficial	
	Price of Derivative		Date, if any	(Instr 8)		Dispos	ed (A) ed of (l	D)					(Instr. 3 a	and 4)		(Instr. 5) Securities Beneficially		Security:	Ownership (Instr. 4)	
	Security					(Instr.) 5)	3, 4 and	1									Owned Following	Direct (D) or Indirect		
					Π	- /		Date		Fr	nirati	on			nount or		Reported Transaction	(I) (Instr. 4)		
				Code	v	(A)	(D)			ible Da	te	on	Title	Nu Sha	mber of ares		(s) (Instr. 4)	4)		
Restricted Stock Unit	\$0.00	7/15/2012		м			12500		(3)	4/1	5/201	17	Class H Commo Stock	on	12500	\$0.00	87500	D		
Class B Common Stock	(1)	7/15/2012		м		12500			(1)		(1)		Class A Commo Stock	on	12500	\$0.00	167334	D		
Class B Common Stock	(1)	7/15/2012		с			12500		(1)		(1)		Class A Commo Stock	on	12500	\$0.00	154834	D		
Class B Common Stock	(1)								(1)		(1)		Class A Commo Stock	on	300000		300000	I	See footnote (4)	
Class B Common Stock	(1)								(1)		(1)		Class A Commo Stock	on 1	1327892		1327892	I	See footnote (5)	

- (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 00001043 vests as follows: 1/4th of the total shares underlying the RSU vested on April 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (4) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust. Mr. Vranesh disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- (5) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.

Reporting Owners

Banarting Owner Name / Address		Relationships										
Reporting Owner Name / Address	Director	10% Owner	Officer	Other								
Vranesh Mark C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Chief Accounting Officer									

Signatures

/s/ Chrystal Menard, as power of attorney for Mark Vranesh	7/17/2012
** 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.