

# **Exhibit 30**

**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549  
**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

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

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)
<b>Davis Reginald D.</b>	<b>ZYNGA INC [ ZNGA ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O ZYNGA INC., 699 EIGHTH STREET</b>	<b>12/15/2011</b>	<b>Senior VP, GC, Secretary</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>SAN FRANCISCO, CA 94103</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/15/2011		C		105582 (1)	A \$10 (1)	105582 (1) D
Class A Common Stock	12/15/2011		F		105582 (2)	D \$10 (2)	0 D

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0	12/15/2011		A		26666		(3) (4)	12/14/2016	Class B Common Stock (5)	26666	\$ 0	26666	D	
Restricted Stock Unit	\$ 0	12/15/2011		M			13334	(6)	(6)	Class B Common Stock (5)	13334	\$ 0	13332	D	
Class B Common Stock (5)	\$ 0	12/15/2011		M		13334		(6)	(6)	Class A Common Stock	13334	\$ 0	13334	D	
Class B Common Stock (5)	\$ 0	12/15/2011		C			6225 (7)	(6)	(6)	Class A Common Stock	6225 (7)	\$ 0	7109	D	
Restricted Stock Unit	\$ 0	12/15/2011		A		573334		(8) (9)	4/15/2017	Class B Common Stock (5)	573334	\$ 0	573334	D	
Restricted Stock		12/15/2011					215001			Class B					

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Unit	\$ 0			M			(6)	(6)	Common Stock (5)	215001	\$ 0	358333	D	
Class B Common Stock (5)	\$ 0	12/15/2011		M		215001	(6)	(6)	Class A Common Stock	215001	\$ 0	222110	D	
Class B Common Stock (5)	\$ 0	12/15/2011		C		92938 (7)	(6)	(6)	Class A Common Stock	92938 (7)	\$ 0	129172	D	
Restricted Stock Unit	\$ 0	12/15/2011		A		40000	(8) (10)	4/15/2017	Class B Common Stock (5)	40000	\$ 0	40000	D	
Restricted Stock Unit	\$ 0	12/15/2011		M		17500	(6)	(6)	Class B Common Stock (5)	17500	\$ 0	22500	D	
Class B Common Stock (5)	\$ 0	12/15/2011		M		17500	(6)	(6)	Class A Common Stock	17500	\$ 0	146672	D	
Class B Common Stock (5)	\$ 0	12/15/2011		C		6419 (7)	(6)	(6)	Class A Common Stock	6419 (7)	\$ 0	140253	D	
Restricted Stock Unit	\$ 0	12/15/2011		A		200000	(11) (12)	3/30/2018	Class B Common Stock (5)	200000	\$ 0	200000	D	

**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 initial public offering price of \$10.00 per share.
- (3) Represents RSUs that were granted on December 14, 2009. 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 October 1, 2010. 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) 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.
- (9) 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.

- (10) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on January 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (11) 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, but all shares remain subject to the service-based vesting condition.
- (12) 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

#### Signatures

/s/ Reginald D. Davis

12/15/2011

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.

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.

**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

**Filed 01/04/12 for the Period Ending 01/01/12**

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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549  
**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

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

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 * <b>Davis Reginald D.</b> (Last) (First) (Middle) <b>C/O ZYNGA INC., 699 EIGHTH STREET</b> (Street) <b>SAN FRANCISCO, CA 94103</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ZYNGA INC [ ZNGA ]</b>	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) <b>Senior VP, GC, Secretary</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/1/2012</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/1/2012		C		700 <sup>(1)</sup>	A	\$9.41 <sup>(1)</sup>	700 <sup>(1)</sup>	D	
Class A Common Stock	1/1/2012		F		700 <sup>(2)</sup>	D	\$9.41 <sup>(2)</sup>	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0	1/1/2012		M			1666	(3)	12/14/2016	Class B Common Stock (4)	1666	\$ 0	11666	D	
Class B Common Stock (4)	\$ 0	1/1/2012		M		1666		(3)	(3)	Class A Common Stock	1666	\$ 0	141919	D	
Class B Common Stock (4)	\$ 0	1/1/2012		C			700 (5)	(3)	(3)	Class A Common Stock	700 (5)	\$ 0	141219	D	

## 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 of \$9.41 per share on the close of the first business day following the reported transaction. 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 of \$9.41 per share on the close of the first business day following the reported transaction.

- (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 of \$9.41 per share on the close of the first business day following the reported transaction. The cancellation of the Class A Common Stock is listed in Table I.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

#### Signatures

/s/ Devang Shah, as power of attorney for Reginald D. Davis

1/4/2012

\*\* 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).

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**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Case 3:12-cv-04607-JSW Document 134-30 Filed 05/31/13 Page 10 of 23

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

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

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)
<b>Davis Reginald D.</b>	<b>ZYNGA INC [ ZNGA ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O ZYNGA INC., 699 EIGHTH STREET</b>	<b>1/15/2012</b>	<b>Senior VP, GC, Secretary</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>SAN FRANCISCO, CA 94103</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/15/2012		C		14537 (1)	A	\$8.87 (1)	14537 (1)	D	
Class A Common Stock	1/15/2012		F		14537 (2)	D	\$8.87 (2)	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0	1/15/2012		M			2500	(3)	4/15/2017	Class B Common Stock (4)	2500	\$ 0	20000	D	
Class B Common Stock (4)	\$ 0	1/15/2012		M		2500		(3)	(3)	Class A Common Stock	2500	\$ 0	143722 (5)	D	
Class B Common Stock (4)	\$ 0	1/15/2012		C			1045 (6)	(3)	(3)	Class A Common Stock	1045 (6)	\$ 0	142677	D	
Restricted Stock Unit	\$ 0	1/15/2012		M			35833	(3)	4/15/2017	Class B Common Stock (4)	35833	\$ 0	322500	D	
Class B Common Stock (4)	\$ 0	1/15/2012		M		35833		(3)	(3)	Class A Common Stock	35833	\$ 0	178510	D	
Class B Common Stock (4)	\$ 0	1/15/2012		C			13492 (6)	(3)	(3)	Class A Common	13492 (6)	\$ 0	165018	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
									<b>Stock</b>					
<b>Class B Common Stock</b> (4)	<b>\$ 0</b>						(3)	(3)	<b>Class A Common Stock</b>	<b>200000</b>		<b>200000</b>	<b>I</b>	<b>See footnote (7)</b>

**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) The share amount includes an additional three shares from the balance of the Form 4 previously filed on January 4, 2012 . The previously filed Form 4 incorrectly stated a disposal of 700 shares for the tax withholding in connection with the net settlement of restricted stock units. The correct amount of securities disposed was 697 shares.
- (6) 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.
- (7) Shares held jointly by Mr. and Mrs. Davis. Mr. Davis holds shared voting and dispositive power with respect to the shares held jointly.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

**Signatures**/s/ Devang Shah, as power of attorney for Reginald D. Davis1/18/2012

\*\* 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.

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**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/03/12 for the Period Ending 04/01/12

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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Case 3:12-cv-04007-JSW Document 134-30 Filed 05/31/13 Page 13 of 23

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

OMB APPROVAL  
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)	
Davis Reginald D.		ZYNGA INC [ ZNGA ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP, GC, Secretary</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O ZYNGA INC., 699 EIGHTH STREET		4/1/2012			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN FRANCISCO, CA 94103				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/1/2012		C		1668	A	(1)	1668	D	
Class A Common Stock	4/2/2012		S		634	(2) D	\$12.823	1034	D	
Class A Common Stock	4/3/2012		C		114643	A	(1)	114643	D	
Class A Common Stock	4/3/2012		S		114643	D	\$11.64 (3)	1034	D	
Class A Common Stock	4/3/2012		C		200000	A	(1)	200000	I	See footnote (4)
Class A Common Stock	4/3/2012		S		200000	D	\$11.64 (3)	0	I	See footnote (4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	4/1/2012		M		1668	(5)	12/14/2016	Class B Common Stock (1)	1668	\$0.00	9998	D	
Class B Common Stock	(1)	4/1/2012		M		1668	(1)	(1)	Class A Common Stock	1668	\$0.00	166686	D	
Class B Common		4/1/2012		C		1668			Class A Common	1668	\$0.00	165018	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Stock</b>	(1)						(1)	(1)	<b>Stock</b>					
<b>Class B Common Stock</b>	(1)	4/3/2012		C		114643	(1)	(1)	<b>Class A Common Stock</b>	114643	\$0.00	50375	D	
<b>Class B Common Stock</b>	(1)	4/3/2012		C		200000	(1)	(1)	<b>Class A Common Stock</b>	200000	\$0.00	0	I	See footnote (4)

**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) 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 jointly by Mr. and Mrs. Davis. Mr. Davis holds shared voting and dispositive power with respect to the shares held jointly.
- (5) 1/4th of the total shares underlying the RSU vested on October 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

**Signatures**

/s/ Chrystal Menard on behalf of Reginald D. Davis

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.

**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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)
<b>Davis Reginald D.</b>	<b>ZYNGA INC [ ZNGA ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O ZYNGA INC., 699 EIGHTH STREET</b>	<b>4/15/2012</b>	<b>Senior VP, GC, Secretary</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>SAN FRANCISCO, CA 94103</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/15/2012		C		38333	A	(1)
Class A Common Stock	4/16/2012		S		14578 (2)	D	\$11.4604

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	4/15/2012		M			2500	(3)	4/15/2017	Class B Common Stock	2500	\$0.00	17500	D	
Class B Common Stock	(1)	4/15/2012		M		2500		(1)	(1)	Class A Common Stock	2500	\$0.00	52875	D	
Class B Common Stock	(1)	4/15/2012		C			2500	(1)	(1)	Class A Common Stock	2500	\$0.00	50375	D	
Restricted Stock Unit	\$0.00	4/15/2012		M			35833	(4)	4/15/2017	Class B Common Stock	35833	\$0.00	286667	D	
Class B Common Stock	(1)	4/15/2012		M		35833		(1)	(1)	Class A Common Stock	35833	\$0.00	86208	D	
Class B Common Stock	(1)	4/15/2012		C			35833	(1)	(1)	Class A Common Stock	35833	\$0.00	50375	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) 1/4th of the total shares underlying the RSU vested on January 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (4) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

**Signatures**

/s/ Chrystal Menard, as power of attorney for Reginald D. Davis

4/16/2012

\*\* 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.

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**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 07/01/12

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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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 * <b>Davis Reginald D.</b> (Last) (First) (Middle) <b>C/O ZYNGA INC., 699 EIGHTH STREET</b> (Street) <b>SAN FRANCISCO, CA 94103</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ZYNGA INC [ ZNGA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP, GC, Secretary</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/1/2012</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/1/2012		C		1666	A	(1)
Class A Common Stock	7/2/2012		S		607 (2)	D	\$5.513

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	7/1/2012		M			1666	(3)	12/14/2016	Class B Common Stock	1666	\$0.00	8332	D	
Class B Common Stock	(1)	7/1/2012		M			1666	(1)	(1)	Class A Common Stock	1666	\$0.00	52041	D	
Class B Common Stock	(1)	7/1/2012		C			1666	(1)	(1)	Class A Common Stock	1666	\$0.00	50375	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 00001190 vests as follows: 1/4th of the total shares underlying the RSU vested on October 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

#### Signatures

/s/ Chrystal Menard, as power of attorney for Reginald D. Davis

7/3/2012

\*\* 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.

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**ZYNGA INC**  
Reported by  
**DAVIS REGINALD D.**

**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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Case 3:12-cv-04867-JSW Document 134-30 Filed 05/31/13 Page 22 of 23

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

OMB APPROVAL  
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 * <b>Davis Reginald D.</b> (Last) (First) (Middle) <b>C/O ZYNGA INC., 699 EIGHTH STREET</b> (Street) <b>SAN FRANCISCO, CA 94103</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ZYNGA INC [ ZNGA ]</b>	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) <b>Senior VP, GC, Secretary</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/15/2012</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/15/2012		C		2500	A	(1)	28348	D	
Class A Common Stock	7/15/2012		C		35834	A	(1)	64182	D	
Class A Common Stock	7/16/2012		S		926 (2)	D	\$4.8918	63256	D	
Class A Common Stock	7/16/2012		S		13254 (2)	D	\$4.8912	50002	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	7/15/2012		M		2500	(3)	4/15/2017		Class B Common Stock	2500	\$0.00	15000	D	
Class B Common Stock	(1)	7/15/2012		M		2500	(1)	(1)		Class A Common Stock	2500	\$0.00	52875	D	
Class B Common Stock	(1)	7/15/2012		C		2500	(1)	(1)		Class A Common Stock	2500	\$0.00	50375	D	
Restricted Stock Unit	\$0.00	7/15/2012		M		35834	(4)	4/15/2017		Class B Common Stock	35834	\$0.00	250833	D	
Class B Common Stock	(1)	7/15/2012		M		35834	(1)	(1)		Class A Common Stock	35834	\$0.00	86209	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Class B Common Stock</b>	(1)	7/15/2012		C			35834	(1)	(1)	<b>Class A Common Stock</b>	35834	\$0.00	50375	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 00000444 vests as follows: 1/4th of the total shares underlying the RSU vested on January 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (4) RSU grant number 00000445 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103</b>			<b>Senior VP, GC, Secretary</b>	

**Signatures**

/s/ Chrystal Menard, as power of attorney for Reginald D. Davis

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.