Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page1 of 29

Exhibit 31

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page2 of 29 EDGAROnline

ZYNGA INC Reported by **LEE CADIR B**

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

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/		61 6

Class B Common

Class B Common

Restricted Stock

Restricted Stock

Stock ⁽⁴⁾

Stock ⁽⁴⁾

Unit

COMMISSION Washington, D.C. 20549

OMB 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 P	erson *	2.]	Issu	ier Nan	ne ai	nd Ti	cke	er or T	radi	ng Syn	nbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
LEE CADIR	B			Z	YN	GA II	NC	[Z]	NG	FA]									
(Last)	(First)	(Midd	lle)	3. 1	Dat	e of Ea	rlies	t Tra	nsa	ction (MM/	/DD/YYY	YY)	Directo	or	_	10% O	wner	
														X Office below)	\mathbf{X} Officer (give title below) Other (specify				
C/O ZYNGA	INC., 69	99 EIG	HTH					12/1	5/2	2011			Executive	VP, CT	0				
STREET	(Street)			4	τ <u>ε</u> γ		4	Date			E :1	1		C. In dissi da	1 1-:		7:1:		
	(Birect)					mendn D/YYYY		, Date	0	riginal	ГП	ea		6. Individu Applicable Li		nt/Group I	rining (Che	eck	
SAN FRANC	ISCO, O	CA 9410)3																
(City)	(State)	(Zip)													Reporting Per han One Rep		n		
						~										•	8		
		Table I	r	eriva		1				-	_	osed of		Beneficially					
1.Title of Security (Instr. 3)					IS.	2A. Deemed	Co	Trans. ode		4. Secur Acquired		or		mount of Securities Beneficially Ov owing Reported Transaction(s)				7. Nature of Indirect	
						Execution Date, if	on (In	nstr. 8)		Disposed (Instr. 3,			(Inst	r. 3 and 4)				Beneficial Ownership	
						any			\Box^{\dagger}	((A)		1				or Indirect (I) (Instr.		
							0	Code	v	Amount	or (D)	Price					4)		
Class A Common Sto	ock			12/15/2	2011			С		3077 (1)	A	\$10 ⁽¹⁾		30	77 ⁽¹⁾		D		
Class A Common Sto	ock			12/15/2	2011			F		3077 (2)	D	\$10 ⁽²⁾		0			D		
Tat	ole II - De	rivative S	Securitie	s Ben	nefi	cially C)wn	ed (<i>e</i>		, puts	, ca	lls, wa	rran	its, options,	convert	ible secur	ities)	1	
1. Title of Derivate	2.	3. Trans.	3A.	4.	1	5. Number	r of	6. Dat	e Ey	xercisabl	e	7. Title	and A	mount of	8. Price of	9. Number	10.	11. Nature	
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution	Trans Code		Derivative Securities	•	and E	xpir	ation Da	te	Securiti Derivat		derlying curity	Derivative Security	of derivative	Ownership Form of	of Indirect Beneficial	
	Price of Derivative		Date, if any	(Instr. 8)		Acquired (or Dispose						(Instr. 3	and 4	4)	(Instr. 5)	Securities Beneficially	Derivative Security:	Ownership (Instr. 4)	
	Security		any	0)		(D)										Owned	Direct (D)	(111501.4)	
						(Instr. 3, 4 5)	and									Following Reported	or Indirect (I) (Instr.		
					Π			Date		Expir	ation			Amount or		Transaction (s) (Instr. 4)	4)		
				Code	v	(A) (I	D)		isab	le Date	unon	Title		Number of Shares		(3) (1130. 4)			
Restricted Stock		12/15/2011				500						Clas							
Unit	\$0	12/13/2011		A		200			3)	3/9/2	018	Com Stock		500	\$0	500	D		
Restricted Stock				м		50	0	(5)	(5)	Clas Com	non	500	\$0	0	D		
Unit	t \$U											Stock	(4)	1					

(5)

(5)

(7) (8)

(5)

(5)

3/9/2018

500

834

234 (6)

М

С

A

12/15/2011

12/15/2011

12/15/2011

12/15/2011

\$ 0

\$ 0

\$ 0

Class A

Common

Common

Stock Class B

Common

Stock ⁽⁴⁾

Class B

Stock Class A 500

234 (6)

834

\$0

\$0

\$0

500

266

834

D

D

D

Tal										Filed05/ lls. warran		-		ities)	
1. Title of Derivate Security (Instr. 3)	curity Conversion Date Dev str. 3) or Exercise Price of Dat		3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Nu Deriv Secur Acqu or Di (D)	mber of ative	6. Date Exe and Expirat	rcisable	7. Title and A Securities Un Derivative Se (Instr. 3 and 4	mount of derlying curity		derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Unit	\$ 0			м			236	(5)	(5)	Common Stock ⁽⁴⁾	236	\$ 0	598	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		м		236		(5)	(5)	Class A Common Stock	236	\$0	502	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		с			111 (6)	(5)	(5)	Class A Common Stock	111 ⁽⁶⁾	\$0	391	D	
Restricted Stock Unit	\$0	12/15/2011		A		5851		(9)	8/18/2018	Class B Common Stock ⁽⁴⁾	5851	\$0	5851	D	
Restricted Stock Unit	\$ 0	12/15/2011		м			5851	(5)	(5)	Class B Common Stock ⁽⁴⁾	5851	\$0	0	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		м		5851		(5)	(5)	Class A Common Stock	5851	\$0	6242	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		с			2732 (6)	(5)	(5)	Class A Common Stock	2732 (6)	\$0	3510	D	
Class B Common Stock ⁽⁴⁾	\$ 0							(5)	(5)	Class A Common Stock	80000		83510	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 IPO price of \$10.00 per share.
- (3) Represents RSUs that were granted on March 9, 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 a liquidity event-based condition. The liquidity event-based condition was satisfied, and 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) 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) Not applicable.
- (6) 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.
- (7) Represents RSUs that were granted on March 9, 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, 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.
- (8) The service-based vesting condition was satisfied as to 1/32nd of the total shares underlying the RSU on April 9, 2011. The remaining shares vest, in equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (9) Represents RSUs that were granted on August 18, 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 a liquidity event-based condition. The liquidity

event-based condition was satisfied, and the KSU's became vested, on December 13, 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.

Reporting Owners

Penerting Owner Name / Address		Relationships										
Reporting Owner Name / Address	Director	10% Owner	Officer	Other								
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, CTO									

Signatures

/s/ Cadir Lee 12/15/2	011
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** 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).

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page6 of 29 EDGAROnline

ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 01/11/12 for the Period Ending 01/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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FORM 4 ^{Cas}	e3:12-CUNAPED SANTEPSECERIPAESIANDELXEAL
	COMMISSION

COMMISSION Washington, D.C. 20549

(NGP age7 Of 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	. Name and Address of Reporting Person *				and Ti	cke	er or Tr	adiı	ng Syr	mbol 5. Relationship of Reporting Person(s) to Issue (Check all applicable)
LEE CADIR	В		ZYN	IGA IN	C [ZN	NG	FA]			
(Last)	(First)	(Middle)	3. Da	te of Earli				MM/I	DD/YY	YY) Director 10% Owner
C/O ZYNGA STREET			1/9					Executive VP, CTO		
	(Street)		4. If <i>A</i> (MM/D	Amendme D/YYYY)	ent, Date	e O	riginal	File	ed	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANC	ISCO, CA (State)	(Zip)								X Form filed by One Reporting Person Form filed by More than One Reporting Person
	1	Table I - Non-	Derivativ	ve Securit	ties Acq	ui	red, Di	spo	sed of	f, or Beneficially Owned
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed Execution Date, if	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5			5. Amount of Securities Beneficially Owned 6. 7. Nature Following Reported Transaction(s) Ownership of Indirec Instr. 3 and 4) Form: Beneficial Ownership Direct (D) Ownership
		any	Code	v	Amount	(A) or (D)	Price	or Indirect (Instr. 4) (I) (Instr. 4) (4)		
Class A Common Sto	Class A Common Stock				С		11 (1)	A	\$8 (1)	11 ⁽¹⁾ D
Class A Common Sto	Class A Common Stock 1				F		11 (2)	D	\$8 ⁽²⁾	0 D
Tab	· · · · · · · · · · · · · · · · · · ·									nrants, options, convertible securities)
1 Title of Derivate	2 2	Trong 2A	1 5	Number of	6 Da	to E	varaicabl	~	7 Ti+L	a and Amount of 8 Drive of 0 Number 10 11 Netur

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8)	•	5. Numb Derivati Securitie Acquire Dispose (Instr. 3)	ve es d (A) or	and Expiration Date				(Instr. 5)		Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	le Date Title		Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Restricted Stock Unit	\$0	1/9/2012		М			26	(3)	3/9/2018	Class B Common Stock ⁽⁴⁾	26	\$0	572	D	
Class B Common Stock ⁽⁴⁾	\$0	1/9/2012		м		26		(5)	(5)	Class A Common Stock	26	\$0	103536	D	
Class B Common Stock ⁽⁴⁾	\$0	1/9/2012		с			11	(5)	(5)	Class A Common Stock	11	\$0	103525	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 \$8.00 per share on the close of day of the 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 \$8.00 per share on the close of day of the transaction.

- (3) Represents RSUs that were granted on March 9, 201 P. These RSUs have a term of 7 years and are settled in shares of the Issuer's Class B Common Stock. The service-based vesting condition was satisfied as to 1/32nd of the total shares underlying the RSU on April 9, 2011. The remaining shares vest, in equal monthly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (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) Not applicable.

Baparting Owner Name / Address	Relationships										
Reporting Owner Name / Address	Director	10% Ow	ner	Officer	Other						
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103				Executive VP, CTO							

Signatures

/s/ Devang Shah, as power of attorney for Cadir Lee	1/11/2012		
** 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.

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ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 02/13/12 for the Period Ending 02/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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UNITED STATES SECONTIES AND EXCHANGE 9		.г

COMMISSION Washington, D.C. 20549

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	Name and Address of Reporting Person *				ssuer Nan	ne and	l Ti	cker o	r Tr	adiı	ng Syr	nbol	5. Relationship of Reporting Person(s) to Issuer				
													(Check all	applicat	ole)		
LEE CADIR	B			ZY	'NGA I	NC [ZI	NGA]								
(Last)	(First)	(Mi	ddle)	3. E	Date of Ea	rliest]	Гra	nsactio	n (N	MM/	DD/YY	YY)	Director 10% Owner				
()	()	()										X Officer (give title below) Other (specify				
C/O ZYNGA	INC 6	00 F1(ти			2	2/9	/2012				^{below)} Executive	VD CT	0			
STREET	IIIC., U.)) ER	JII I II			_							Executive	evr, ci	U		
	(Street)			f Amendr /DD/YYYY		Date	e Origi	nal	File	ed		6. Individu Applicable Li		nt/Group]	Filing (Ch	eck	
SAN FRANC																	
(City)	(State)	(Zi											X Form filed by One Reporting Person Form filed by More than One Reporting Person				
			-										1 01111 1110	<i>a ey more</i>	inun one reep	ording r erbo	
		Table	I - Non-	Derivat	ive Secu	rities A	Acq	uired	, Di	spo	sed of	f, or B	eneficially	y Owned	l		
1.Title of Security				2. Trans.	2A.	3. Trans	s.	4. Secur					ount of Securi			6.	7. Nature
(Instr. 3)				Date	Deemed Execution	Code (Instr. 8	6	(A) or Disposed of (Instr. 3, 4 and 5)					bllowing Reported Transaction(s) nstr. 3 and 4)			Ownership Form:	of Indirect Beneficial
					Date, if		Í	(1	1			,			Direct (D)	Ownership
					any				(A) or							or Indirect (I) (Instr.	(Instr. 4)
						Code	V	Amount	(D)	1	Price					4)	
Class A Common Sto	ock			2/9/2012		c		11 (1)	A	\$13	3.25 (1)		1	1 (1)		D	
Class A Common Sto	Class A Common Stock 2							11 ⁽²⁾	D	\$13	3.25 ⁽²⁾			0		D	
		• .•	a •	,											•1 1	•.• 、	•
	ole II - Dei		1	1							1		s, options,		1	10.	
1. Title of Derivate Security													and Amount of 8. Price of 9. Number es Underlying Derivative of				11. Nature of Indirect
(Instr. 3)	or Exercise	Date	Execution	Code (Instr. 8)	Derivative Securities		iu E	Apriation		C	Derivat	tive Sec	urity	Security	derivative	Form of	Beneficial
	Price of		Date, if		Acquired (A) or Disposed of (D)								(Instr. 5)	Securities		Ownership	

(Instr. 3)	or Exercise Price of Derivative Security		Execution Date, if any	(Instr.	8)	Acq Disp	urities uired (A) or loosed of (D) r. 3, 4 and			Derivative Se (Instr. 3 and 4		2	Securities Beneficially Owned Following	Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)		(I) (Instr. 4)	
Restricted Stock Unit	\$0	2/9/2012		м			26	(3)	3/9/2018	Class B Common Stock ⁽⁴⁾	26	\$ 0	546	D	
Class B Common Stock ⁽⁴⁾	\$ 0	2/9/2012		м		26		(3)	(3)	Class A Common Stock	26	\$0	103551	D	
Class B Common Stock ⁽⁴⁾	\$0	2/9/2012		С			11 ⁽⁵⁾	(3)	(3)	Class A Common Stock	11 (5)	\$0	103540	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 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 Owners

Penerting Owner Name / Address			Rela	ationships	
Reporting Owner Name / Address	Director	10% O	wner	Officer	Other
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103				Executive VP, CTO	

Signatures

/s/ Devang Shah, as power of attorney for Cadir Lee	2/13/2012
** 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).

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page12 of 29 EDGAROnline

ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 03/12/12 for the Period Ending 03/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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	• • • UNITED STATES SECURITIES AND EXCHANGE • • •	

COMMISSION Washington, D.C. 20549

OMB 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	ress of Re	porting Person	n * 2. Is	ssuer Nar	ne and	Ti	icker or	r Tr	ading S	ymbol	5. Relatio (Check al			Person(s)	to Issuer
LEE CADIR	В		ZY	NGA I	NC [Z	NGA]							
(Last)	(First)	(Middle)	3. D	Date of Ea	rliest 7	[ra	nsactio	n (N	MM/DD/Y	YYYY)	Direct	or	_	10% Ov	wner
C/O ZYNGA STREET			Ŧ		3	s/9)/2012				XOffi below) Executive	cer (give titl e VP, CT	<i>,</i>	Othe	r (specify
STREET	(Street)			f Amendr /DD/YYYY		Dat	e Origi	nal	Filed		6. Individ Applicable L		nt/Group 1	Filing (Che	eck
SAN FRANC	ISCO, C	CA 94103									X Form f	iled by One	Reporting Pe	erson	
(City)	(State)	(Zip)											than One Rep		n
		Table I - No		1	1		r <u> </u>		-			-			
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed Execution	3. Trans Code (Instr. 8			ispo	Acquired sed of (D) nd 5)	Follo	mount of Secur owing Reported r. 3 and 4)			Ownership Form:	Beneficial
				Date, if any	Code	v	Amount	(A) or (D)						Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Sto	ck		3/9/2012		С		11 (1)	A	\$13.89	(1)	1	1 (1)		D	
Class A Common Sto	ck		3/9/2012		F		11 (2)	D	\$13.89	(2)		0		D	
Tab	le II - Dei	rivative Secur	ities Bene	eficially (Owned	. ()	e.g. , pi	uts,	calls, v	varran	nts, options	, convert	ible secu	rities)	
1. Title of Derivate	2.	3. Trans. 3A.	4. Trans.	5. Number	of 6.	Da	te Exercis	sable	e 7. T	itle and A	Amount of	8. Price of	9. Number	10.	11. Nature

1. Title of Derivate	2.	3. Trans.	3A.	4. Trai	ns.	5. N	umber of	6. Date Exe	rcisable	7. Title and A	mount of	8. Price of	9. Number	10.	11. Nature
Security	Conversion	Date	Deemed	Code		Der	ivative	and Expirati	on Date	Securities Un	derlying	Derivative	of	Ownership	of Indirect
(Instr. 3)	or Exercise		Execution	(Instr.	8)		urities			Derivative Se	curity	Security	derivative	Form of	Beneficial
	Price of		Date, if				uired (A) or			(Instr. 3 and 4)	(Instr. 5)		Derivative	Ownership
	Derivative		any			Disp	posed of (D)						Beneficially	Security:	(Instr. 4)
	Security					(Ins	tr. 3, 4 and						Owned	Direct (D)	
						5)							Following	or Indirect	
				<u> </u>				Date Exercisable	Expiration Date	Title	Amount or Number of		Reported Transaction (s) (Instr. 4)		
				Code	V	(A)	(D)				Shares		(.) (
Restricted Stock Unit	\$ 0	3/9/2012		М			26	(3)	3/9/2018	Class B Common Stock ⁽⁴⁾	26	\$0	520	D	
Class B Common Stock ⁽⁴⁾	\$0	3/9/2012		м		26		(3)	(3)	Class A Common Stock	26	\$ 0	103566	D	
Class B Common Stock ⁽⁴⁾	\$ 0	3/9/2012		с			11 (5)	(3)	(3)	Class A Common Stock	11 (5)	\$ 0	103555	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 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, fails 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 Owners

Penerting Owner Name / Address			Rela	ationships	
Reporting Owner Name / Address	Director	10% C	Owner	Officer	Other
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103				Executive VP, CTO	

Signatures

/s/ Chrystal Menard, as power of attorney for Cadir Lee	3/12/2012
** 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).

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page15 of 29 EDGAROnline

ZYNGA INC Reported by LEE CADIR B

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 Fiscal Year 12/31

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	Case	3:12-CVDAAGGEDISHATESSECCORAAAS	ANICO
FORM	4	COMMISSION	1

COMMISSION Washington, D.C. 20549

CHANGE age 16 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	ress of Re	porting	Person	*	2. Is	ssuer N	ame a i	nd 🛛	Ficker (or Tr	adir	ng Syr	nbol	5. Relation (Check all			Person(s)	to Issuer
LEE CADIR	В			,	ZY	NGA	INC	[Z	ZNGA]								
(Last)	(First)	(M	iddle)		3. D	Date of	Earlies	st Tı	ansacti	ion (1	MM/I	DD/YY	YY)	Direct	Director			wner
(2000)	(1 1131)	(111	(dulle)												cer (give titl	e below)	Othe	r (specify
C/O ZYNGA	INC 6	99 EI(тнтн					4/	3/201	2				below) Executive	VP CT	0		
STREET			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,											LACCULIV	,	0		
	(Street)					f Amen		, Da	te Orig	ginal	File	ed		6. Individ Applicable L		nt/Group 1	Filing (Cho	eck
SAN FRANC	ISCO, O	CA 941	103															
(City)	(State)	(Zi														Reporting Pe than One Rep		n
														I 01111 1110		inun one reep	orung renso	
		Table	I - Non-	Deri	ivat	ive Sec	curitie	s Ao	cquire	ł, Di	spo	sed of	f, or I	Beneficially	y Owned	l		
1.Title of Security				2. Tr		2A.	3. Tr		4. Secu					ount of Secur			6.	7. Nature
(Instr. 3)				Date		Deeme Executi	d Code		(A) or (Instr. 1			f (D)		wing Reported . 3 and 4)	Transaction	n(s)	Ownership Form:	of Indirect Beneficial
						Date, if		Ť	Ì	· 	1		ſ	,			Direct (D)	Ownership
						any				(A) or	'						or Indirect (I) (Instr.	(Instr. 4)
				ļ			Coc	ie V	/ Amou			Price					4)	
Class A Common Sto	ck			4/3/2	2012		C		117166	64 A		(1)		11	71664		D	
Class A Common Sto	ck			4/3/2	2012		s		117166	⁵⁴ D	\$11	.64 (2)			0		D	
																	•	•
Tab	le II - De	r						-		-		-		ts, options	1		ities)	
1. Title of Derivate Security	2. Conversion	3. Trans.	3A. Deemed	4. Trans		5. Numbe Derivativ			Date Exer piration I		e and			Amount of nderlying	8. Price of Derivative	9. Number	10. Ownership	11. Nature of Indirect
(Instr. 3)	or Exercise	Date	Execution	Code	;	Securities	5	EX	piration	Jale		Deriv	ative S	ecurity	Security	derivative	Form of	Beneficial
	Price of Derivative		Date, if any	(Instr 8)		Acquired Disposed						(Instr	. 3 and	4)	(Instr. 5)	Securities Beneficially	Derivative Security:	Ownership (Instr. 4)
	Security		ully	0)		(Instr. 3,										Owned	Direct (D)	(instr. i)
								D		F				Amount or	1	Following Reported	or Indirect (I) (Instr.	
				Code	v	(A)	(D)	Da Ex	te ercisable	Expir Date	ation	Title		Number of Shares		Transaction (s) (Instr. 4)	4)	
Employee Stock						()						Cla	uss B			(*) (********)		
Option (right to buy)	\$0.1281	4/3/2012		М			1171664	4	(3)	11/19	/201		nmon	1171664	\$0.00	5735346	D	
				ļ	\square							_	:k ⁽¹⁾			ļ		
Class B Common Stock	(1)	4/3/2012		м		1171664			(1)		(1)		nss A nmon ock	1171664	\$0.00	1275219	D	
Class B Common	(1)	4/3/2012		С			1171664	4	(1)		(1)	Cla	iss A	1171664	\$0.00	103555	D	

Explanation of Responses:

Stock

(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.

Stock

- (2) 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.
- (3) Of the 8,320,000 shares subject to the option, one fourth of the shares vested on November 17, 2009 and one forty-eighth of the shares vest on the first day of each succeeding month thereafter, subject to continued service to the Issuer through each vesting date.

Penerting Owner Name / Address		Rel	ationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
LEE CADIR B				
C/O ZYNGA INC.			Executive VP, CTO	
699 EIGHTH STREET				
SAN FRANCISCO, CA 94103				

Signatures

/s/ Chrystal Menard on behalf of Cadir Lee

** 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).

4/3/2012 Date

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ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 04/11/12 for the Period Ending 04/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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FORM 4	Case 3:12-cvpAqQ7DSWATE
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COMMISSION Washington, D.C. 20549

SCHOORFIELS AND DECHANCE age 19 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 Add	lress of Re	eporting	Person *	*	2. I	ssuer	Nam	ne ar	nd T	icke	r or	r Trac	lin	ig Symbol	5. Relation (Check all			Person(s)	to Issuer
LEE CADIR	B			,	ZY	ZNG	AI	NC	[Z	NG	A]]							
(Last)	(First)	(M	iddle)	-	3. I	Date	of Ea	rliest	t Tra	ansac	ctio	n (MN	1/D	DD/YYYY)	Direct	Director			wner
	. ,	,	,													cer (give titl	e below)	Othe	er (specify
C/O ZYNGA	INC., 6	99 EI(GHTH												below) Executive	e VP. CT	0		
STREET	,																		
	(Street)					. If Amendment, Date Original Filed MM/DD/YYYY)							ile	d		6. Individual or Joint/Group Filing (Check Applicable Line)			
SAN FRANC	ISCO, (CA 94	103												V Form f	iled by One	Peporting Pe	rson	
(City)	(State)	(Zi	p)			X Form filed by One Reporting Po Form filed by More than One Rep												n	
		Table	I - Non-	Deri	iva	tive S	Secur	ities	s Ac	quir	·ed,	Disp	oos	sed of, or	Beneficiall	y Owned	L		
1.Title of Security				2. Ti					rans.					uired 5. An	ount of Securit	ies Benefici	ally Owned	6.	7. Nature
(Instr. 3)	(Instr. 3) Da				•		emed ecution	Code (Inst		(D	ý –	Dispos		(Instr.	ving Reported 7 3 and 4)	I ransaction((S)	Form:	of Indirect Beneficial
						Dat any	ie, if			(In	nstr. 3	3, 4 an	d 5))				Direct (D) or Indirect	Ownership (Instr 4)
												(A) or						(I) (Instr.	(
								Co	de	V An	noun	nt (D)	P	Price				4)	
Class A Common Sto	ock			4/9/2	/2012		0	C	2	26	6 A		(1)		26		D		
Class A Common Sto	ock			4/10	10/2012			s	5	12	2 (2)	(2) D \$11.48				14			
Tab	le II - De	rivative	e Securit	ies B	en	eficia	ally C)wne	ed (e.g.	, pt	uts, c	all	ls, warrai	nts, options	, convert	tible secur	ities)	
1. Title of Derivate	2.	3. Trans.		4.			nber of					able ar	ıd	7. Title and		Amount of 8. Price of 9. Numbe			11. Nature
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution	Trans Code		Deriva Securi			Expu	ration				Securities U Derivative S		Derivative Security	of derivative	Ownership Form of	of Indirect Beneficial
	Price of Derivative		Date, if any	(Instr 8)			red (A) sed of ((Instr. 3 and	4)	(Instr. 5)	Securities Beneficially	Derivative Security:	Ownership (Instr. 4)
	Security		lany	0)			3, 4 an										Owned	Direct (D)	(insu: i)
									Date		Fr	cpiratio	n		Amount or		Following Reported	or Indirect (I) (Instr.	
				Code	v	(A)	(I			cisable			"	Title	Number of Shares		Transaction (s) (Instr. 4)	4)	
						()		- /			1			Class B			(*) (********)		
Restricted Stock Unit	\$0.00	4/9/2012		М			26			(3)	12	2/14/20	16	Common	26	\$0.00	494	D	
											_			Stock ⁽¹⁾	-				
Class B Common Stock	(1)	4/9/2012		М		26				(1)		(1)		Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	4/9/2012		с			26			(1)		(1)		Class A Common Stock	26	\$0.00	103555	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) 1/32nd of the total shares underlying the RSU vested on April 9, 2011 and 1/32nd of the total shares vest each month thereafter for 31 months, subject to continued service to the Issuer through each vesting date.

Penerting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owr	nerOfficer	Other						
LEE CADIR B										
C/O ZYNGA INC.			Executive VP, CTO							
699 EIGHTH STREET										
SAN FRANCISCO, CA 94103										

Signatures

/s/ Chrystal Menard on behalf of Cadir Lee	4/10/2012
** 0'	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).

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page21 of 29 EDGAROnline

ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 05/11/12 for the Period Ending 05/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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	ISE3:12-CVDAAADDISHATESGERCORAPATESARIGESCALARGE age 22
FORM 4	COMMISSION

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 Add	ress of Re	eporting	Person	*	2. Issuer Name and Ticker or Trading Symbol								ng S		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
LEE CADIR	в				ZY	ZN(GA IN	C [ZN	G	A]									
(Last)	(First)	M	iddle)		3. Г	Date	of Earli	iest '	Trans	sac	ction (MM/	DD/Y	YYY)	Direct	Director 10% Owner			wner	
(Last)	(Filst)	(111	iuuie)											_X_Offic	cer (give title	e below)	Othe	r (specify		
		00 F1/	TITTI												below)		0			
C/O ZYNGA	INC., 02	99 EIU	эпіп		01712012										Executive	e vP, CT	0			
STREET	(Street)				<u> </u>	<u>c +</u>			<u> </u>		•••	T ''	1		C T 11 11	1 7 .				
	(Street)					. If Amendment, Date Original Filed							ed			6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN FRANC	ISCO (A 041	103	ľ											i ippiiouoio E					
	,														X Form f	iled by One	Reporting Pe	rson		
(City)	(State)	(Zi	p)												Form file	ed by More t	han One Rep	orting Perso	n	
		T.L .	T Nor	D			G	•	•	•				e	D	0				
1 7711 6 6		Table	1 - Non-	-r				1			-	_	bsed		Beneficially					
				2. 1 Dat	'rans e		2A. Deemed	Cod	rans. e		4. Secu Acquire) or		mount of Securi owing Reported			6. Ownership	7. Nature of Indirect	
					-		Execution	(Inst	tr. 8)	1	Dispose	d of	(D)		tr. 3 and 4)				Beneficial	
							Date, if any			_	(Instr. 3		<u> </u>					or Indirect		
							2					(A) or	'					(I) (Instr.	Ì Í	
								Co	ode	V.	Amoun	(D)	Pric	ce				4)		
Class A Common Sto	ck			5/9	9/2012			•	С		26	A	(1)		40		D		
Class A Common Sto	ck			5/1	10/2012			5	s		12 ⁽²⁾ D		\$7.9	9	28			D		
		•	а ч	• •		6	. 11 . 0		1.7						, , .		••• •	•		
	1		1	·			-		ded (<i>e.g.</i> , puts, calls, warrant 6. Date Exercisable 7. Title and A						—	r				
1. Title of Derivate Security	2. Conversion	3. Trans. Date	3A. Deemed	4. Trans			umber of vative				ation Da				Amount of Inderlying	8. Price of Derivative	9. Number of	10. Ownership	11. Nature of Indirect	
(Instr. 3)	or Exercise		Execution	Code		Secu	irities			r			Deri	ivative S	Security	Security	Security derivative		Beneficial	
	Price of Derivative		Date, if any	(Instr 8)			uired (A) o oosed of (D						(Inst	tr. 3 and	(4)	(Instr. 5)	Securities Beneficially	Derivative Security:	Ownership (Instr. 4)	
	Security		uny				tr. 3, 4 and										Owned	Direct (D)	(instit i)	
															Amount or	1	Following Reported	or Indirect (I) (Instr.		
								F	Date Exercis	sabl	Expi le Date	atior	¹ Title	e	Number of		Transaction	4)		
				Code	V	(A	(D)								Shares		(s) (Instr. 4)			
Restricted Stock	\$0.00	5/9/2012		м			26		(3)	<u>,</u>	3/9/2	A10	-	Class B ommon	26	\$0.00	160	D		
Unit	\$0.00			IVI			20		(3)	,	5/9/2	019		ock ⁽¹⁾	26	\$0.00	468	D		
Charles D. Charles and		5/0/2012									1			lass A						
Class B Common Stock	(1)	5/9/2012		М		26			(1))		1)	Co	ommon	26	26 \$0.00		D		
					$\left \right $			-+						tock						
Class B Common Stock	(1)	5/9/2012		c			26		(1))		1)	Co	lass A ommon stock	26	\$0.00	103555	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 00003496 vests as follows: 1/32nd of the total shares underlying the RSU vested on April 9, 2011 and 1/32nd of the total shares vest each month thereafter for 31 months, subject to continued service to the Issuer through each vesting date.

Penerting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, CTO							

Signatures

/s/ Chrystal Menard on behalf of	Cadir Lee 5/11/2012
**	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).

Case3:12-cv-04007-JSW Document134-31 Filed05/31/13 Page24 of 29 EDGAROnline

ZYNGA INC Reported by LEE CADIR B

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 06/12/12 for the Period Ending 06/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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	Case	3:12-cvdA49EDSYATESSECCORFEESANDOSSE
FORM 4	4	COMMISSION

COMMISSION Washington, D.C. 20549 **WANGE age 25 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 Add	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)				
LEE CADIR	B				ZY	NGA	A IN	Cſ	ZNG	ЗA	1								
(Last)	(First)	M	iddle)						Transa		-	M/	/DD/YY	YY)	Director 10% Ow			wner	
(Last)	(1/1181)	(101	iuuie)												cer (give title	e below)	Othe	r (specify	
C/O ZYNGA	INC 6	90 FI	знтн					(6/9/20	01	2				^{below)} Executive	VD CT	0		
STREET	III , U.	// LI	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,											Executive	, UI	U			
	(Street)												ed		6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN FRANC	ISCO, (CA 941	103																
(City)	(State)	(Zi				X Form filed by One Reporti Form filed by More than On												n	
																		8	
		Table	I - Non-	Deri	ivat	-						_		f, or l	Beneficially	y Owned			
1.Title of Security (Instr. 3)					ans.	2A. Deem		Trai ode			curities				ount of Securit		2	6. Ownership	7. Nature
(Insu: 5)	(Instr. 3)			Date		Execu	ition (I	nstr.	8)						3 and 4)	Tansaction	(5)	Ownership of Indire Form: Benefici	
						Date, any	if –		(In	nstr.		id 5	5)					Direct (D) or Indirect	Ownership (Instr. 4)
					5					(A) or							(I) (Instr. 4)	Ì Í	
							(Code	e V Ar	mou	int (D)		Price						
Class A Common Sto	ock			6/9/2	/2012		С		26	5 A		(1)			54		D		
Class A Common Sto	ock			6/11	1/2012			s	13	3 ((2) D \$5.7		5.7507		41			D	
Tab	le II - De	rivative	Securit	ies B	ene	ficial	ly Ow	neo	d (<i>e.g</i> .	· ,]	puts,	ca	lls, wa	ırran	ts, options,	, convert	ible secur	ities)	
1. Title of Derivate	2.	3. Trans.	3A.	4.	:	5. Numt	per of	e	6. Date E	lxer	cisable		7. Titl	e and A	mount of	8. Price of	9. Number	10.	11. Nature
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution	Trans Code		Derivati Securitie		a	and Expir	ratio	on Date			ities Underlying ative Security		Derivative Security	of derivative	Ownership Form of	of Indirect Beneficial
	Price of		Date, if	(Instr	: .	Acquire	d (A) or							3 and 4		(Instr. 5)	Securities	Derivative	Ownership
	Derivative Security		any	8)		Dispose (Instr. 3											Beneficially Owned	Security: Direct (D)	(Instr. 4)
															Amount or	-	Following Reported	or Indirect (I) (Instr.	
									Date Exercisat		Expirat Date	101	ⁿ Title		Number of		Transaction	4)	
				Code	V	(A)	(D)			_			Cla	ss B	Shares		(s) (Instr. 4)		
Restricted Stock	\$0.00	6/9/2012		м			26		(3)		3/9/201	18		imon	26	\$0.00	442	D	
Unit													Stoc	k ⁽¹⁾					
Class B Common Stock	(1)	6/9/2012		м		26			(1)		(1)			ss A imon ock	26	\$0.00	103581	D	
Class B Common Stock	(1)	6/9/2012		с			26		(1)		(1)			ss A imon	26	\$0.00	103555	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 00003496 vests as follows: 1/32nd of the total shares underlying the RSU vested on April 9, 2011 and 1/32nd of the total shares vest each month thereafter for 31 months, subject to continued service to the Issuer through each vesting date.

Baparting Owner Name / Address		Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other							
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, CTO								

Signatures

/s/ Devang Shah on behalf of Cadir Lee	6/12/2012
** 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

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FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 07/11/12 for the Period Ending 07/09/12

Address 699 EIGHTH STREET SAN FRANCISCO, CA 94103 Telephone 800-762-2530 CIK 0001439404 Symbol ZNGA Fiscal Year 12/31

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FORM 4	COMMISSION

COMMISSION Washington, D.C. 20549 GEage28 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								din	ig Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
LEE CADIR	В				ΖY	NG	A IN	NC	[Z	NGA	\]								
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)											Director			wner
																X Officer (give title below) Other (specify			
C/O ZYNGA INC., 699 EIGHTH															below) Executive VP, CTO				
STREET	,															,			
(Street)														d		6. Individual or Joint/Group Filing (Check Applicable Line)			
SAN FRANC	ISCO, (CA 941	103												V E	1.11.0	D (D		
(City) (State) (Zip)																X _ Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table	I - Non-	Deri	ivat	tive So	ecuri	ities	s Ac	quire	d, I	Disp	205	sed of, or	Beneficiall	y Owned	l		
1.Title of Security						ns. 2A.		3. Tr			ecurities Acqu				of Securities Beneficially Owned		6.	7. Nature	
(Instr. 3) D			Date	:	Deen Exec		Code (Inst			A) or Disposed of				ring Reported Transaction(s) 3 and 4)			Ownership of Indirect Form: Beneficial		
					Date, any	, if			(Inst	nstr. 3, 4 and 5)		15)	``				Direct (D) Ov or Indirect (In		
					any					(/								(1130.4)	
								Coo	de '	V Amo	unt	(D)	F	rice				4)	
Class A Common Stock 7/9				7/9/2	2012			С	:	26		A		(1)		67		D	
Class A Common Stock 7/				7/10	0/2012			s	S 14		(2)	D	\$5.0225		53			D	
Tab	le II - De	rivative	e Securit	ies B	ene	eficial	lly O	wne	ed (e.g. ,	put	ts, c	al	ls, warrai	nts, options	, convert	ible secur	ities)	
1. Title of Derivate	2.	3. Trans. Date	3A. Deemed Execution Date, if any	4.		5. Number of Derivative Securities			6. Date Exe and Expirati					7. Title and				10.	11. Nature
Security (Instr. 3)	Conversion or Exercise			Trans Code										Securities U Derivative S		Derivative Security	of derivative	Ownership Form of	of Indirect Beneficial
	Price of Derivative Security			(Instr 8)		Acquired (A) or Disposed of (D)							(Instr. 3 and	r. 3 and 4)		Securities Beneficially	Derivative Security:	Ownership (Instr. 4)	
				(0)			Instr. 3, 4 and 5)										Owned	Direct (D)	(111501.4)
					Г				D.		L_	. ,.			Amount or	-	Following Reported	or Indirect (I) (Instr.	
				Cada	17	(\mathbf{A})			Date Exei	e rcisable		oirati e	on	Title	Number of Shares		Transaction	4)	
				Code	V	(A)))						Class B	Shares		(s) (Instr. 4)		
Restricted Stock Unit	\$0.00	7/9/2012		м			26	5		(3)	3/9	/201	8	Common	26	\$0.00	416	D	
om														Stock ⁽¹⁾					
Class B Common Stock	(1)	7/9/2012		м	26				(1)		(1)			Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	7/9/2012		с			26	i		(1)		(1)		Class A Common Stock	26	\$0.00	103555	D	

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Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, CTO					

Signatures

/s/ Chrystal Menard as power of attorney for Cadir Lee	7/11/2012
** Signature of Reporting Person	Date

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

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