

Exhibit 31

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

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)
LEE CADIR B	ZYNGA INC [ZNGA]	<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)
C/O ZYNGA INC., 699 EIGHTH STREET	12/15/2011	Executive VP, CTO
(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
(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		3077 (1)	A	\$10 (1)	3077 (1)	D	
Class A Common Stock	12/15/2011		F		3077 (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
Restricted Stock Unit	\$ 0	12/15/2011		A		500		(3)	3/9/2018	Class B Common Stock (4)	500	\$ 0	500	D	
Restricted Stock Unit	\$ 0	12/15/2011		M			500	(5)	(5)	Class B Common Stock (4)	500	\$ 0	0	D	
Class B Common Stock (4)	\$ 0	12/15/2011		M		500		(5)	(5)	Class A Common Stock	500	\$ 0	500	D	
Class B Common Stock (4)	\$ 0	12/15/2011		C			234 (6)	(5)	(5)	Class A Common Stock	234 (6)	\$ 0	266	D	
Restricted Stock Unit	\$ 0	12/15/2011		A		834		(7) (8)	3/9/2018	Class B Common Stock (4)	834	\$ 0	834	D	
Restricted Stock		12/15/2011								Class B					

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				
Unit	\$ 0			M			236	(5)	(5)	Common Stock ⁽⁴⁾	236	\$ 0	598	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		M		236		(5)	(5)	Class A Common Stock	236	\$ 0	502	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		C			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		M			5851	(5)	(5)	Class B Common Stock ⁽⁴⁾	5851	\$ 0	0	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		M		5851		(5)	(5)	Class A Common Stock	5851	\$ 0	6242	D	
Class B Common Stock ⁽⁴⁾	\$ 0	12/15/2011		C			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 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

12/15/2011

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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)
LEE CADIR B	ZYNGA INC [ZNGA]	<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)
C/O ZYNGA INC., 699 EIGHTH STREET	1/9/2012	Executive VP, CTO
(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
(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	1/9/2012		C		11 (1)	A	\$8 (1)
Class A Common Stock	1/9/2012		F		11 (2)	D	\$8 (2)

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	1/9/2012		M		26	(3)	3/9/2018		Class B Common Stock (4)	26
Class B Common Stock (4)	\$ 0	1/9/2012		M		26	(5)	(5)		Class A Common Stock	26
Class B Common Stock (4)	\$ 0	1/9/2012		C		11	(5)	(5)		Class A Common Stock	11

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, 2011. 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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, as power of attorney for Cadir Lee1/11/2012

** 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.

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

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 134-31 Filed 05/31/13 Page 10 of 29

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)
LEE CADIR B	ZYNGA INC [ZNGA]	<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)
C/O ZYNGA INC., 699 EIGHTH STREET	2/9/2012	Executive VP, CTO
(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
(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	2/9/2012		C	11 (1) A \$13.25 (1)	11 (1)	D	
Class A Common Stock	2/9/2012		F	11 (2) D \$13.25 (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	2/9/2012		M	26	(3) 3/9/2018	Class B Common Stock (4) 26	\$ 0	546	D	
Class B Common Stock (4)	\$ 0	2/9/2012		M	26	(3) (3)	Class A Common Stock 26	\$ 0	103551	D	
Class B Common Stock (4)	\$ 0	2/9/2012		C	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

Reporting Owner Name / Address	Relationships			
	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, 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.

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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

FORM 4

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Case 3:12-cv-04607-JSW Document 134-31 Filed 05/31/13 Page 13 of 29

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)
LEE CADIR B	ZYNGA INC [ZNGA]	<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)
C/O ZYNGA INC., 699 EIGHTH STREET	3/9/2012	Executive VP, CTO
(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
(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	3/9/2012		C		11 (1)	A	\$13.89 (1)
Class A Common Stock	3/9/2012		F		11 (2)	D	\$13.89 (2)

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
Restricted Stock Unit	\$ 0	3/9/2012		M			26	(3)	3/9/2018	Class B Common Stock (4)	26	\$ 0	520	D	
Class B Common Stock (4)	\$ 0	3/9/2012		M			26	(3)	(3)	Class A Common Stock	26	\$ 0	103566	D	
Class B Common Stock (4)	\$ 0	3/9/2012		C			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 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

Reporting Owner Name / Address	Relationships			
	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

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).

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
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

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 * LEE CADIR B (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	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) Executive VP, CTO
3. Date of Earliest Transaction (MM/DD/YYYY) 4/3/2012		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	4/3/2012		C		1171664	A	(1)
Class A Common Stock	4/3/2012		S		1171664	D	\$11.64 (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				
Employee Stock Option (right to buy)	\$0.1281	4/3/2012		M			1171664	(3)	11/19/2018	Class B Common Stock ⁽¹⁾	1171664	\$0.00	5735346	D	
Class B Common Stock	⁽¹⁾	4/3/2012		M		1171664		⁽¹⁾	⁽¹⁾	Class A Common Stock	1171664	\$0.00	1275219	D	
Class B Common Stock	⁽¹⁾	4/3/2012		C			1171664	⁽¹⁾	⁽¹⁾	Class A Common Stock	1171664	\$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) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Lee4/3/2012

** 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
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

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 * LEE CADIR B (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	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) Executive VP, CTO
3. Date of Earliest Transaction (MM/DD/YYYY) 4/9/2012		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	4/9/2012		C		26	A	(1)	26	D	
Class A Common Stock	4/10/2012		S		12 (2)	D	\$11.48	14	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	4/9/2012		M			26	(3)	12/14/2016	Class B Common Stock (1)	26	\$0.00	494	D	
Class B Common Stock	(1)	4/9/2012		M		26		(1)	(1)	Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	4/9/2012		C			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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Lee4/10/2012

** 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
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

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)
LEE CADIR B	ZYNGA INC [ZNGA]	<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)
C/O ZYNGA INC., 699 EIGHTH STREET	5/9/2012	Executive VP, CTO
(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
(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	5/9/2012		C		26	A	(1)
Class A Common Stock	5/10/2012		S		12 (2)	D	\$7.99

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	5/9/2012		M			26	(3)	3/9/2018	Class B Common Stock (1)	26	\$0.00	468	D	
Class B Common Stock	(1)	5/9/2012		M		26		(1)	(1)	Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	5/9/2012		C			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) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Lee5/11/2012

** 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).

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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

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 * LEE CADIR B (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	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) Executive VP, CTO
3. Date of Earliest Transaction (MM/DD/YYYY) 6/9/2012		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	6/9/2012		C		26	A	(1)	54	D	
Class A Common Stock	6/11/2012		S		13 (2)	D	\$5.7507	41	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	6/9/2012		M			26	(3)	3/9/2018	Class B Common Stock (1)	26	\$0.00	442	D	
Class B Common Stock	(1)	6/9/2012		M		26		(1)	(1)	Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	6/9/2012		C			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) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Lee6/12/2012

** 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).

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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
LEE CADIR B

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

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 * LEE CADIR B (Last) (First) (Middle) C/O ZYNGA INC., 699 EIGHTH STREET (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ZYNGA INC [ZNGA]	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) Executive VP, CTO
3. Date of Earliest Transaction (MM/DD/YYYY) 7/9/2012		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	7/9/2012		C		26	A	(1)	67	D	
Class A Common Stock	7/10/2012		S		14	(2)	D	\$5.0225	53	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	7/9/2012		M			26	(3)	3/9/2018	Class B Common Stock (1)	26	\$0.00	416	D	
Class B Common Stock	(1)	7/9/2012		M		26		(1)	(1)	Class A Common Stock	26	\$0.00	103581	D	
Class B Common Stock	(1)	7/9/2012		C			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) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Lee7/11/2012

** 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.