

Ko David Y.
Form 3/A
August 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Ko David Y. | | (Month/Day/Year) | ZYNGA INC [ZNGA] | |
| (Last) | (First) | (Middle) | 04/18/2012 | |
| C/O ZYNGA INC., 699 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| EIGHTH STREET | | | (Check all applicable) | 04/30/2012 |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| FRANCISCO, CA 94103 | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Mobile Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|-----------------------|----------|------------|--------------------------------|-----------|------|---|---|
| Restricted Stock Unit | Â (1)(2) | 01/12/2018 | Class B Common Stock (3) | 1,718,750 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (4)(5) | 06/06/2018 | Class B Common Stock (3) | 200,000 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (6) | 03/09/2019 | Class A Common Stock (7) | 300,000 | \$ 0 | D | Â |
| Class B Common Stock | Â (3) | Â (3) | Class A Common Stock | 59,769 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ko David Y. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103 | Â | Â | Â Chief Mobile Officer | Â |

Signatures

/s/ Chrystal Menard, by power of attorney for David Y. Ko

08/27/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Represents Restricted Stock Units (the "RSUs") that were granted on January 12, 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.
- (1) 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.
- (2) The service-based vesting condition was satisfied as to 1/4th of the total shares underlying the RSU on November 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- 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.
- (3) of the Reporting Person.
- Represents RSUs that were granted June 6, 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 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) agreement by and among the Issuer, the underwriters and certain selling stockholders of the Issuer, in connection with the IPO.

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- (5) The service-based vesting condition will be satisfied as to 1/4th of the total shares underlying the RSU on May 20, 2012. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (6) 1/4th of the total shares underlying the RSU will vest on March 15, 2013. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (7) The original Form 3 filed on April 30, 2012 incorrectly reported the title of the underlying securities as Class B Common Stock.

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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