

ZYNGA INC
Form DEFA14A
March 22, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to § 240.14a-12
Zynga Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

94103, and at any adjournments or postponements thereof, as follows: (Continued and to be sign

1. To elect as directors each of the eight nominees listed in the proxy statement to serve until the next annual meeting. 2. To approve, on an advisory basis, the compensation of Zynga's named executive officers. 3. To indicate, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of Zynga's named executive officers. 4. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of Zynga for its fiscal year ending December 31, 2017. Whether or not direction is made, each of the proxies is authorized to vote in his best judgment on such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof. **THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR, "FOR" PROPOSALS 2 AND 4 AND "1 YEAR" FOR PROPOSAL 3. COMPANY NUMBER ACCOUNT NUMBER CONTROL NUMBER JOHN SMITH 1234 MAIN STREET APT. 203 NEW YORK, NY 10038** Please note that you cannot use this notice to vote by mail. Mark Pincus Frank Gibeau Dr. Regina E. Dugan William "Bing" Gordon Louis J. Lavigne, Jr. Ellen F. Siminoff Carol G. Mills Janice M. Roberts **NOMINEES:** This communication is not a voting form and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or e-mail copy of the proxy materials you must request one. A paper or e-mail copy of the proxy materials will not be sent to you unless you make a request for these materials. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before April 21, 2017. Please visit <http://www.astproxyportal.com/ast/17382>, where the following materials are available for view: • Notice of Annual Meeting of Stockholders • Proxy Statement • Form of Electronic Proxy Card • Annual Report to Stockholders **TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers) E-MAIL: info@amstock.com WEBSITE: https://us.astfinancial.com/proxyservices/requestmaterials.asp TO VOTE: ONLINE:** To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time on Sunday, April 30, 2017. **IN PERSON:** You may vote your shares in person by attending the Annual Meeting. Information on attending the Annual Meeting, including directions, may be found at <http://investor.zynga.com/events.cfm> **MAIL:** You may request a card by following the instructions above. Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting of ZYNGA INC. To Be Held On: May 1, 2017 at 11:00 AM PT Zynga Inc. Headquarters, 699 8th Street, San Francisco, CA 94103

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Job # Envelope # Sequence # # of # Sequence # *** Exercise Your Right to Vote *** Important Notice Regarding the
Availability of Proxy Materials for the Shareholder Meeting to Be Held on <mtgdate>. You are receiving this
communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice
to vote these shares. This communication presents only an overview of the more complete proxy materials that are
available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a
paper copy (see reverse side). We encourage you to access and review all of the important information contained in
the proxy materials before voting. Meeting Information Meeting Type: <mtgtype> For holders as of: <reccdate> Date:
Time: <mtgtime> Location: 0000322510_1 R1.0.1.15 ZYNGA INC. Annual Meeting May 01, 2017 May 01, 2017
11:00 AM PST March 10, 2017 Zynga Inc. 699 8th Street San Francisco, CA 94103 Return Address Line 1 Return
Address Line 2 Return Address Line 3 51 MERCEDES WAY EDGEWOOD NY 11717 Investor Address Line 1
Investor Address Line 2 Investor Address Line 3 Investor Address Line 4 Investor Address Line 5 John Sample 1234
ANYWHERE STREET ANY CITY, ON A1A 1A1

How To Vote Please Choose One of the Following Voting Methods Internal Use Only Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: How to View Online: Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. g g Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form. g 0000322510_2 R1.0.1.15 1. Proxy Statement 2. Form 10-K Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 21, 2017 to facilitate timely delivery.

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R1.0.1.15 The Board of Directors recommends that you vote FOR the following: 1. Election of Directors Nominees
01 Mark Pincus 02 Frank Gibeau 03 Dr. Regina E. Dugan 04 William "Bing" Gordon 05 Louis J. Lavigne, Jr. 06
Ellen F. Siminoff 07 Carol G. Mills 08 Janice M. Roberts The Board of Directors recommends you vote FOR the
following proposal(s): 2 To approve, on an advisory basis, the compensation of Zynga's named executive officers. The
Board of Directors recommends you vote 1 YEAR on the following proposal: 3 To indicate, on an advisory basis, the
preferred frequency of stockholder advisory votes on the compensation of Zynga's named executive officers. The
Board of Directors recommends you vote FOR the following proposal(s): 4 To ratify the selection of Ernst & Young
LLP as the independent registered public accounting firm of Zynga for its fiscal year ending December 31, 2017.
NOTE: Whether or not direction is made, each of the proxies is authorized to vote in his best judgment on such other
business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

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