

ZYNGA INC
Form 8-K
August 06, 2015

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
August 6, 2015

Date of Report (Date of earliest event reported)

Zynga Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35375
(Commission
File No.)

42-1733483
(I.R.S. employer
identification number)

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699 Eighth Street

San Francisco, CA 94103

(Address of principal executive offices, including zip code)

(855) 449-9642

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On August 6, 2015, the Company issued a press release announcing its financial results for the quarter ended June 30, 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished in Item 2.02 of this Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Directors

On August 6, 2015, the Board of Directors (the Board) of the Company elected, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the Nominating Committee), Frank Gibeau to serve as a member of the Board until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Effective August 6, 2015, the size of the Board will be increased from seven (7) to eight (8) directors to accommodate Mr. Gibeau's election to the Board.

In accordance with the Company's current program for compensation of non-employee directors which was filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 7, 2014 and incorporated by reference herein, Mr. Gibeau will be entitled to receive compensation for his service as a member of the Board and committees thereof.

There are no arrangements or understandings between Mr. Gibeau and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Gibeau and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Mr. Gibeau is not a party to any current or proposed transaction with the Company for which disclosure is required under Item 404(a) of Regulation S-K. The Company has also entered into its standard form of indemnification agreement with Mr. Gibeau.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is filed with this report on Form 8-K:

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Press release issued by Zynga Inc., dated August 6, 2015. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Zynga Inc.

Date: August 6, 2015

By: /s/ David Lee
David Lee
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|---|
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