ZYNGA INC

FORM 10-K
(Annual Report)

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Telephone	800-762-2530
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SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-35375

Zynga Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**42-1733483**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification Number)**
699 Eighth Street San Francisco, CA	**94103**
(Address of principal executive offices)	**(Zip Code)**

(855) 449-9642

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on which registered:
Class A Common Stock, par value $0.00000625 per share	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 30, 2015, based upon the closing price of $2.86 of the registrant's Class A Common Stock as reported on the NASDAQ Global Select Market, was approximately $2.230 billion, which excludes 144.5 million shares of the registrant's common stock held on June 30, 2015 by then current executive officers, directors, and stockholders that the registrant has concluded are affiliates of the registrant.

As of February 12, 2016, there were 728,915,069 shares of the registrant's Class A common stock outstanding, 113,522,135 shares of the registrant's Class B common stock outstanding and 20,517,472 shares of the registrant's Class C common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2016 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. The proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2015.

Zynga Inc.

Form 10-K
For the Fiscal Year Ended December 31, 2015

Zynga, the Zynga logo and other trademarks or service marks of Zynga appearing in this report are the property of Zynga. Trade names, trademarks and service marks of other companies appearing in this report are the property of their respective holders.

References in this report to “DAUs” mean daily active users of our games, “MAUs” mean monthly active users of our games, “MUUs” mean monthly unique users of our games, “ABPU” means average daily bookings per average DAU and “MUPs” mean monthly unique payers in our games. Unless otherwise indicated, these metrics are based on internally-derived measurements across all platforms on which our games are played. For further information about ABPU, DAUs, MAUs, MUPs, and MUUs as measured by us, see the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics.”

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements. In some cases you can identify these statements by forward-looking words such as "believe," "may," "will," "might," "estimate," "continue," "anticipate," "intend," "could," "should," "would," "project," "plan," "outlook," "target," "expect," or similar expressions, or the negative or plural of these words or expressions. These forward-looking statements include, but are not limited to, statements concerning or impacted by the following:

- our future spend, including spend on R&D and marketing and our future margins;
- our future operational plans, use of cash, strategies and prospects;
- the breadth and depth of our 2015 game slate and our game slate for 2016 and the success of these slates, including launches from our 2015 game slate (*Words on Tour* , *Empires & Allies* , *FarmVille: Harvest Swap* , *Mountain Goat Mountain* , *Black Diamond Casino* and *Princess Bride Slots)* and expected future launches from our 2016 game slate (including *Dawn of Titans* , *CSR2* , *CityVille Mobile* , a sequel to *FarmVille 2: Country Escape* , *Spin It Rich!* , *Willy Wonka Slots* , *True Vegas* , *Vegas Diamond Slots* , *Crazy Cake Swap* and a Wizard of Oz branded match-3 game);
- our ability to change our mix of R&D and unlaunched game slate to live games;
- our ability to increase the predictability of our business and to continue to transition to mobile;
- our planned launch of mobile first games and new features for existing games;
- our ability to grow mobile bookings in 2016 and beyond;
- our cost structure and cost reduction plans and estimated savings and charges, including our reduction in workforce and reduction in centralized services costs and spend;
- our ability to accelerate execution, drive profitability and nurture creativity and innovation while reducing costs and lowering discretionary spend;
- our ability to execute against our turnaround strategy and deliver long-term value to our shareholders, employees and players and fulfill our mission to connect the world through games;
- our ability to accurately forecast our upcoming game launches and bookings and revenue related to upcoming game launches and our existing games;
- our ability to accurately forecast our bookings, revenue and performance of our existing games;
- our relationship or agreements with key licensing partners, additional platform providers or any other key partners;
- our ability to launch and monetize successful new games and features for web and mobile in a timely manner and the success of these games and features;
- our ability to sustain player engagement, optimize our games to increase long-term player retention and monetize our live games (including our Slots games, *Words With Friends* , *Zynga Poker* , and *FarmVille* franchise games) and games in geo-lock testing, (including, *Dawn of Titans* , *CSR2, CityVille Mobile* , *Spin It Rich!* , *Vegas Diamond Slots* and *Crazy Cake Swap)* ;
- our ability to renew our existing brand, technology and content licenses as they expire and secure new licenses for top brands;
- the success of our acquisition of Rising Tide Games, Inc. ("Rising Tide Games") and Zindagi Games, Inc. ("Zindagi");
- the process of integrating NaturalMotion Limited's ("NaturalMotion's"), Rising Tide Games and Zindagi's operations with ours, including but not limited to our expected ability to expand our creative pipeline, accelerate our growth on mobile and deliver hit games on schedule from NaturalMotion, Rising Tide Games and Zindagi;

- the effectiveness of our marketing program and initiatives and our ability to obtain game featuring from partners;
- our strategy of backing proven teams to develop or expand our game offerings in the content categories where we are focused, the timely launch of our games in these categories and the success of these games;
- our relationship with Facebook, changes in the Facebook platform or changes in our agreement with Facebook;
- our relationship with Apple, Google and other Android platform providers, changes to the Android or iOS platforms and /or changes in our agreements with Apple, Google or other Android platform providers;
- our ability to attract and retain key employees in light of business challenges, including employees key to franchise games and planned launches and senior management;
- the impact of change in our senior management team and management teams, new hires and other changes in our organization;
- the strength of our balance sheet and our ability to effectively manage our cost structure and investments;
- the timely launch and success of our games, including the launch of our 2016 game slate (including *Dawn of Titans* , *CSR2* , *CityVille Mobile* , a sequel to *FarmVille 2: Country Escape* , *Spin It Rich!* , *Willy Wonka Slots* , *True Vegas* , *Vegas Diamond Slots* , Crazy Cake Swap and a Wizard of Oz branded match-3 game);
- our ability to efficiently deploy employees and leverage our teams and talent, including shifting resources when necessary to prioritize more important projects;
- our ability to use data analytics to improve our player experience, gameplay and monetization;
- our ability to manage new IP costs;
- competition in our industry;
- our ability to maintain technology infrastructure and employees that can efficiently and reliably handle increased player usage, changes in mobile devices and game platforms, fast load times and the rapid deployment of new features and products;
- our ability to anticipate and address technical challenges that may arise;
- our ability to protect our players' information and adequately address privacy concerns;
- our ability to maintain reliable security services and infrastructure to protect against security breaches, computer malware and hacking attacks;
- market opportunity in the social gaming market, including the mobile market, the advertising market, the market for social game categories in which we invest, and our ability to capitalize on and contribute to this market opportunity;
- the success of our advertising offerings, and our ability to grow advertising bookings;
- our ability to successfully monitor and adapt to changes in gaming platform and consumer demand as the industry continues to evolve;
- our ability to develop, identify, market and launch hit games and new features and content for our existing games in a timely manner;
- the ability of our games to generate revenue and bookings for significant period of time after launch and the timing for market acceptance of new games;

- attrition or decline in existing games' audience and financial performance, including franchise games;
- our ability to utilize, protect, defend and enforce our intellectual property;
- our exposure to intellectual property disputes and other litigation;
- our exposure to illegitimate credit card activity and other security risks, including sales or purchases of virtual goods used in our games through unauthorized or illegitimate third-party websites;
- our ability to manage risks, costs and other challenges associated with international expansion;
- the impact of laws and regulations on our business;
- our evaluation of new business opportunities and acquisitions by us, including integration of newly acquired businesses;
- changes in corporate strategy or management;
- our ability to understand industry trends, such as seasonality, and position our business to take advantage of these trends;
- our ability to build on our social legacy in both our web games and our new mobile games and build a player network across mobile games;
- our ability to operate in an entrepreneurial manner, successfully invest in and innovate on game mechanics and successfully invest in and leverage data and analytics in our operations; and
- the effectiveness of our cost cutting activities and our ability to control and reduce expenses, including our estimated savings and charges associated with our restructuring efforts.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in "Part I. Item 1A. Risk Factors" of this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment and industry. New risks may also emerge from time to time. It is not possible for our management to predict all of the risks related to our business and operations, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. The achievement or success of the matters covered by such forward-looking statements involves significant risks, uncertainties and assumptions. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated, predicted or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur, and reported results should not be considered as an indication of future performance. Factors that could cause or contribute to such differences include, but are not limited to, those described in the section titled "Risk Factors." Except as required by law, we undertake no obligation to update any forward-looking statements for any reason to conform these statements to actual results or to changes in our expectations.

PART I

ITEM 1. BUSINESS

Overview

Zynga Inc. ("Zynga" or "we" or "the Company") is a leading provider of social game services. We develop, market and operate social games as live services played on mobile platforms such as iOS and Android and social networking sites such as Facebook. Generally, all of our games are free to play, and we generate revenue through the in-game sale of virtual goods and advertising services.

We are a pioneer and innovator of social games and a leader in making "play" a core activity on mobile devices and social networking sites. We believe our leadership position in social games is the result of our significant investment in our people, content, brand, technology and infrastructure. Our leadership position in social games is defined by the following:

- ***Engaged and Global Community of Players.*** According to our analytics, during the fourth quarter of 2015, we had 68 million monthly active users or MAUs, of which 81% were mobile MAUs, and 18 million daily active users or DAUs, of which 82% were mobile DAUs. Our players are also highly engaged with our games being played by 21 million DAUs worldwide for the full year ended 2015, of which 80% were mobile DAUs. According to comScore Mobile Metrix, as of December 2015, Zynga is ranked number 1 in mobile applications in the United States for monthly unique users in the games category.
- ***Leading Portfolio of Social Games.*** We have developed a number of popular social games including games in our Slots, *Words With Friends* , *Zynga Poker* and *FarmVille* franchises.
- ***Scalable Technology and Data.*** We leverage our technology to increase player engagement, cross-promote our portfolio of games, continually enhance existing games, launch new games and build the Zynga brand. We believe our scale results in network effects that deliver compelling value to our players, and we are committed to making significant investments to grow our community of players, their engagement and monetization over time. We believe that combining data analytics with creative game design enables us to create a superior player experience.

In 2015, we launched several new games on mobile and web including *Words on Tour* , *Empires & Allies* , *FarmVille: Harvest Swap* , *Mountain Goat Mountain* , *Black Diamond Casino* and *Princess Bride Slots* . In May 2015, we entered the mobile Action Strategy category with *Empires & Allies* and were listed among the "2015 Best New Games" awarded by Google Play and "2015 Best Mobile Games" awarded by Facebook. *Words with Friends* also earned "Best Free Game of 2015" by Apple and was localized in six global languages. Inclusion in these rankings demonstrates our commitment to developing high quality mobile social games. In the third quarter of 2015, we also acquired Rising Tide Games to expand our footprint in the social casino games space.

Consistent with our free-to-play business model, a small portion of our players have historically been payers. During the three months ended December 31, 2015, we had approximately 0.8 million monthly unique payers or MUPs (excluding payers who use certain payment methods for which unique payer data is not available, NaturalMotion legacy games and games from recently acquired Rising Tide). Because the opportunity for social interactions increases as the number of players increases, we believe that maintaining and growing our overall number of players, including the number of players who may not purchase virtual goods, is important to the success of our business. As a result, we believe that the number of players who choose to purchase virtual goods will continue to constitute a small portion of our overall players.

Our top three games historically have contributed the majority of our revenue. Our top three games accounted for 53%, 60% and 54% of our online game revenue in 2015, 2014 and 2013, respectively.

Our operations are headquartered in San Francisco, California, and we have several operating locations in the U.S. as well as various international office locations in India and Europe. We were originally organized in April 2007 and completed our initial public offering in December 2011. Our Class A common stock is listed on the NASDAQ Global Select Market under the symbol "ZNGA."

Our Strategy and Core Commitments

Our mission is to connect the world through games. In pursuit of our mission, we encourage entrepreneurship and intelligent risk-taking to produce great games and breakthrough innovations. Our goal from a content perspective is to create top hits that engage mainstream global audiences.

We encourage innovation, the creation of compelling game experiences and moving with a sense of urgency to capitalize on our opportunities for our success and the benefit of our players. These factors are critical to extending our leadership position as we seek to continue building successful franchises.

Our Social Games

We design our social games to provide players with shared experiences that surprise and delight them. Our social games leverage the global connectivity and distribution on mobile platforms such as iOS and Android and social networking sites such as Facebook. Our games are free to play, span a number of categories and attract a community of players that is demographically and geographically diverse. We operate our games as live services and update them with fresh content and new features to make them more social, enhance player engagement and improve monetization. We analyze the data generated by our players' game play and social interactions to guide the creation of new content and features. We use this ongoing feedback loop to keep our games compelling and enhance the player experience.

Our Content

- ***Make Games Free, Accessible and Fun.*** We operate our games as live services that are available anytime and anywhere. We design our social games to provide players with easy access to shared experiences that delight, amuse and entertain, and we will continue to update our games on an ongoing basis with fresh content and new features to make them more social and fun for our players.
- ***Sustain and Grow Live Franchises .*** We will continue to enhance the games that make up our market-leading franchises including Slots, *Words With Friends* , *Zynga Poker* and *FarmVille* . We regularly update our games after launch to encourage social interactions, add new content and features and seek to improve monetization.
- ***Create New Hits.*** We will continue to invest in building new games and expand the number of categories of games that we offer, as well as offer our games on multiple platforms so players can access our games on various devices. For example, in addition to multiple in-game features and events, this year we released *Words on Tour* and *FarmVille: Harvest Swap* in the Casual category, *Black Diamond Casino* and *Princess Bride Slots* in the Social Casino category and *Empires & Allies* in the Action Strategy category.
- ***Growth on Mobile.*** We believe there is a large opportunity to extend our brand and games to mobile platforms including Apple iOS and Google Android. We shifted our business to focus on mobile first games in 2015. We also believe our acquisition of NaturalMotion in 2014 will accelerate our mobile growth and add mobile titles in strategic game categories.

Our Franchises

We have created evergreen franchises such as Slots, *Words With Friends* , *Zynga Poker* and *FarmVille* . In 2016, we expect to move into new game categories that align with the timeless entertainment categories that consumers care about, including the Action Strategy category.

We currently invest in several game categories, including the following:

- ***Social Casino*** . Includes *Zynga Poker* and our Slots games such as *Hit it Rich! Slots, Wizard of Oz Slots, Princess Bride Slots* and *Black Diamond Casino* .
- ***Casual .*** Includes one of our most popular mobile-game titles *Words With Friends* , which launched a localized version in six new languages, including Spanish, French, German and Italian in the third quarter of 2015 . Games in this category provide chances for friendly competition and allow our players to quickly connect with friends and family when they start a game and to build and enhance relationships throughout the game experience.
- ***Action Strategy.*** Includes *Empires & Allies* , which launched in the second quarter of 2015. Games in this category emphasize skillful thinking and planning to achieve victory against other players. There is also a strong social focus as players can connect with friends to achieve a common goal, such as the Alliances feature in *Empires & Allies* .
- ***Invest Express.*** Represented by our games such as *FarmVille* , *FarmVille 2* and *FarmVille 2: Country Escape* , these games allow our players to express their personalities by customizing the appearances of their farms.

We also may invest in other strategic categories in the future.

Our Network

Players progress faster in their games by connecting with friends and other players in our network to instantly get what they need to complete quests, obtain virtual items and enhance their experience. We aspire to leverage our existing and new games to bring the best social playing experiences to our audience. Our network enables users to discover new games, find and connect with new friends, challenge, cooperate and compete with friends; all of which drive higher user engagement for games on our network.

Our Revenues

We generate revenue from the following live services:

Virtual Goods and Paid Downloads

Our primary revenue source is the sale of virtual currency that players use to buy in-game virtual goods. Virtual currency can also be earned for free through game play or by accepting promotional offers from our advertising partners. We also generate revenue when players purchase mobile game downloads.

Advertising and Licensing

Our advertising services offer creative ways for marketers and advertisers to reach and engage with our players. The goal of our engagement-based advertising is to enhance the player experience while delivering real value to advertisers. Our advertising offerings include:

- *Branded Virtual Goods and Sponsorships* that integrate relevant advertising and messaging within game play;
- *Engagement Ads and Offers* in which players can answer certain questions, watch-to-earn engagements or sign up for third party services to receive virtual currency and in-game bonuses;
- *Mobile Ads* through ad-supported free versions of our mobile games;
- *Display Ads* in our online web games that include banner advertisements; and
- *Licensing* our brands.

Marketing and Distribution

We acquire our players through unpaid channels by cross-promoting new games to our existing audience and through paid advertising channels. We have been able to build a large community of players through the viral and sharing features provided by social networks, the social innovations in our games and the network effects of our games.

We are committed to connecting with our players. We have fan pages, generally on Facebook, for each of our games to connect with our players; and we leverage various other forms of social media, including Twitter, to communicate with them. We periodically host live and online player events. We also advertise our games within other mobile applications and on social networks such as Facebook via various in-app advertising partners. In 2015 and 2014, we spent $128.9 million and $101.7 million, respectively, on these player acquisition costs.

Agreements with Facebook, Apple and Google

Our revenue depends on our continued ability to publish our games on Facebook and on mobile platforms, primarily the iOS and Android platforms. We operate under the standard terms of service for Facebook, Apple and Google and any of these operators could unilaterally alter their terms of service in a manner that could harm our business.

In 2015, we derived 29% of our bookings and 33% of our revenue from Facebook and 68% of our bookings and 64% of our revenue from mobile platforms, such as Apple’s App Store for iOS devices and the Google Play App Store for Android devices. In 2015, an increasing number of our players were generated from mobile platforms.

Our use of the Facebook platform and data derived from Facebook is governed by Facebook’s standard terms of service except for certain limited addenda. Our use of mobile platforms and data derived from mobile platforms is also governed by the standard terms of service of the mobile platforms, primarily Apple and Google.

Research and Development

We believe continued investment in enhancing existing games and developing new games, and in software development tools and code modification, is important to attaining our strategic objectives. Our research and development expenses were $361.9 million, $396.6 million and $413.0 million in 2015, 2014 and 2013, respectively, which included stock-based expense of $94.5 million, $83.7 million and $61.9 million, respectively.

Technology and Tools.

We have invested extensively in developing our proprietary technology stack, which has the ability to handle sudden bursts of activity for millions of players over a short period of time with high levels of performance and reliability. Our proprietary technology stack includes datacenter and cloud computing management, a shared code base, network and cross-promotional features and proprietary data analytics. Our technology stack also supports the growth of our 2D and 3D game engines across the mobile business in addition to supporting high-level security and anti-fraud infrastructure. We are also investing in machine learning. We believe that investing in technology and tools, including the simulation technologies we acquired with our purchase of NaturalMotion in 2014, can create competitive advantages as well as extend our technology leadership. We will continue to innovate and optimize across our technology and tools to deliver cost-effective, high performance and highly available social games.

Intellectual Property

Our business is significantly based on the creation, acquisition, use and protection of intellectual property. Some of this intellectual property is in the form of software code, patented technology and trade secrets that we use to develop our games and to enable them to run properly on multiple platforms. Other intellectual property we create includes product and feature names and audio-visual elements, including graphics, music, story lines and interface design.

While most of the intellectual property we use is created by us, we have also acquired rights to proprietary intellectual property. We have also obtained rights to use intellectual property through licenses and service agreements with third parties. These licenses typically limit our use of intellectual property to specific uses and for specific time periods.

We protect our intellectual property rights by relying on federal, state and common law protections, as well as contractual restrictions. We actively seek patent protection covering inventions originating from the company and acquire patents we believe may be useful or relevant to our business. We control access to our proprietary technology by entering into confidentiality and invention assignment agreements with our employees and contractors, and confidentiality agreements with third parties. We also actively engage in monitoring and enforcement activities with respect to infringing uses of our trademarks, copyrights and domain names by third parties.

In addition to these contractual arrangements, we also rely on a combination of trade secret, copyright, trademark, trade dress, domain name and patents to protect our games and other intellectual property. We typically own the copyright to the software code to our content, as well as the trademark for the brand or title under which our games are marketed. We pursue the registration of our domain names, copyrights, trademarks patents, and service marks in the United States and, for some, in locations outside the United States. Our registered trademarks in the United States include “Zynga” and the names of our games, among others.

Circumstances outside our control could pose a threat to our intellectual property rights. For example, effective intellectual property protection may not be available in the United States or other countries in which our games are distributed. Also, the efforts we have taken to protect our proprietary rights may not be sufficient or effective. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Also, protecting our intellectual property rights is costly and time-consuming. Any unauthorized disclosure or use of our intellectual property could make it more expensive to do business, thereby harming our operating results.

Companies in the Internet, games, social media, technology and other industries may own large numbers of patents, copyrights and trademarks and may frequently request license agreements, threaten litigation or file suit against us based on allegations of infringement or other violations of intellectual property rights. From time to time, we have faced, and we expect to face in the future, allegations by third parties, including our competitors and non-practicing entities, that we have infringed their copyrights, trademarks, patents and other intellectual property rights. As we face increasing competition and as our business grows, including into new areas, we will likely face more claims of infringement.

Competition

We face significant competition in all aspects of our business. Specifically, we compete for the leisure time, attention and discretionary spending of our players with other social game developers on the basis of a number of factors, including quality of player experience, brand awareness and reputation and access to distribution channels.

We believe we compete favorably on these factors. However, our industry is evolving rapidly and is becoming increasingly competitive. Other developers of social games could develop more compelling content that competes with our social games and adversely affects our ability to attract and retain players and their entertainment time. These competitors, including companies of which we may not be currently aware, may take advantage of social networks, access to a large user base and their network effects to grow rapidly and virally.

Our competitors include:

- *Developers for Mobile and Web Games:* We face competition from a number of competitors who develop mobile and web games. These competitors, some of which have significant financial, technical and other resources, greater name recognition and longer operating histories, may create games that appeal to our players. The mobile game sector specifically is characterized by frequent product introductions, rapidly emerging mobile platforms, new technologies and new mobile application storefronts. Some of these competitors include DeNA Co. Ltd. (Japan), Electronic Arts Inc., Gameloft SA, GREE International, Inc., Glu Mobile Inc., King.com Inc., Rovio Mobile Ltd., Supercell Inc., GungHo Online Entertainment, Inc., Kabam and The Walt Disney Company. Because our games are free to play, we compete primarily on the basis of player experience rather than price. We also expect new competitors to enter the market and existing competitors to allocate more resources to develop and market competing games and applications.
- *Other Game Developers:* Our players may also play other games on personal computers and consoles, some of which include social features that compete with our social games and have community functions where game developers can engage with their players. Some of these competitors include Activision Blizzard, Inc., Electronic Arts, Riot Games, Valve, Take-Two Interactive, SEGA of America, Inc. and The Walt Disney Company.
- *Other Forms of Media and Entertainment:* We compete more broadly for the leisure time and attention of our players with providers of other forms of Internet and mobile entertainment, including social networking, online casual entertainment and music. To the extent existing or potential players choose to read, watch or listen to online content or streaming video or radio, play interactive video games at home or on their computer or mobile devices rather than play social games, these content services pose a competitive threat.

Government Regulation

We are subject to a number of foreign and domestic laws and regulations that affect companies conducting business on the Internet and mobile platforms, many of which are still evolving and could be interpreted in ways that could harm our business. In the United States and internationally, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted, or the content provided by users. Any court ruling or other governmental action that imposes liability on providers of online services for the activities of their users and other third parties could harm our business. We are potentially subject to a number of foreign and domestic laws and regulations that affect the offering of certain types of content, such as that which depicts violence, many of which are ill defined, still evolving and could be interpreted in ways that could harm our business or expose us to liability.

In addition, rising concern about the use of social networking technologies for illegal conduct, such as the unauthorized dissemination of national security information, money laundering or supporting terrorist activities may in the future produce legislation or other governmental action that could require changes to our games or restrict or impose additional costs upon the conduct of our business.

Some of our games or features are based upon traditional casino games, such as slots and poker. We have structured and operate these games and features, including *Zynga Poker* and *Hit It Rich! Slots* , with the gambling laws in mind and believe that these games or features do not constitute gambling. There are ongoing academic, political and regulatory discussions in the United States and other jurisdictions regarding whether social casino applications should be subject to a higher level or different type of regulation than other social game applications and, if so, what this regulation should include.

We also offer our players various types of sweepstakes, giveaways and promotion opportunities. We are subject to laws in a number of jurisdictions concerning the operation and offering of such activities, many of which are still evolving and could be interpreted in ways that could harm our business. Any court ruling or other governmental action that imposes liability on providers of online services could result in criminal or civil liability and could harm our business.

In the area of information security and data protection, many states have passed laws requiring notification to users when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to implement. The costs of compliance with these laws may increase in the future as a result of changes in interpretation. Furthermore, any failure on our part to comply with these laws may subject us to significant liabilities.

We are also subject to federal, state and foreign laws regarding privacy and protection of player data, including the collection of data from minors. We post our Privacy Policy and Terms of Service online, in which we describe our practices concerning the use, transmission and disclosure of player data. Any failure by us to comply with our posted privacy policy or privacy related laws and regulations could result in proceedings against us by governmental authorities or others, which could harm our business. In addition, the interpretation of many data protection laws, and their application to the Internet is unclear and in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from state to state, country to country, or region to region, and in a manner that is not consistent with our current data protection practices. Complying with these varying international requirements could cause us to incur additional costs and change our business practices. Further, any failure by us to adequately protect our players' information and data could result in a loss of player confidence in our services and ultimately in a loss of players, which could adversely affect our business.

With the move of our services to mobile devices, we are also subject to additional regulations regarding communication via this channel, such as the Telephone Consumer Protection Act ("TCPA"). The interpretation of many of these laws, including the TCPA, and their application to current means of communication through mobile devices is unclear and in a state of flux. These laws may be interpreted and applied in a manner that is not consistent with current industry practices. The costs of compliance with these laws may increase in the future as a result of changes in interpretation and may greatly reduce our ability to contact our players through this channel. Furthermore, failure on our part to comply with these laws may subject us to significant liabilities.

In addition, some concern has been expressed in Europe and in certain countries that social gaming should be regulated to protect consumers, in particular minors and persons susceptible to addiction to social games. European regulators are also considering the efficacy of existing consumer protection laws as they relate to protection of consumers for the purchase of virtual items in applications, including game applications. These concerns could lead to the adoption of legislation or regulations that may impose additional burdens upon us, prohibit the offering of our games to certain users or territories, increase our costs or require changes to our games. These concerns have already led to certain changes in Apple and Google policy and could lead to additional changes.

Also, because our services are accessible worldwide, certain foreign jurisdictions have claimed and others may claim that we are required to comply with their laws, including in jurisdictions where we have no local entity, employees or infrastructure.

Separately, we had a partnership agreement with bwin.party to develop, test and operate certain real money online poker and casino games in the United Kingdom which ended in February 2015.

Seasonality

During fiscal year 2015, approximately 23% of our revenue was derived from advertising and other. Advertising budgets are generally highest during the fourth quarter and decline significantly in the first quarter of the following year, which affects the revenues we derive from advertisements and offers in our games. Additionally, we generally experience increases in game downloads and resulting online games revenues in the fourth quarter and first quarter corresponding to increases in smartphone and tablet purchases during the holiday shopping season.

Employees

Our future success depends upon the continued service of our key technical and management personnel and upon our ability to continue to attract and retain qualified employees, particularly our senior management team and highly skilled game designers, product managers and engineers. We currently have favorable employee relations, but the competition for technical personnel is intense, and the loss of key employees or the inability to hire such employees when needed could have a material adverse impact on our business and financial condition. As of December 31, 2015, we had 1,669 full-time employees.

Available Information

Our website is located at www.zynga.com and our investor relations website is located at http://investor.zynga.com. The following filings are available through our investor relations website after we file them with the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our Proxy Statements for our annual meetings of stockholders. These filings are also available for download free of charge on our investor relations website. Further, a copy of this Annual Report on Form 10-K is located at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases as part of our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our certificate of incorporation, bylaws, governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading "Corporate Governance." The contents of our websites are not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

We have identified the following risks and uncertainties that may have a material adverse effect on our business, financial condition or results of operations. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently believe are not material may also significantly impair our business operations. Our business could be harmed by any of these risks. The trading price of our Class A common stock could decline due to any of these risks, and you may lose all or part of your investment. In assessing these risks, you should also refer to the other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and related notes.

We have marked with an asterisk (*) those risks described below that reflect changes from, or additions to, the risks described in our Quarterly Report on Form 10-Q for the quarter-ended September 30, 2015.

Risks Related to Our Business and Industry

Our business will suffer if we are unable to continue to develop successful games for mobile platforms, successfully monetize mobile games, or successfully forecast mobile launches and/or monetization.*

Our business depends on developing and publishing mobile games that consumers will download and spend time and money playing. We have devoted and we expect to continue to devote substantial resources to the research, development, analytics and marketing of our mobile games, however we cannot guarantee that we will continue to develop games that appeal to players or advertisers. We are also in the process of executing plans to succeed as a mobile first company, which includes the optimization of our live games, development and launch of new games, stemming declines in our audience size and prudent cost control. However, these efforts may not be sufficient to enable us to improve our operating results. We recently launched *Words on Tour* , *Empires & Allies* , *FarmVille: Harvest Swap* , *Mountain Goat Mountain* , *Princess Bride Slots* and *Black Diamond Casino* in 2015. In order to generate profits, new games that we introduce need to generate sufficient bookings and revenues to offset the associated development and marketing costs. As our player base becomes more heavily concentrated on mobile platforms, our ability to drive traffic to our games through unpaid channels may become diminished, and the overall cost of marketing our games may increase. We may also encounter difficulty in integrating features on games developed for mobile platforms that a sufficient number of players will pay for or otherwise sufficiently monetizing mobile games. The success of our games depends, in part, on unpredictable and volatile factors beyond our control including consumer preferences, competing games, new mobile platforms and the availability of other entertainment experiences. If our games are not launched on time or do not meet consumer expectations, or they are not brought to market in a timely and effective manner, our ability to grow revenue and our financial performance will be negatively affected. For example, we recently experienced delays in the introduction of *Looney Tunes Dash!* , *Dawn of Titans* and *CSR Racing 2* which had a negative impact on our financial results.

We also recently announced that we will exit the Sports category to focus efforts on four categories: Social Casino, Casual, Action Strategy and Invest Express. In addition to the market factors noted above, our ability to successfully develop games for mobile platforms and their ability to achieve commercial success will depend on our ability to:

- effectively market mobile games to our existing web-based players, mobile players and new players without excess cost;
- achieve viral organic growth;
- achieve benefit from player acquisition costs that may materialize in the future;
- adapt to changing player preferences;
- adapt games quickly to make sure they are compatible with, and take advantage of feature sets for new releases of mobile phones and other devices;
- expand and enhance games after their initial release;
- anticipate and effectively respond to the growing number of players switching from web-based to mobile games, the changing mobile landscape and the interests of players on mobile platforms;
- attract, retain and motivate talented game designers, product managers and engineers who have experience developing games for mobile platforms;
- partner with mobile platforms and obtain featuring opportunities;
- adapt game feature sets for limited bandwidth, processing power and screen size of typical mobile devices;
- minimize launch delays and cost overruns on the development of new games;
- effectively monetize our games;
- maintain a quality social game experience;
- provide a compelling and optimal user experience through existing and developing third party technologies, including third party software and middleware utilized by our players;
- release games compatible with an increasingly diverse set of mobile devices;
- compete successfully against a large and growing number of existing market participants;
- minimize and quickly resolve bugs or outages; and
- acquire and successfully integrate high quality mobile game assets, personnel or companies.

These and other uncertainties make it difficult to know whether we will succeed in continuing to develop successful mobile games and launch these games in accordance with our financial plan. If we do not succeed in doing so, our business will suffer.

Moreover, our mobile games generally monetize at a lower rate than our web-based games and we may not be successful in our efforts to increase our monetization from mobile games. If we are unable to offset the decline in our web-based games with bookings from our mobile games, our revenue and our financial performance will suffer.

We are also a relatively new entrant in the mobile game market and, as a result have a relatively short history in developing and launching mobile games. As a result of this we may have difficulty predicting the development schedule of a new game and forecasting bookings for a game. If launches are delayed and we are unable to monetize mobile games in the manner that we forecast, our ability to grow revenue and our financial performance will be negatively impacted.

We must continue to launch, innovate and enhance games that players like and attract and retain a significant number of players in order to grow our revenue and sustain our competitive position.*

We previously announced that we would launch six to ten new mobile games in 2015, including games in new categories. This estimate subsequently underwent several downward revisions, ultimately to 6 new mobile games in 2015. We also recently announced during our first quarter of 2015 earnings call that we decided to exit the Sports category to focus efforts on four categories: Social Casino, Casual, Action Strategy and Invest Express. These revisions highlight the inherent risk that we may not launch games that we expect to launch in a given period according to schedule. Moreover, the games we do launch may not attract and retain a significant number of players or monetize well. If we do not launch games on schedule or our games do not monetize well, our business, revenue, bookings and profits will be negatively impacted.

If our top games do not maintain their popularity, our results of operations could be harmed.

In addition to creating new games that are attractive to a significant number of players, we must extend the life of our existing games, in particular our most successful games. Historically, we have depended on a small number of games for a majority of our revenue and we expect that this dependency will continue for the foreseeable future. Our existing games compete with our new offerings and the offerings of our competitors. Traditionally, bookings from existing games decline over time. For a game to remain popular, we must constantly enhance, expand or upgrade the game with new features that players find attractive. Increased competition can result in increasing player acquisition and retention costs. Constant game enhancement requires the investment of significant resources, particularly with older games, and such costs on average have increased. We may not be able to successfully enhance, expand or upgrade our current games. Any reduction in the number of players of our most popular games, any decrease in the popularity of our games or social games in general, any breach of game-related security or prolonged server interruption, any loss of rights to any intellectual property underlying such games, or any other adverse developments relating to our most popular games, could harm our results of operations.

Our business is intensely competitive and "hit" driven. If we do not deliver "hit" products and services, or if consumers prefer our competitors' products or services over our own, our operating results could suffer.

Competition in our industry is intense. Many new games are introduced in each major industry segment (mobile, web, and PC free-to-download), but only a relatively small number of "hit" titles account for a significant portion of total revenue in each segment. Our competitors range from large established companies to emerging start-ups, and we expect new competitors to continue to emerge throughout the world. If our competitors develop and market more successful products or services, offer competitive products or services at lower price points or based on payment models perceived as offering a better value proposition, or if we do not continue to develop consistently high-quality and well-received products and services, our revenue, margins, and profitability will decline.

Our operating results are volatile and difficult to predict, and our stock price may decline if we fail to meet the expectations of securities analysts or investors.*

Our bookings, revenue, adjusted EBITDA, player traffic and operating results have fluctuated in the past and could vary significantly from quarter-to-quarter and year-to-year and may fail to match our past performance or the expectations of securities analysts or investors because of a variety of factors, some of which are outside of our control. Any of these events could cause the market price of our Class A common stock to fluctuate. Factors that may contribute to the variability of our operating results include the risk factors listed in these "Risk Factors" and the factors discussed in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting Our Performance."

In particular, it is difficult to predict when bookings from one of our games will begin to decline, the decay rate for any particular game, which is the speed at which the popularity and player usage for a game declines and the commercial success of our new games. Our business depends on our ability to consistently and timely launch new games or versions of games that achieve significant popularity and have the potential to become franchise games as bookings from our older games decline. It is difficult for us to predict with certainty when we will launch a new game as games may require longer development schedules or soft launch periods than we expect to meet our quality standards. For example, our experience in 2014 and 2015 launches has caused us to extend soft launch periods for certain of our games during 2015, including a move in the launch of *Dawn of Titans* and *CSR Racing 2* from 2015 to 2016, which results in a delay in significant bookings for the games. If decay rates are higher than expected in a particular quarterly period and/or we experience delays in the launch of new games that we expect to offset these declines and/or new games do not monetize well, we may not meet our expectations or the expectations of securities analysts or investors for a given quarter.

In addition, we recognize revenue from the sale of our virtual goods in accordance with U.S. GAAP, which is complex and based on our assumptions and historical data with respect to the sale and use of various types of virtual goods. In the event that such assumptions are revised based on new data or there are changes in the historical mix of virtual goods sold due to new game introductions, reduced virtual good sales in existing games or other factors or there are changes in our estimates of average playing periods and player life, the amount of revenue that we recognize in any particular period may fluctuate significantly. In addition, changes in the policies of Facebook, Apple, Google or other third party platforms or accounting policies promulgated by the SEC and national accounting standards bodies affecting software and virtual goods revenue recognition could further significantly affect the way we report revenue related to our products. Such changes could have an adverse effect on our reported revenue, net income and earnings per share under U.S. GAAP. For further information regarding our revenue recognition policy, see the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies—Revenue Recognition" in this Annual Report on Form 10-K.

Given the rapidly evolving social game industry in which we operate, our historical operating results may not be useful in predicting our future operating results. In addition, metrics we have developed or those available from third parties regarding our industry and the performance of our games, including DAUs, MAUs, MUUs, MUPs and ABPU may not be indicative of our future financial performance. This could cause the market price of our Class A common stock to fluctuate.

A small number of games have generated a majority of our revenue, and we must continue to launch, innovate and enhance games that players like and attract and retain a significant number of players in order to grow our revenue and sustain our competitive position.*

Historically, we have depended on a small number of games for a majority of our revenue and we expect that this dependency will continue for the foreseeable future. Bookings and revenue from many of our games tend to decline over time after reaching a peak of popularity and player usage. As a result of this natural decline in the life cycle of our games, our business depends on our ability to consistently and timely launch new games across multiple platforms and devices that achieve significant popularity and have the potential to become franchise games. We previously announced that we would launch six to ten new mobile games in 2015, including games in new categories. This estimate subsequently underwent several downward revisions, ultimately to 6 new mobile games in 2015. We also recently announced that we will exit the Sports category to focus efforts on four categories: Social Casino, Casual, Action Strategy and Invest Express. These revisions highlight the inherent risk that we may not launch games that we expect to launch in a given period according to schedule. Moreover, the games we do launch may not attract and retain a significant number of players or monetize well.

Each of our games requires significant engineering, marketing and other resources to develop, launch and sustain via regular upgrades and expansions, and such costs on average have increased over the last several years. Our ability to successfully launch, sustain and expand games and attract and retain players largely will depend on our ability to:

- anticipate and effectively respond to changing game player interests and preferences;
- achieve benefit from player acquisition costs that may materialize in the future;
- anticipate or respond to changes in the competitive and technological landscape (including, but not limited to changes in mobile devices and gaming platforms);
- attract, retain and motivate talented game designers, product managers and engineers;
- develop, sustain and expand games that our players find fun, interesting and compelling to play;
- develop games that can build upon or become franchise games;
- effectively market and advertise new games and enhancements to our existing players and new players;
- acquire players in a cost-effective manner;
- minimize the launch delays and cost overruns on new games and game expansions;
- minimize downtime and other technical difficulties; and
- acquire and integrate high quality assets, personnel and companies.

It is difficult to consistently anticipate player demand on a large scale, particularly as we develop games in new categories or new markets, including international markets and mobile platforms. If we do not successfully launch games that attract and retain a significant number of players and extend the life of our existing games, our market share, brand and financial results will be harmed. For example, in September 2014, we launched a new version of *Zynga Poker* which replaced our existing mobile poker offering. The launch resulted in a sharp decline in DAUs and revenue, and feedback that some existing players preferred the prior version of the game. As a result, we now have two mobile poker offerings, *Zynga Poker* and the original game offering, which was subsequently reintroduced as *Zynga Poker Classic* .

We rely on a small portion of our total players for nearly all of our revenue and if we fail to grow our player base, or if player engagement continues to decline, bookings, revenue and operating results will be harmed.*

Compared to all players who play our games in any period, only a small portion are paying players. During the three months ended December 31, 2015, we had approximately 0.8 million MUPs (excluding payers who use certain payment methods for which unique payer data is not available, excluding NaturalMotion legacy games and games from recently acquired Rising Tide), who represent approximately one percent of our total players during the three months ended December 31, 2015. In order to sustain and grow our revenue levels, we must attract, retain and increase the number of paying players or more effectively monetize our players. To retain players, we must devote significant resources so that the games they play retain their interest and attract them to our other games. We might not succeed in our efforts to increase the monetization rates of our users, particularly if we are unable to retain our paying players. If we fail to grow or sustain the number of our paying players, if the rates at which we attract and retain players declines or if the average amount our players pay declines, our business may not grow and our financial results will suffer.

Our business depends on our players and our player's level of engagement is critical to our success. We lose players in the ordinary course of business. Average MAU declined 30% percent from 98 million in the fourth quarter of 2014 to 68 million in the fourth quarter of 2015. Our financial performance will continue to be significantly impacted if we continue to lose users. If we fail to sustain the number of our paying players, if the rates at which we attract and retain players declines or if the average amount our players pay declines, our business will continue to decline and our financial results will suffer.

A large portion of our business is dependent upon, and our bookings and revenues are derived from, the Facebook platform, and Facebook in many cases has the unilateral ability to interpret its policies and terms and conditions for applications and developers.*

Facebook is currently the largest payment platform for our games. To date, we have derived a significant portion of our bookings (24% in the three months ended December 31, 2015) and revenue (28% in the three months ended December 31, 2015) and acquired a significant number of our players through Facebook. Except for certain limited addenda, we are subject to Facebook's standard terms and conditions for application developers, which govern the promotion, distribution between us and Facebook and operation of games and other applications on the Facebook platform.

Our business may be harmed if:

- Facebook discontinues or limits our access to its platform;
- Facebook terminates or seeks to terminate our contractual relationship altogether;
- Facebook prohibits us from offering our games on the Facebook platform because it determines that we are a competitor or for other reasons;
- Facebook modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;
- Facebook makes operational changes to its platform that we are not able to adapt to our game offerings;
- Facebook changes how the personal information of its users is made available to application developers on the Facebook platform or is able to be shared by users;
- Facebook modifies or interprets its terms of service or other policies in a manner that impacts our ability to advertise, either for our games or for third party products or services;
- Facebook establishes more favorable relationships with one or more of our competitors;
- Facebook platform or purchasing functionality becomes unavailable for a period of time; or
- Facebook develops or acquires its own competitive offerings.

In addition, we have benefited from Facebook's strong brand recognition and large user base. If Facebook loses its market position or otherwise falls out of favor with Internet users or other factors cause its user base to stop growing or to shrink, we would need to identify alternative channels for marketing, promoting and distributing our games, which would consume substantial resources and may not be effective, or available at all.

Facebook has broad discretion to change and interpret its terms of service and other policies with respect to us and other developers, and those changes may be unfavorable to us. Facebook may also change its fee structure, add fees associated with access to and use of the Facebook platform, alter how we are able to advertise on the Facebook platform, change how the personal information of its users is made available to application developers on the Facebook platform or restrict how Facebook users can share information with friends on their platform or across platforms other than Facebook. If changes were made that were detrimental to us, our business would be harmed and our operating results would be adversely affected.

Facebook recently introduced a new version of its developer platform that required us to migrate our games to that platform. We have made the decision not to migrate multiple games to the new platform, which impacted our players ability to access those games through Facebook and web based bookings and revenue in 2015 and is expected to continue to impact our web based bookings and revenue in 2016. If we are unable to develop new games or features that work with this platform our players may not be able to access those games or features or otherwise encounter a negative gaming experience, resulting in reduced bookings and revenue. In addition, the new platform and any future changes to it may change the way our developers can interact with users or how Facebook users can share information with friends. Any such changes in the future could significantly alter how players experience or interact within our games, which may harm our business.

If we violate, or if Facebook believes we have violated its terms of service, it could limit or discontinue our access to the platform, which would harm our business.

We also rely on the continued functionality of the Facebook platform. If our players or potential players are not able to access our games through this platform or encounter difficulties in doing so, we may lose players, resulting in decreased bookings and revenue. The level of service provided by Facebook may also impact the purchase, usage and satisfaction with the virtual goods or currency purchased by our players, adversely affecting our business and profitability. If Facebook experiences interruptions in service or issues with its in-app purchasing functionality regularly or for a prolonged basis, or other similar issues arise that impact our ability to generate revenues on the Facebook platform, it could have a negative impact on our revenues and operating results.

To be successful, we must increasingly leverage the global connectivity and distribution of mobile platforms, making the success of our business dependent on this technology and our relationships with mobile platform providers, which in many cases have the unilateral ability to interpret their policies and terms and conditions for applications and developers.*

Our social games increasingly leverage the global connectivity and distribution of mobile platforms including Apple's App Store for iOS devices and the Google Play App Store for Android devices. Our games are distributed on these platforms and the virtual items we sell in our games are purchased using the payment processing systems of these platform providers. In the fourth quarter of 2015, 73% of our bookings were generated through mobile platforms. We are subject to the standard policies and terms of service of these third party platforms, which govern the promotion, distribution and operation of games on the platform and can be changed by the platform providers, in their sole discretion, at any time. Such changes may decrease the visibility or availability of our games, limit our distribution capabilities, prevent access to our existing games, reduce the amount of bookings and revenue we may recognize from in-game purchases, increase our costs to operate on these platforms or result in the exclusion or limitation of our games on such third party platforms. Any such changes could significantly harm our business in both the short-term and long-term.

For example, Apple recently changed its policy and required apps available through the Apple App Store to provide 64-bit support and be built with the iOS 8 software development kit, with certain exceptions. This policy change required us to adapt our games to support 64-bit and be built with the iOS 8 software development kit, which involved significant development, time, and expense. In addition, due to the significant expense involved in supporting 64-bit development, we might decide not to continue updating certain of our existing games that we otherwise would have continued to update, which would cause the revenues we generate from those games to decline more quickly than they otherwise would have. Furthermore, building our games to support 64-bit development will increase the file size of our games, which could reduce the number of downloads of these games, particularly if we are unable to keep the size of the games below 100 megabytes, which is the maximum file size that can currently be downloaded over any carrier's wireless network.

If we violate, or a platform provider believes we have violated its terms of service, it could limit or discontinue our access to the platform, which would harm our business.

We also rely on the continued functionality of the Apple App Store and the Google Play App Store. If our players or potential players are not able to access our games through these platforms or encounter difficulties in doing so, we may lose players, resulting in decreased bookings and revenue. The level of service provided by these storefronts may also impact the purchase, usage and satisfaction with the virtual goods or currency purchased by our players, adversely affecting our business and profitability. Further, in the past these digital storefronts have experienced interruptions in service or issues with their in-app purchasing functionality. If these types of interruptions were to occur regularly or for a prolonged basis, or other similar issues arise that impact our ability to generate revenues from these storefronts, it could have a negative impact on our revenues and operating results.

Any restructuring actions and cost reduction initiatives that we undertake may not deliver the expected results and these actions may adversely affect our business.*

On May 6, 2015 we announced a restructuring, including a reduction in headcount of approximately 18% of our global workforce, including contractors. Prior to that, on February 12, 2015 we announced that we were closing our studio in Beijing, China and in 2013 and 2014, we implemented certain restructuring actions and cost reduction initiatives to better align our operating expenses with our revenue, including reducing our headcount, rationalizing our product pipeline, reducing marketing and technology expenditures and consolidating and closing certain facilities. We plan to continue to manage costs to better and more efficiently manage our business. Our restructuring plans and other such efforts could result in disruptions to our operations and adversely affect our business.

We expect to continue to actively monitor our costs, however, if we do not fully realize or maintain the anticipated benefits of any restructuring actions and cost reduction initiatives, our business could be adversely affected. In addition, we cannot be sure that the cost reduction initiatives will be as successful in reducing our overall expenses as expected or that additional costs will not offset any such reductions. If our operating costs are higher than we expect or if we do not maintain adequate control of our costs and expenses, our operating results will suffer.

In addition, our cost-cutting measures could negatively impact our business including but not limited by, delaying the introduction of new games, features or events, interrupting live services, impairing our control environment, delaying introduction of new technology, impacting our ability to react nimbly to game or technology issues, or impacting employee retention and morale.

If we fail to maintain and enhance our capabilities for porting games to a broad array of mobile devices, particularly those running the Android operating system, our revenues and financial results could suffer.

We derive a significant portion of our revenues from the sale of virtual goods within our games for smartphones and tablets that run Apple's iOS or Google's Android operating system. Unlike the Apple ecosystem in which Apple controls both the device (iPhone, iPod Touch and iPad) and the storefront (Apple's App Store), the Android ecosystem is highly fragmented since a large number of OEMs manufacture and sell Android-based devices that run a variety of versions of the Android operating system, and there are many Android-based storefronts in addition to the Google Play Store. For us to sell our games to the widest possible audience of Android users, we must port our games to a significant portion of the more than 1,000 Android-based devices that are commercially available, many of which have different technical requirements. Since the number of Android-based smartphones and tablets shipped worldwide is growing significantly, it is important that we maintain and enhance our porting capabilities, which could require us to invest considerable resources in this area. These additional costs could harm our business, operating results and financial condition. In addition, we must continue to increase the efficiency of our porting processes or it may take us longer to port games to an equivalent number of devices, which would negatively impact our margins. If we fail to maintain or enhance our porting capabilities, our revenues and financial results could suffer.

We operate in a new and rapidly changing industry.

The social game industry, through which we derive substantially all of our revenue, is a new and rapidly evolving industry. The growth of the social game industry and the level of demand and market acceptance of our games are subject to a high degree of uncertainty. Our future operating results will depend on numerous factors affecting the social game industry, many of which are beyond our control, including:

- our ability to extend our brand and games to mobile platforms and the timing and success of such mobile game launches;
- continued worldwide growth in the adoption and use of Facebook and other social networks on which our platform relies;
- our ability to maintain the popularity of our games on Facebook, iOS, Android and other platforms;
- the transition of our players from the web to mobile devices, and our ability to effectively monetize games on mobile devices and across multiple platforms and devices;
- our ability to maintain technological solutions and employee expertise to rapidly respond to continuous changes in mobile platforms and mobile devices;
- our ability to maintain technological solutions and employee expertise to rapidly respond to changes in consumer demand for games on new gaming platforms;
- changes in consumer demographics and public tastes and preferences;
- the availability and popularity of other forms of entertainment;
- the worldwide growth of mobile devices, broadband Internet and personal computer users, and the rate of any such growth; and
- general economic conditions, particularly economic conditions adversely affecting discretionary consumer spending.

Our ability to plan for game development, distribution and promotional activities will be significantly affected by our ability to anticipate and adapt to relatively rapid changes in the tastes and preferences of our current and potential players and relatively rapid changes in technology. New and different types of entertainment may increase in popularity at the expense of social games. A decline in the popularity of social games in general, or our games in particular, would harm our business and prospects.

Security breaches, computer viruses and computer hacking attacks could harm our business, reputation, brand and operating results.*

Security breaches, computer malware and computer hacking attacks have become more prevalent in our industry, have occurred on our systems in the past and may occur on our systems in the future. Any security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses could harm our business, financial condition and operating results. We have experienced and will continue to experience hacking attacks of varying degrees from time to time, including denial-of-service attacks. Because of our prominence in the social game industry, we believe we are a particularly attractive target for hackers.

In addition, our games involve the storage and transmission of players' personal information in our facilities and on our equipment, networks and corporate systems run by us or managed by third-parties including Facebook, Apple, Microsoft, Amazon, and Google. Security breaches of our systems or the systems of third-parties on whom we rely could expose us to litigation, remediation costs, increased costs for security measures, loss of revenue, damage to our reputation and potential liability. Our player data, corporate systems, third-party systems and security measures may be breached due to the actions of outside parties, employee error, malfeasance, a combination of these, or otherwise, and, as a result, an unauthorized party may obtain access to our data, our players' data or our advertisers' data. Additionally, outside parties may attempt to fraudulently induce employees or players to disclose sensitive information in order to gain access to our players' data or our advertisers' data. We must continuously examine and modify our security controls and business policies to address the use of new devices and technologies enabling players to share data and communicate in new ways, and the increasing focus by our players and regulators on controlling and protecting user data.

Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently or may be designed to remain dormant until a predetermined event and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. Though it is difficult to determine what harm may directly result from any specific interruption or breach, any failure or perceived failure to maintain performance, reliability, security and availability of our network infrastructure to the satisfaction of our players may harm our reputation and our ability to retain existing players and attract new players.

If an actual or perceived security breach occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose players and advertisers, and we could suffer significant legal and financial exposure due to such events or in connection with remediation efforts, investigation costs or penalties, changed security and system protection measures. Any of these actions could have a material and adverse effect on our business, reputation and operating results.

Any failure or significant interruption in our infrastructure could impact our operations and harm our business.*

Our technology infrastructure is critical to the performance of our games and to player satisfaction, as well our corporate functions. Our games and company systems run on a complex distributed system, or what is commonly known as cloud computing. We own, operate and maintain elements of this system, but many elements of this system are operated by third-parties that we do not control and which would require significant time and potential expense to replace. We have experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints. For example, the operation of *CityVille* was interrupted for several hours in April 2011 and the operation of most of our games was interrupted for several hours in January 2013, in each case due to network outages. If a particular game is unavailable when players attempt to access it or navigation through a game is slower than they expect, players may stop playing the game and may be less likely to return to the game as often, if at all. A failure or significant interruption in our game service could harm our reputation and operations. We have suffered interruptions in service when releasing new software versions or bug fixes for specific games in the past and if any such interruption were significant it could harm our business or reputation. We expect to continue to maintain our technology infrastructure to maintain and improve our player experience and game performance and maintain our corporate system functionality. To the extent we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate increasing traffic, our business and operating results may suffer. We do not maintain insurance policies covering losses relating to our systems and we do not have business interruption insurance. Furthermore, our disaster recovery systems and those of third-parties with which we do business may not function as intended or may fail to adequately protect our critical business information in the event of a significant business interruption, which may cause interruption in service of our games, security breaches or the loss of data or functionality, leading to a negative effect on our business.

We rely on third-party hosting and cloud computing providers, like Amazon Web Services ("AWS"), to operate certain aspects of our business. A significant portion of our game traffic is hosted by a single vendor, and any failure, disruption or significant interruption in our network or hosting and cloud services could adversely impact our operations and harm our business.*

Our technology infrastructure is critical to the performance of our games and to player satisfaction. Our games run on a complex distributed system, or what is commonly known as cloud computing. We own, operate and maintain elements of this system, but significant elements of this system are operated by third-parties that we do not control and which would require significant time to replace. We expect this dependence on third-parties to continue. In particular, a significant portion of our game traffic, data storage, data processing and other computing services is hosted by AWS. As of December 31, 2015, AWS hosted almost all of our game traffic and computing systems. AWS provides us with computing and storage capacity pursuant to an agreement that continues until terminated by either party. AWS may terminate the agreement without cause by providing 180 days prior written notice, and may terminate the agreement with 30 days prior written notice for cause, including any material default or breach of the agreement by us that we do not cure within the 30 day period. The agreement requires AWS to provide us their standard computing and storage capacity and related support in exchange for timely payment by us. We have experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints. If a particular game is unavailable when players attempt to access it or navigation through a game is slower than they expect, players may stop playing the game and may be less likely to return to the game as often, if at all. Any failure, disruption or interference with our use of hosted cloud computing services provided by third-parties, like AWS, could impact our operations, and our business could be adversely impacted.

We must continue to spend significant resources to effectively manage our business and operations.

To effectively manage our business and operations, we will need to continue to focus on spending significant resources to improve our technology infrastructure, our operational, financial and management controls, and our reporting systems and procedures by, among other things:

- monitoring and updating our technology infrastructure to maintain high performance and minimize down time;
- enhancing information and communication systems to ensure that our employees and offices around the world are well-coordinated and can effectively communicate with each other; and
- monitoring our internal controls to ensure timely and accurate reporting of all of our operations.

These enhancements and improvements will require capital expenditures and allocation of valuable management and employee resources.

Our acquisition of NaturalMotion was significant, and the anticipated benefits of the acquisition could be impacted by a number of risks specific to NaturalMotion's business, as well as by risks related to the integration process.*

On February 11, 2014, we completed our acquisition of NaturalMotion. The process of integrating NaturalMotion's operations into our operations is still continuing and could result in unforeseen operating difficulties, absorb significant management attention, and require significant resources that would otherwise have been available for the ongoing development of our existing operations. If we are unsuccessful in addressing these risks and challenges, our business and prospects would be harmed. Particular significant risks and challenges include, but are not limited to:

- the potential lack of employee retention;
- that NaturalMotion's games may not succeed or perform as we anticipated;
- that NaturalMotion's pipeline of future products under development, including *Dawn of Titans* and *CSR Racing 2* , have and may continue to take longer than predicted to develop and launch or may fail to launch at all. For example, we recently announced that the previously anticipated 2015 launches of *Dawn of Titans* and *CSR Racing 2* are being moved to 2016;
- the difficulty of integrating our and NaturalMotion's tools and technology into each other's current and future mobile products; and
- the risk that the implementation of our existing models and mechanics fails to enhance NaturalMotion's products.

Our business will suffer if we are unable to successfully acquire or integrate acquired companies into our business or otherwise manage the growth associated with multiple acquisitions.*

We have acquired businesses, personnel and technologies in the past and we intend to continue to evaluate and pursue acquisitions and strategic investments. These acquisitions and strategic investments could be material to our financial condition or results of operations.

Challenges and risks from such investments and acquisitions include:

- negative effects on products and product pipeline from the changes and potential disruption that may follow the acquisition;
- diversion of our management's attention away from our business;
- declining employee morale and retention issues resulting from changes in compensation, or changes in management, reporting relationships, or future prospects;
- significant competition from other game companies as the social game industry consolidates;
- the need to integrate the operations, systems, technologies, products and personnel of each acquired company, the inefficiencies and lack of control that may result if such integration is delayed or not implemented, and unforeseen difficulties and expenditures that may arise in connection with integration;
- the difficulty in determining the appropriate purchase price of acquired companies may lead to the overpayment from certain acquisitions and the potential impairment of intangible assets and goodwill acquired in the acquisitions;
- the difficulty in successfully evaluating and utilizing the acquired products, technology or personnel;
- the potential incurrence of debt, contingent liabilities, amortization expenses or restructuring charges in connection with any acquisition;
- the need to implement controls, procedures and policies appropriate for a larger public company at companies that prior to acquisition had lacked such controls, procedures and policies;
- the difficulty in accurately forecasting and accounting for the financial impact of an acquisition transaction, including accounting charges and integrating and reporting results for acquired companies that do not historically follow U.S. GAAP;
- the fact that we may be required to pay contingent consideration in excess of the initial fair value; and contingent consideration may become payable at a time when we do not have sufficient cash available to pay such consideration;
- under purchase accounting, we may be required to write off deferred revenue which may impair our ability to recognize revenue that would have otherwise been recognizable which may impact our financial performance or that of the acquired company;
- risks associated with our expansion into new international markets and doing business internationally, including those described under the risk factor caption "Our international operations are subject to increased challenges and risks" elsewhere in this Annual Report on Form 10-K;
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries;
- in some cases, the need to transition operations and players onto our existing or new platforms and the potential loss of, or harm to, our relationships with employees, players and other suppliers as a result of integration of new businesses;
- in certain instances, the ability to exert control of acquired businesses that include earnout provisions in the agreements relating to such acquisitions or the potential obligation to fund an earnout for, or other obligations related to, a product that has not met expectations;

- our dependence on the accuracy and completeness of statements and disclosures made or actions taken by the companies we acquire or their representatives, when conducting due diligence and evaluating the results of such due diligence; and
- liability for activities of the acquired company before the acquisition, including intellectual property and other litigation claims or disputes, information security vulnerabilities, violations of laws, rules and regulations, commercial disputes, tax liabilities and other known and unknown liabilities.

The benefits of an acquisition or investment may also take considerable time to develop, and we cannot be certain that any particular acquisition or investment will produce the intended benefits, which could adversely affect our business and operating results. Our ability to grow through future acquisitions will depend on the availability of suitable acquisition and investment candidates at an acceptable cost, our ability to compete effectively to attract these candidates and the availability of financing to complete larger acquisitions. Acquisitions could result in potential dilutive issuances of equity securities, use of significant cash balances or incurrence of debt (and increased interest expense), contingent liabilities or amortization expenses related to intangible assets or write-offs of goodwill and/or intangible assets, which could adversely affect our results of operations and dilute the economic and voting rights of our stockholders. For example, in the third quarter of 2012, we made the decision to discontinue the development of certain games associated with technology and other intangible assets previously acquired from OMGPOP, Inc. (“OMGPOP”) and we recorded an asset impairment charge of $95.5 million.

Some of our players may make sales or purchases of virtual goods used in our games through unauthorized or fraudulent third-party websites, which may reduce our revenue.*

Virtual goods in our games have no monetary value outside of our games. Nonetheless, some of our players may make sales and/or purchases of our virtual goods, such as *Hit It Rich! Slots* virtual coins and *Zynga Poker* virtual poker chips, through unauthorized third-party sellers in exchange for real currency. These unauthorized or fraudulent transactions are usually arranged on third-party websites and the virtual goods offered may have been obtained through unauthorized means such as exploiting vulnerabilities in our games, from scamming our players with fake offers or virtual goods or other game benefits, or from credit card fraud. We do not generate any revenue from these transactions. These unauthorized purchases and sales from third-party sellers could impede our revenue and profit growth by, among other things:

- decreasing revenue from authorized transactions;
- creating downward pressure on the prices we charge players for our virtual currency and virtual goods;
- increasing chargebacks from unauthorized credit card transactions;
- causing us to lose revenue from paying players as our partners increase their credit card fraud prevention efforts;
- causing us to lose revenue from paying players who stop playing a particular game;
- increasing costs we incur to develop technological measures to curtail unauthorized transactions;
- generating legal claims relating to the diminution of value of our virtual goods;
- resulting in negative publicity or harm our reputation with players and partners; and
- increasing customer support costs to respond to dissatisfied players.

To discourage unauthorized purchases and sales of our virtual goods, we state in our terms of service that the buying or selling of virtual currency and virtual goods from unauthorized third-party sellers may result in bans from our games or legal action. We have banned players as a result of such activities. We have also filed lawsuits against third parties attempting to “sell” virtual goods from our games, particularly poker chips from *Zynga Poker* , outside of our games. We have also employed technological measures to help detect unauthorized transactions and continue to develop additional methods and processes by which we can identify unauthorized transactions and block such transactions. However, there can be no assurance that our efforts to prevent or minimize these unauthorized or fraudulent transactions will be successful.

The value of our virtual goods is highly dependent on how we manage the economies in our games. If we fail to manage our game economies properly, our business may suffer.

Paying players purchase virtual goods in our games because of the perceived value of these goods, which is dependent on the relative ease of securing an equivalent good via non-paid means within the game. The perceived value of these virtual goods can be impacted if one of our platform providers offers discounted local currency or other incentives to our players, or by various actions that we take in the games including offering discounts for virtual goods, giving away virtual goods in promotions or providing easier non-paid means to secure these goods. If we fail to manage our virtual economies properly, players may be less likely to purchase virtual goods and our business may suffer.

If we are able to develop new games that achieve success, it is possible that these games could divert players of our other games without growing our overall user base, which could harm operating results.

Although it is important to our future success that we develop new games that become popular with players, it is possible that these games could cause players to reduce their playing time and purchase of virtual items in our existing games. We plan to cross-promote our new games in our other games, which could encourage players of existing games to divert some of their playing time and spend on existing games. If new games do not grow our player base or generate sufficient new bookings to offset any declines from our other games, our bookings and revenue could be adversely affected.

We derive a significant portion of our revenues from advertisements and offers that are incorporated into our free-to-play games through relationships with third parties. If we lose the ability to provide these advertisements and offers for any reason, or if any events occur that negatively impact the revenues we receive from these sources, it would negatively impact our operating results.*

We derive revenues from our free-to-play games though in-app purchases, advertisements and offers. We incorporate advertisements and offers into our games by implementing third parties' software development kits and we have direct relationships with third parties regarding advertising. We rely on these third parties to continue our advertising relationships and/or to provide us with a sufficient inventory of advertisements and offers to meet the demand of our user base. If direct advertising relationships change or competitors' advertising efforts change these third parties' fill rates of available adverting inventory, it will negatively impact our revenues. If our relationship with any of these third parties terminates for any reason, or if the commercial terms of our relationships do not continue to be renewed on favorable terms, we would need to locate and implement other third-party solutions, which could negatively impact our revenues, at least in the short term. Furthermore, the revenues that we derive from advertisements and offers is subject to seasonality, as companies' advertising budgets are generally highest during the fourth quarter and decline significantly in the first quarter of the following year, which negatively impacts our revenues in the first quarter (and conversely significantly increases our marketing expenses in the fourth quarter).

We have a history of net losses and our revenue, bookings and operating margins may decline. We also may incur substantial net losses in the future and may not achieve profitability.*

The industry in which we operate is highly competitive and rapidly changing, and relies heavily on successful new product launches and compelling content, products and services. As such, if we fail to deliver such content, products and services, do not execute our strategy successfully or if our new content launches are delayed, our revenue, bookings and audience numbers may decline, and our operating results will suffer. We have incurred significant losses since inception, including a net loss of $37 million in 2013, a net loss of $226 million in 2014 and a net loss of $122 million in 2015. As of December 31, 2015, we had an accumulated deficit of $1.3 billion.

In addition, our operating margin may experience downward pressure as a result of increasing competition. We expect to continue to expend substantial financial and other resources on game development, including mobile games, our technology stack, game engines, game technology and tools, the expansion of our network and international expansion. Our operating costs will increase and our operating margins may decline if we do not effectively manage costs, launch new products on schedule that monetize successfully and enhance our franchise games so that these games continue to monetize successfully. In addition, weak economic conditions or other factors could cause our business to further contract, requiring us to implement significant additional cost cutting measures, including a decrease in research and development, which could harm our long-term prospects.

If our revenues do not increase to offset these additional expenses, if we experience unexpected increases in operating expenses or if we are required to take additional charges related to impairments or restructurings, we will continue to incur losses and will not become profitable on a sustained basis. If we are unable to significantly increase our revenues or reduce our expenses, it will continue to negatively affect our operating results and our ability to achieve and sustain profitability.

We rely on assumptions and estimates to calculate certain of our key metrics, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business.*

The numbers of our DAUs, MAUs, MUUs, MUPs, and ABPU are calculated using metrics tracked by our internal analytics systems based on tracking activity of user accounts. The analytics systems and the resulting data have not been independently verified. While these numbers are based on what we believe to be reasonable calculations for the applicable period of measurement, there are inherent challenges in measuring usage and user engagement across our user base and factors relating to user activity and systems may impact these numbers. The calculation of these metrics and examples of how user activity and our systems may impact the calculation of the metrics is described in detail under the heading titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics."

As we transition our business to focus on mobile products, there is more likelihood of having difficulty calculating these metrics. As described under the heading titled Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics," we have recently updated our calculation of these metrics to take into account our business's transition to mobile and we rely on the veracity of data provided by individuals and reported by third parties to calculate our metrics and eliminate duplication of data. The recent update to our calculation methodology resulted in a reduction in our as reported DAUs, MAUs, MUUs, MUPs and ABPU for 2014. These metrics are disclosed under the heading titled Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics."

We are unable to distinguish whether players of legacy NaturalMotion games and games from recently acquired Rising Tide are also players of other Zynga games. As a result of this we exclude players of these games from our calculation of MUU to avoid potential double counting. This issue has been resolved for future NaturalMotion releases, so players of new games released by NaturalMotion in 2015 and beyond will be included in our MUU calculations.

Our advertisers and investors rely on our key metrics as a representation of our performance. We regularly review and may adjust our processes for calculating our internal metrics to improve their accuracy. If we determine that we can no longer calculate any of our key metrics with a sufficient degree of accuracy, and we cannot find an adequate replacement for the metric, our business or revenue may be harmed. In addition, if advertisers, platform partners or investors do not perceive our user metrics to be accurate representations of our user base or user engagement, or if we discover material inaccuracies in our user metrics, our reputation may be harmed and advertisers and platform partners may be less willing to allocate their budgets or resources to our products and services, which could negatively affect our business and operating results.

If we fail to effectively manage our human resources, our business may suffer.*

Our ability to compete and grow depends in large part on the efforts and talents of our employees and executives. Our success depends in a large part upon the continued service of our senior management team. We have seen significant turnover in our management team in 2015, including the recent resignation of our prior Chief Financial Officer. Our Chief Executive Officer, Mark Pincus, is critical to our vision, strategic direction, culture, products and technology and the continued retention of the remaining senior management team is important to our continued development. We do not have employment agreements, other than offer letters, with our senior management team and a retention agreement with our General Counsel, and we do not maintain key-man insurance for Mr. Pincus or any other member of our senior management team. The loss of our Chief Executive Officer or other members of senior management could harm our business.

In addition, our ability to execute our strategy depends on our continued ability to identify, hire, develop, motivate and retain highly skilled employees, particularly game designers, product managers and engineers. These employees are in high demand, and we devote significant resources to identifying, recruiting, hiring, training, successfully integrating and retaining them. We have experienced significant turnover in our headcount over the last year, which has placed and will continue to place significant demands on our management and our operational, financial and technological infrastructure. As of December 31, 2015, approximately 29% of our employees had been with us for less than one year and approximately 56% for less than two years.

We believe that two critical components of our success and our ability to retain our best people are our culture and our competitive compensation practices. As we operate as a public company, we may find it difficult to maintain our entrepreneurial, execution-focused culture. In addition, our recent operating results and the current trading price of our Class A common stock may cause our employee base to be more vulnerable to be targeted for recruitment by competitors. Some of our employees may have been motivated to work for us by an expectation that our Class A common stock would be trading at a higher value and may be less motivated by the equity compensation they receive as a result. Competitors may leverage any resulting disappointment as a tool to recruit talented employees. Competition for highly skilled employees is intense, particularly in the San Francisco Bay Area, where our headquarters is located. If we are unable to retain our senior management team and our key employees, are unable to continue to hire highly skilled employees our business could be harmed. Moreover, if our team fails to work together effectively to execute our plans and strategies on a timely basis, our business could be harmed.

We have historically hired a number of key personnel through acquisitions, and as competition with other game companies for attractive target companies with a skilled employee base increases, we may incur significant expenses in continuing this practice. In addition, our recent operating results, the decline in our revenue and the current trading price of our Class A common stock may negatively impact our perceived reputation and make it more difficult and more expensive to recruit new employees. The loss of talented employees or the inability to hire skilled employees as replacements could result in significant disruptions to our business, and the integration of replacement personnel could be time-consuming and expensive and cause additional disruptions to our business. If we do not succeed in recruiting, retaining, and motivating our key employees to achieve a high level of success or if we do not attract new key personnel, we may be unable to continue to launch new games and enhance existing games, including in each case on mobile, expand our network, or execute our business strategy, and as a result, our business may suffer.

Our core values of focusing on our players first and acting for the long-term may conflict with the short-term interests of our business.*

One of our core values is to focus on surprising and delighting our players, which we believe is essential to our success and serves the best, long-term interests of Zynga and our stockholders. Therefore, we have made in the past and we may make in the future, significant investments or changes in strategy that we think will benefit us in the long-term, even if our decision negatively impacts our operating results in the short term. For example, we recently announced that we delayed the launches of *Dawn of Titans* and *CSR Racing 2* from 2015 to 2016. Although launching those games in 2015 may have offered short-term bookings, we determined that both games need more time in soft launch to achieve their full potential. We also recently announced that we would exit the Sports category in order to focus fewer game categories that we believe have the highest potential of driving long-term enterprise value. Although games in the discontinued Sports category may have offered short-term bookings, we determined that they did not contribute meaningfully to the brand and our strategy in the long-term. In the future, we could make decisions to balance the number of advertisements we show in games based on consumer reaction to advertising. This type of decision may increase consumer satisfaction and decrease bookings in the short-term. Our decisions may not result in the long-term benefits that we expect, in which case the success of our games, business and operating results could be harmed.

An increasing number of individuals are utilizing devices other than personal computers to access the Internet, and versions of our games developed for these devices might not gain widespread adoption, or may not function as intended.

The number of individuals who access the Internet through devices other than a personal computer, such as smart phones, handheld computers such as net books and tablets, televisions, video game consoles and set-top box devices, has increased dramatically, and we believe this trend is likely to continue. Certain of our games or versions of our games may not be compelling to players on such devices. In addition, each device manufacturer or platform provider may establish unique or restrictive terms and mobile users also frequently change or upgrade their mobile devices. Our business and operating results may be harmed if our players do not install our games when they change or upgrader their device.

To expand our business, we will need to support a number of alternative devices and technologies. Once developed, we may choose to port or convert a game into separate versions for alternative devices with different technological requirements. As new devices and new mobile platforms or updates to platforms are continually being released, we may encounter problems in developing versions of our games for use on these alternative devices and we may need to devote significant resources to the creation, support and maintenance of such devices and platforms. If we are unable to successfully expand the platforms and devices on which our games are available, or if the versions of our games that we create for alternative platforms and devices are not compelling to our players, our business will suffer. For example, in September 2014, we released a new version of our poker offering that was intended to reimagine the game with an entirely new experience for mobile and replace the original game for mobile applications. Due to playability issues, some players playing on older devices reported that they were not having a smooth and seamless experience and that they preferred the classic design and play style of the original game. This resulted in us both having to address the issues impacting *Zynga Poker* so that it would offer a more optimal player experience and re-launch *Zynga Poker Classic* , which offers familiar gameplay that stays true to our traditional poker experience. To have more successful game launches in the future, we will need to hire and retain engineers with the expertise to develop games and game updates on mobile platforms, better anticipate technical and operational issues in connection with a launch so that they can be addressed prior to launch and stay true to our consumer-centric approach to decision making to offer optimal player experiences. If we are unsuccessful in any of these endeavors, or are otherwise unable to keep up with rapidly changing technology, to offer new games and game updates that appeal to our player base or to monetize our mobile games, our business will suffer.

If the use of mobile devices as game platforms and the proliferation of mobile devices generally do not increase, our business could be adversely affected.

We have shifted our business to focus on mobile first games over the last year. The number of people using mobile Internet-enabled devices has increased dramatically in the past few years and we expect that this trend will continue. However, the mobile market, particularly the market for mobile games is still emerging and it may not grow as we anticipate. Our future success is substantially dependent upon the continued growth of the market for mobile games. The mobile market may not continue to grow at historic rates and consumers may not continue to use mobile-Internet enabled devices as a platform for games. In addition, we do not currently offer our games on all mobile devices. If the mobile devices on which our games are available decline in popularity we could experience a decline in bookings and revenue. Any decline in the growth of the mobile market or in the use of mobile devices for games could harm our business.

We have a new business model and a short operating history, which make it difficult to evaluate our prospects and future financial results and may increase the risk that we will not be successful.

We began operations in April 2007, and became publicly listed in December 2011, and we have a short operating history and a new business model, which make it difficult to effectively assess our future prospects. Our business model is based on offering games that are free to play. To date, only a small portion of our players pay for our products. We cannot assure that any of our efforts will be successful or result in the development or timely launch of additional products, or ultimately produce any material revenue.

We are not participating in the real money gaming market at this time and, if we elect to participate in this market, our efforts may not be successful.*

We are not currently participating in global RMG markets. We may evaluate from time to time possible participation in global RMG markets. If we elect to participate in global regulated markets, gaming laws may require us, each of our subsidiaries engaged in gaming operations, certain of our directors, officers and employees, and in some cases, our stockholders, to obtain licenses or findings of suitability from gaming authorities. Gaming authorities have very broad discretion in determining whether an applicant qualifies for a license or should be deemed suitable. If we are required to obtain a license to participate in a global RMG market, we cannot provide assurance that we will be able to obtain a license in a timely fashion or at all.

In addition, regulatory and legislative developments, including excessive taxation, may prevent or significantly limit our ability, or the ability of any entity with which we may partner in the future, to enter into or succeed in RMG. Becoming familiar with and complying with these requirements will increase our costs and subject our business to greater scrutiny by regulators in many different jurisdictions. If our brand becomes associated with RMG we may lose current players, advertisers or partners or have difficulty attracting new players, advertisers or partners, which could adversely impact our business.

Our international operations are subject to increased challenges and risks.

Continuing to expand our business to attract players in countries other than the United States is a critical element of our business strategy. An important part of targeting international markets is developing offerings that are localized and customized for the players in those markets. We have a limited operating history as a company outside of the United States. We expect to continue to expand our international operations in the future by expanding our offerings in new languages. Our ability to expand our business and to attract talented employees and players in an increasing number of international markets will require considerable management attention and resources and is subject to the particular challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal systems, alternative dispute systems, regulatory systems and commercial infrastructures. We have experienced difficulties in the past and have not been successful in all the countries we have entered. For example, we recently announced that we closed our office in Beijing, China because its recent game launches and product localization initiatives did not meet expectations. We may not be able to offer our games in certain countries. Expanding our international focus may subject us to risks that we have not faced before or increase risks that we currently face, including risks associated with:

- recruiting and retaining talented and capable management and employees in foreign countries;
- challenges caused by distance, language and cultural differences;
- developing and customizing games and other offerings that appeal to the tastes and preferences of players in international markets;

- competition from local game makers with intellectual property rights and significant market share in those markets and with a better understanding of player preferences;
- utilizing, protecting, defending and enforcing our intellectual property rights;
- negotiating agreements with local distribution platforms that are sufficiently economically beneficial to us and protective of our rights;
- the inability to extend proprietary rights in our brand, content or technology into new jurisdictions;
- implementing alternative payment methods for virtual goods in a manner that complies with local laws and practices and protects us from fraud;
- compliance with applicable foreign laws and regulations, including privacy laws and laws relating to content and consumer protection (for example, the United Kingdom's Office of Fair Trading issued new principles in January 2014 relating to in-app purchases in free-to-play games that are directed toward children 16 and under, which principles became effective in April 2014);
- compliance with anti-bribery laws including without limitation, compliance with the Foreign Corrupt Practices Act;
- credit risk and higher levels of payment fraud;
- currency exchange rate fluctuations;
- protectionist laws and business practices that favor local businesses in some countries;
- double taxation of our international earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate;
- political, economic and social instability;
- higher costs associated with doing business internationally;
- export or import regulations; and
- trade and tariff restrictions.

If we are unable to manage the complexity of our global operations successfully, our business, financial condition and operating results could be adversely affected. Additionally, our ability to successfully gain market acceptance in any particular market is uncertain, and the distraction of our senior management team could harm our business.

If we do not successfully invest in, establish and maintain awareness of our brand and games, if we incur excessive expenses promoting and maintaining our brand or our games or if our games contain defects or objectionable content, our operating results and financial condition could be harmed.*

We believe that establishing and maintaining our brand is critical to establishing a direct relationship with players who purchase our products from direct-to-consumer channels and to maintaining our existing relationships with distributors and content licensors, as well as potentially developing new such relationships. Increasing awareness of our brand and recognition of our games is particularly important in connection with our strategic focus of developing games based on our own intellectual property. Our ability to promote the Zynga brand and increase recognition of our games depends on our ability to develop high-quality, engaging games. If consumers, digital storefront owners and branded content owners do not perceive our existing games as high-quality or if we introduce new games that are not favorably received by them, then we may not succeed in building brand recognition and brand loyalty in the marketplace. In addition, globalizing and extending our brand and recognition of our games requires significant and involves extensive management time to execute successfully. Although we make significant sales and marketing expenditures in connection with the launch of our games, these efforts may not succeed in increasing awareness of our brand or the new games. If we fail to increase and maintain brand awareness and consumer recognition of our games, our potential revenues could be limited, our costs could increase and our business, operating results and financial condition could suffer.

In addition, if a game contains objectionable content, we could experience damage to our reputation and brand. Despite reasonable precautions, some consumers may be offended by certain of our game content. If consumers believe that a game we published contains objectionable content, it could harm our brand and consumers could refuse to play it and could pressure the digital storefront operators to no longer allow us to publish the game on their platforms. Similarly, if any of our games are introduced with defects or have playability issues, we may receive negative user reviews and our brand may be damaged. These issues could be exacerbated if our customer service department does not timely and adequately address issues that our players have encountered with our games.

Our existing and potential players may be attracted to competing forms of entertainment such as offline and traditional online games, television, movies and sports, as well as other entertainment options on the Internet.

Our players face a vast array of entertainment choices. Other forms of entertainment, such as offline, traditional online, personal computer and console games, television, movies, sports, RMG and the Internet, are much larger and more well-established markets and may be perceived by our players to offer greater variety, affordability, interactivity and enjoyment. These other forms of entertainment compete for the discretionary time and income of our players. If we are unable to sustain sufficient interest in our games in comparison to other forms of entertainment, including new forms of entertainment, our business model may no longer be viable.

Competition in our industry is intense and there are low barriers to entry.

Our industry is highly competitive and we expect more companies to enter the sector and a wider range of social games to be introduced. Our competitors that develop games for networks, on both web and mobile, vary in size and include companies such as DeNA Co. Ltd. (Japan), Electronic Arts Inc., Gameloft SA, GREE International, Inc., Glu Mobile Inc., King.com Inc., Rovio Mobile Ltd., Supercell Inc., GungHo Online Entertainment, Inc., Kabam and The Walt Disney Company. In addition, online game developers and distributors who are primarily focused on specific international markets, such as Tencent Holdings Limited in Asia, and high-profile companies with significant online presences that to date have not developed social games, such as Facebook, Apple Inc., Google Inc. and Microsoft Corporation, may decide to develop social games. Some of these current and potential competitors have significant resources for developing or acquiring additional games, may be able to incorporate their own strong brands and assets into their games, have a more diversified set of revenue sources than we do and may be less severely affected by changes in consumer preferences, regulations or other developments that may impact our industry. In addition, we have limited experience in developing games for mobile and other platforms and our ability to succeed on those platforms is uncertain. We expect new game competitors to enter the market and existing competitors to allocate more resources to develop and market competing games and applications.

As there are relatively low barriers to entry to develop a mobile or online casual game, we expect new game competitors to enter the market and existing competitors to allocate more resources to develop and market competing games and applications. We also compete or will compete with a vast number of small companies and individuals who are able to create and launch games and other content for devices and platforms using relatively limited resources and with relatively limited start-up time or expertise. The proliferation of titles in these open developer channels makes it difficult for us to differentiate ourselves from other developers and to compete for players without substantially increasing our marketing expenses and development costs. Increasing competition could result in loss of players, loss of talent or loss of our ability to acquire new players in a cost-effective manner, all of which could harm our business.

Our revenue may be harmed by the proliferation of “cheating” programs and scam offers that seek to exploit our games and players, which may affect the game-playing experience and may lead players to stop playing our games.

Unrelated third parties have developed, and may continue to develop, “cheating” programs that enable players to exploit vulnerabilities in our games, play them in an automated way or obtain unfair advantages over other players who do play fairly. These programs harm the experience of players who play fairly, may disrupt the virtual economies of our games and may reduce the demand for virtual items. In addition, unrelated third parties attempt to scam our players with fake offers for virtual goods or other game benefits. We devote significant resources to discover and disable these programs and activities, and if we are unable to do so quickly our operations may be disrupted, our reputation damaged and players may stop playing our games. This may lead to lost revenue from paying players, increased cost of developing technological measures to combat these programs and activities, legal claims relating to the diminution in value of our virtual currency and goods, and increased customer service costs needed to respond to dissatisfied players.

We may be required to record impairment related to our goodwill, intangible assets or other long-lived assets if our market capitalization declines below our net asset value or if our financial performance and/or condition deteriorates including for specific games for which we have recorded intangible assets.*

As of December 31, 2015, we had $1.0 billion of goodwill, intangible assets and other long-lived assets. Our February 2014 acquisition of NaturalMotion increased our reported goodwill and intangible assets. If our market capitalization declines below our net asset value or if our financial performance and/or condition deteriorate, we may have to impair our goodwill, intangible assets or other long-lived assets, which could adversely impact our results of operations and financial position. For example, in the third quarter of 2012, we made the decision to discontinue the development of certain games associated with technology and other intangible assets previously acquired from OMGPOP and we recorded an asset impairment charge of $95.5 million. In addition, in the third quarter of 2013 we recorded an intangible asset impairment charge of $10.2 million related to various prior acquisitions. For more information, see Note 6—"Goodwill and Other Intangible Assets" in the notes to the consolidated financial statements included in this Annual Report on Form 10-K.

Failure to protect or enforce our intellectual property rights or the costs involved in such enforcement could harm our business and operating results.

We regard the protection of our trade secrets, copyrights, trademarks, service marks, trade dress, domain names, patents, and other product rights as critical to our success. We strive to protect our intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. We enter into confidentiality and invention assignment agreements with our employees and contractors and confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, these contractual arrangements and the other steps we have taken to protect our intellectual property may not prevent the misappropriation of our proprietary information or deter independent development of similar technologies by others.

We pursue the registration of our copyrights, trademarks, service marks, domain names, and patents in the United States and in certain locations outside the United States. This process can be expensive and time-consuming, may not always be successful depending on local laws or other circumstances, and we also may choose not pursue registrations in every location depending on the nature of the project to which the intellectual property rights pertain. We may, over time, increase our investments in protecting our creative works through increased copyright filings and our brands through increased trademark and other filings. Likewise, we may, over time, increase our investment in protecting our innovations through increased patent filings that are expensive and time-consuming and may not result in issued patents that can be effectively enforced or licensed. The Leahy-Smith America Invents Act (the "Leahy-Smith Act") was adopted in September 2011. The Leahy-Smith Act includes a number of significant changes to United States patent law, including provisions that affect the way patent applications will be prosecuted, which could be detrimental to investors, and may also affect patent litigation. The Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could harm our business.

Litigation may be necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of proprietary rights claimed by others. For example, we historically have brought several actions to protect our "Zynga Poker," "Ville," and "With Friends" franchises against third-party uses of those intellectual property assets and brands. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs, adverse publicity, or diversion of management and technical resources, any of which could adversely affect our business and operating results. If we fail to maintain, protect and enhance our intellectual property rights, our business and operating results may be harmed.

Our ability to acquire and maintain licenses to intellectual property may affect our revenue and profitability. Competition for these licenses may make them more expensive and increase our costs.*

While most of the intellectual property we use is created by us, we have also acquired rights to proprietary intellectual property. We have also obtained rights to use intellectual property through licenses and service agreements with third parties. We use licensed intellectual property as a creative asset in certain games such as *Looney Tunes Dash!, Hit it Rich! Slots, Wizard of Oz Slots* and *Black Diamond Casino* and have built many of our games on proprietary source code, such as Unity.

Proprietary licenses typically limit our use of intellectual property to specific uses and for specific time periods. Competition for licenses for creative assets is intense. If we are unable to maintain these licenses or obtain additional licenses on reasonable economic terms or with significant commercial value, our revenue and profitability may be adversely impacted. Competition for these licenses may also increase the advances, guarantees and royalties that we must pay to the licensor, which could significantly increase our costs and adversely affect our profitability.

Many of our games are built on propriety source code, such as Unity. If we are unable to renew licenses to proprietary source code underlying our games, or the terms and conditions of these licenses change at the time of renewal our business, operations and revenue could be negatively impacted. We rely on third parties, including Unity, to maintain versions of their proprietary engines that allow us to ship our games on multiple platforms. If a third party from whom we license source code discontinues support for one or more of these platforms, our business could be negatively impacted.

We are, and may in the future be, subject to intellectual property disputes, which are costly to defend and could require us to pay significant damages and could limit our ability to use certain technologies in the future.

From time to time, we have faced, and we expect to face in the future, allegations that we have infringed the trademarks, copyrights, patents and other intellectual property rights of third parties, including from our competitors, non-practicing entities and former employers of our personnel. Intellectual property litigation may be protracted and expensive, and the results are difficult to predict. As the result of any court judgment or settlement, we may be obligated to cancel the launch of a new game, stop offering a game or certain features of a game in a particular geographic region or worldwide, pay royalties or significant settlement costs, purchase licenses or modify our games and features, or develop substitutes.

In addition, we use open source software in our games and expect to continue to use open source software in the future. From time to time, we may face claims from companies that incorporate open source software into their products, claiming ownership of, or demanding release of, the source code, the open source software and/or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our games, any of which would have a negative effect on our business and operating results.

We are involved in legal proceedings that may result in adverse outcomes.*

We may be involved in claims, suits, government investigations, and proceedings arising in the ordinary course of our business, including actions with respect to intellectual property claims, privacy, data protection or law enforcement matters, tax matters, labor and employment claims, commercial claims, as well as stockholder derivative actions, class action lawsuits, and other matters. Such claims, suits, government investigations, and proceedings are inherently uncertain and their results cannot be predicted with certainty. Regardless of their outcomes, such legal proceedings can have an adverse impact on us because of legal costs, diversion of management and other personnel, and other factors. In addition, it is possible that a resolution of one or more such proceedings could result in liability, penalties, or sanctions, as well as judgments, consent decrees, or orders preventing us from offering certain features, functionalities, products, or services, or requiring a change in our business practices, products or technologies, which could in the future materially and adversely affect our business, operating results, and financial condition. See the section titled “Legal Matters” included in Note 12—“Commitments and Contingencies” in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Programming errors or flaws in our games could harm our reputation or decrease market acceptance of our games, which could harm our operating results.*

Our games may contain errors, bugs, flaws or corrupted data, and these defects may only become apparent after their launch, particularly as we launch new games and rapidly release new features to existing games under tight time constraints. We believe that if our players have a negative experience with our games, they may be less inclined to continue or resume playing our games or recommend our games to other potential players. Undetected programming errors, game vulnerabilities that may be exploited by cheating programs and other forms of misappropriation, game defects and data corruption can disrupt our operations, adversely affect the game experience of our players by allowing players to gain unfair advantage, misappropriate virtual goods, harm our reputation, cause our players to stop playing our games, divert our resources and delay market acceptance of our games, any of which could result in legal liability to us or harm our operating results.

Evolving regulations, industry standards and practices by platform providers concerning data privacy could prevent us from providing our games to our players, or require us to modify our games, thereby harming our business.*

The regulatory framework for privacy issues worldwide is currently in flux and is likely to remain so for the foreseeable future. Practices regarding the collection, use, storage, transmission and security of personal information by companies operating over the Internet and mobile platforms are under increased public scrutiny, and civil claims alleging liability for the violation of data privacy laws have been asserted against us. The U.S. government, including the Federal Trade Commission, the Department of Commerce, U.S. Congress, and various State Attorneys General are continuing to review the need for greater regulation for the collection of information concerning consumer behavior on the Internet, including regulation aimed at restricting certain targeted advertising practices. There is also increased attention being given to the collection of data from minors. For instance, the Children’s Online Privacy Protection Act requires companies to obtain parental consent before collecting personal information from children under the age of 13. In addition, the European Union has proposed reforms to its existing data protection legal framework, which may result in a greater compliance burden for companies with users in Europe. Various government and consumer agencies have also called for new regulation and changes in industry practices.

We began operations in 2007. While our administrative and technical systems have developed rapidly, during our earlier history our practices relating to intellectual property, data privacy and security, and legal compliance may not have been as robust as they are now, and there may be unasserted claims arising from this period that we are not able to anticipate. In addition, our business, including our ability to operate and expand internationally, could be adversely affected if laws or regulations are adopted, interpreted, or implemented in a manner that is inconsistent with our current business practices and that require changes to these practices, the design of our website, games, features or our privacy policies. In particular, the success of our business has been, and we expect will continue to be, driven by our ability to responsibly use the data that our players share with us. Therefore, our business could be harmed by any significant change to applicable laws, regulations or industry practices or the requirements of platform providers regarding the use or disclosure of data our players choose to share with us, age verification, underage players or the manner in which the express or implied consent of consumers for such use and disclosure is obtained. Such changes may require us to modify our game features and advertising practices, possibly in a material manner, and may limit our ability to use the data that our players share with us.

We process, store and use personal information and other data, which subjects us to governmental regulation and other legal obligations related to privacy, information security, data protection, consumer protection and protection of minors and our actual or perceived failure to comply with such obligations could harm our business.

We receive, store and process personal information and other player data, and we enable our players to share their personal information with each other and with third parties, including on the Internet and mobile platforms. There are numerous federal, state and local laws around the world regarding privacy and the storing, sharing, use, processing, disclosure and protection of personal information and other player data on the Internet and mobile platforms, the scope of which are changing, subject to differing interpretations, and may be inconsistent between countries or conflict with other rules. We generally comply with industry standards and are subject to the terms of our own privacy policies and privacy-related obligations to third parties (including voluntary third-party certification bodies such as TRUSTe). We strive to comply with all applicable laws, policies, legal obligations and certain industry codes of conduct relating to privacy and data protection, to the extent reasonably attainable. However, it is possible that these obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. It is also possible that new laws, policies, legal obligations or industry codes of conduct may be passed, or existing laws, policies, legal obligations or industry codes of conduct may be interpreted in such a way that could prevent us from being able to offer services to citizens of a certain jurisdiction or may make it more costly or difficult for us to do so. For example, if a country enacted legislation that required data of their citizens gathered by online services to be held within the country, we may not be able to comply with such legislation or compliance could be so difficult or costly that we chose not to stop offering services to citizens of that country. Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to players or other third parties, or our privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other player data, may result in governmental enforcement actions, litigation or public statements against us by consumer advocacy groups or others and could cause our players to lose trust in us, which could have an adverse effect on our business. Additionally, if third parties we work with, such as players, vendors or developers, violate applicable laws or our policies, such violations may also put our players' information at risk and could in turn have an adverse effect on our business.

In this area many states have passed laws requiring notification to players when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to practically implement. In January 2014, the Federal Trade Commission announced a settlement with Apple related to in-app purchases made by minors. The costs of compliance with these laws may increase in the future as a result of changes in interpretation. Moreover, in the areas of privacy, information security, data protection, consumer protection and protection of minors, foreign laws and regulations are often more restrictive than those in the United States. In particular, the European Union and its member states traditionally have taken broader views as to types of data that are subject to data protection, and have imposed legal obligations on companies in this regard. Any failure on our part to comply with laws in these areas may subject us to significant liabilities.

Our business is subject to a variety of other U.S. and foreign laws, many of which are unsettled and still developing and which could subject us to claims or otherwise harm our business.*

We are subject to a variety of laws in the United States and abroad, including state and Federal laws regarding consumer protection, electronic marketing, protection of minors, data protection, competition, taxation, intellectual property, export and national security, that are continuously evolving and developing. The scope and interpretation of the laws that are or may be applicable to us are often uncertain and may be conflicting, particularly laws outside the United States. There is a risk that these laws may be interpreted in a manner that is not consistent with our current practices, and could have an adverse effect on our business. For example, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted or the content provided by users. It is also likely that as our business grows and evolves and our games are played in a greater number of countries, we will become subject to laws and regulations in additional jurisdictions. We are potentially subject to a number of foreign and domestic laws and regulations that affect the offering of certain types of content, such as that which depicts violence, many of which are ambiguous, still evolving and could be interpreted in ways that could harm our business or expose us to liability. In addition, there are ongoing academic, political and regulatory discussions in the United States and other jurisdictions regarding whether social casino applications should be subject to a higher level or different type of regulation than other social game applications and, if so, what this regulation should include. If new casino-themed regulations are imposed certain of our casino-themed games, including *Zynga Poker, Zynga Poker Classic, Hit it Rich! Slots* , *Wizard of Oz Slots* and *Black Diamond Casino,* may become subject to the rules and regulations and expose us to civil and criminal penalties if we do not comply. Heightened regulation could increase the cost of running our casino games, make our games more difficult to access, decrease our user base or otherwise harm our business, bookings or revenue.

It is difficult to predict how existing laws will be applied to our business and the new laws to which we may become subject. If we are not able to comply with these laws or regulations or if we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to modify our games, which would harm our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business and operating results.

It is possible that a number of laws and regulations may be adopted or construed to apply to us in the United States and elsewhere that could restrict the online and mobile industries, including player privacy, advertising, taxation, content suitability, copyright, distribution and antitrust. Furthermore, the growth and development of electronic commerce and virtual goods may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as ours conducting business through the Internet and mobile devices. We anticipate that scrutiny and regulation of our industry will increase and we will be required to devote legal and other resources to addressing such regulation. For example, existing laws or new laws regarding the marketing of in-app purchases, labeling of free-to-play games, regulation of currency and banking institutions unclaimed property and money transmission may be interpreted to cover our games and the virtual currency, goods or payments that we receive. If that were to occur we may be required to seek licenses, authorizations or approvals from relevant regulators, the granting of which may be dependent on us meeting certain capital and other requirements and we may be subject to additional regulation and oversight, all of which could significantly increase our operating costs. Changes in current laws or regulations or the imposition of new laws and regulations in the United States or elsewhere regarding these activities may lessen the growth of social game services and impair our business. In addition, some concern has been expressed in Europe, Australia and in certain other jurisdictions that social gaming should be regulated to protect consumers, in particular minors and persons susceptible to addiction to social games. This concern could lead to the adoption of legislation or regulations that may impose additional burdens upon us, prohibit the offering of our games to certain users or territories, increase our costs or require changes to our games.

Our prospects may suffer if our network is unsuccessful.

We aspire to expand our network to leverage our existing and new games to bring the best social playing experiences to our audience and further broaden to other games to ultimately create the best experience for play that includes mobile and web players. If our network fails to engage players or attract advertisers, we may fail to generate sufficient revenue or bookings to justify our investment in the development and operation of our network. We may also encounter technical and operational challenges operating a network.

We are subject to the terms of service of third party social networks and platforms such as Facebook, Apple and Google, where our games are distributed, which may limit our ability to operate or promote our network. For example, under the current terms of service with Facebook, we are limited in our ability to use a Facebook users' friends list and Facebook's communication channels to promote our network. This may limit our ability to reach Facebook users from our network and may limit the number of players that use our network.

Companies and governmental agencies may restrict access to Facebook, our website, mobile applications or the Internet generally, which could lead to the loss or slower growth of our player base.*

Our players generally need to access the Internet and in particular platforms such as Facebook, Apple, Google and our website to play our games. Companies and governmental agencies could block access to Facebook, our website, mobile applications or the Internet generally for a number of reasons such as security or confidentiality concerns or regulatory reasons, or they may adopt policies that prohibit employees from accessing Facebook, Apple, Google and our website or other social platforms. For example, the government of the People's Republic of China has blocked access to Facebook in China. If companies or governmental entities block or limit such or otherwise adopt policies restricting players from playing our games, our business could be negatively impacted and could lead to the loss or slower growth of our player base.

Failure in pursuing or executing new business initiatives could have a material adverse impact on our business and future strategy.*

Our strategy includes evaluating, considering and effectively executing new business initiatives, which can be difficult. Management may not properly ascertain or assess the risks of new initiatives, and subsequent events may alter the risks that were evaluated at the time we decided to execute any new initiative. Entering into any new initiatives can also divert our management's attention from other business issues and opportunities. Failure to effectively identify, pursue and execute new business initiatives may adversely affect our reputation, business, financial condition and results of operations.

If we fail to anticipate or successfully develop new games for new technologies, platforms and devices, the quality, timeliness and competitiveness of our games could suffer.*

The games industry is characterized by rapid technological changes that can be difficult to anticipate. New technologies, including distribution platforms and gaming devices, such as consoles, connected TVs, virtual or augmented reality devices, or a combination of existing and new devices, may force us to adapt our current game development processes or adopt new processes. If consumers shift their time to platforms other than the mobile and social platforms where our games are currently distributed, the size of our audience could decline and our performance could be impacted. It may take significant time and resources to shift our focus to such technologies, platforms and devices, putting us at a competitive disadvantage. Alternatively, we may increase the resources employed in research and development to adapt to these new technologies, distribution platforms and devices, either to preserve our games or a game launch schedule or to keep up with our competition, which would increase our development expenses. We could also devote significant resources to developing games to work with such technologies, platforms or devices, and these new technologies, platforms or devices may not experience sustained, widespread consumer acceptance. The occurrence of any of these events could adversely affect the quality, timelines and competitiveness of our games, or cause us to incur significantly increased costs, which could harm our operation results.

Fluctuations in foreign currency exchange rates will affect our financial results, which we report in U.S. dollars.

As we continue to expand our international operations, such as our recent acquisition of NaturalMotion, a company domiciled in the U.K., we become more exposed to the effects of fluctuations in currency exchange rates. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency, and an increasing percentage of our international revenue is from players who pay us in currencies other than the U.S. dollar. Fluctuations in the exchange rates between the U.S. dollar and those other currencies could result in the dollar equivalent of such expenses being higher and/or the dollar equivalent of such foreign-denominated revenue being lower than would be the case if exchange rates were stable. This could have a negative impact on our reported operating results.

Changes in tax laws or tax rulings could materially affect our financial position and results of operations.*

The tax regimes we are subject to or operate under are unsettled and may be subject to significant change. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, could materially affect our financial position and results of operations. Many countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development, have recently proposed or recommended changes to existing tax laws or have enacted new laws that could impact our tax obligations. For example, in 2015 the United Kingdom enacted the Diverted Profits Tax. In addition, the current U.S. administration and key members of Congress have made public statements indicating that tax reform is a priority. Any changes in the taxation of our international business activities may impact our worldwide effective tax rate, our financial position and results of operations.

We may have exposure to greater than anticipated tax liabilities.*

Our income tax obligations are based in part on our corporate operating structure and intercompany arrangements, including the manner in which we develop, value, manage, and use our intellectual property and the valuation of our intercompany transactions. The tax laws applicable to our business, including the laws of the United States and other jurisdictions, are subject to interpretation and certain jurisdictions are aggressively interpreting their laws in new ways in an effort to raise additional tax revenue. Our existing corporate structure and intercompany arrangements have been implemented in a manner we believe is in compliance with current prevailing tax laws. However, the taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, which could impact our worldwide effective tax rate and harm our financial position and results of operations.

The occurrence of an earthquake or other natural disaster at or near one of our facilities could cause damage to our facilities and equipment, which could require us to curtail or cease operations.*

Our principal offices are located in the San Francisco Bay Area, an area known for earthquakes, and are thus vulnerable to damage. All of our facilities are also vulnerable to damage from natural or manmade disasters, including power loss, fire, explosions, floods, communications failures, terrorist attacks and similar events. If any disaster were to occur, our ability to operate our business at our facilities could be impaired and we could incur significant losses, require substantial recovery time and experience significant expenditures in order to resume operations.

We are subject to contractual covenants which place certain limitations on how we manage our business.*

We have not drawn down on our Credit Agreement (as defined in this Annual Report on Form 10-K), but if we do use this as a source of funds it may limit our ability to take various actions, including incur indebtedness, grant liens, merge with or consolidate with another entity, dispose of all or substantially all assets and pay dividends or make distributions. Accordingly, we may be restricted from taking actions that management believes would be desirable and in the best interests of us and our stockholders. Our Credit Agreement also requires us to maintain compliance with a capitalization ratio and maintain a minimum cash balance. A breach of any of the covenants contained in our Credit Agreement could result in an event of default under the agreement and would allow our lenders to pursue various remedies, including accelerating the repayment of any outstanding indebtedness.

We may require additional capital to meet our financial obligations and support business growth, and this capital might not be available on acceptable terms or at all.

We intend to continue to make significant investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new games and features or enhance our existing games, improve our operating infrastructure or acquire complementary businesses, personnel and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock. Any debt financing that we secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be harmed.

Risks Related to Our Class A Common Stock

The three class structure of our common stock has the effect of concentrating voting control with those stockholders who held our stock prior to our initial public offering, including our founder and certain other executive officers, employees and directors and their affiliates; this limits our other stockholders' ability to influence corporate matters.*

Our Class C common stock has 70 votes per share, our Class B common stock has seven votes per share and our Class A common stock has one vote per share. Mark Pincus, our Chief Executive Officer, beneficially owned approximately 63% of the total voting power of our outstanding capital stock as of December 31, 2015. As a result, Mr. Pincus has significant influence over the management and affairs of the Company and control over matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our Company or our assets. Mr. Pincus may hold this voting power for the foreseeable future, subject to additional issuances of stock by the Company or sales by Mr. Pincus. This concentrated voting control limits the ability of our other stockholders to influence corporate matters and could adversely affect the market price of our Class A common stock.

Future transfers or sales by holders of Class B common stock or Class C common stock will result in those shares converting to Class A common stock, which will have the effect, over time, of increasing the relative voting power of those stockholders who retain their existing shares of Class B or Class C common stock. In addition, as shares of Class B common stock are transferred or sold and converted to Class A common stock, the sole holder of Class C common stock, Mark Pincus, will have greater relative voting control to the extent he retains his existing shares of Class C common stock, and as a result he could in the future continue to control a majority of our total voting power. Mark Pincus is entitled to vote his shares in his own interests and may do so.

Certain provisions in our charter documents and under Delaware law could limit attempts by our stockholders to replace or remove our board of directors or current management and limit the market price of our Class A common stock.

Provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing changes in our board of directors or management. Our certificate of incorporation and bylaws include provisions that:

- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;
- prohibit cumulative voting in the election of directors; and
- reflect three classes of common stock, as discussed above.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any "interested" stockholder for a period of three years following the date on which the stockholder became an "interested" stockholder.

Our share price has been and will likely continue to be volatile.*

The trading price of our Class A common stock has been, and is likely to continue to be, highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. Between December 31, 2014 and December 31, 2015, the stock price of our Class A common stock has ranged from $2.20 to $3.13. In addition to the factors discussed in these "Risk Factors" and elsewhere in this Annual Report on Form 10-K, factors that may cause volatility in our share price include:

- changes in projected operational and financial results;
- issuance of new or updated research or reports by securities analysts;
- market rumors or press reports;
- our announcement of significant transactions;
- the use by investors or analysts of third-party data regarding our business that may not reflect our actual performance;
- fluctuations in the valuation of companies perceived by investors to be comparable to us;
- the activities, public announcements and financial performance of our commercial partners, such as Facebook, Apple and Google;
- fluctuations in the trading volume of our shares, or the size of our public float relative to the total number of shares of our Class A, Class B and Class C common stock that are issued and outstanding;
- share price and volume fluctuations attributable to inconsistent trading volume levels of our shares; and
- general economic and market conditions.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of our Class A common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We have been the target of this type of litigation as described in the section titled "Legal Matters" included in Note 12—"Commitments and Contingencies" in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could harm our business.

Our Class A common stock price may be volatile due to third-party data regarding our games.

Third parties, such as AppData, AppAnnie and comScore publish daily data about us and other social game companies with respect to DAUs and MAUs, monthly revenue, time spent per user and other information concerning social game usage. These metrics can be volatile, particularly for specific games, and in many cases do not accurately reflect the actual levels of usage of our games across all platforms and may not correlate to our bookings or revenue from the sale of virtual goods. There is a possibility that third parties could change their methodologies for calculating these metrics in the future. To the extent that securities analysts or investors base their views of our business or prospects on such third-party data, the price of our Class A common stock may be volatile and may not reflect the performance of our business.

If securities or industry analysts do not publish research about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our Class A common stock, to some extent, depends on the research and reports that securities or industry analysts publish about our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or lower their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Future sales or potential sales of our Class A common stock in the public market could cause our share price to decline.*

If the existing holders of our Class B common stock, particularly our directors and officers that hold such stock, sell a large number of shares, they could adversely affect the market price for our Class A common stock. Sales of substantial amounts of our Class A common stock in the public market, or the perception that these sales could occur, could cause the market price of our Class A common stock to decline. For example, in connection with the filing of our Registration Statement on Form S-3 in February 2014, covering the resale of shares issued to the security holders of NaturalMotion prior to our acquisition, we registered 28,178,201 shares of our Class A common stock, which were eligible to be resold immediately thereafter. In addition, in connection with the assumption of certain outstanding equity awards held by the employees of NaturalMotion prior to the acquisition, we filed a Registration Statement on Form S-8 covering up to 6,850,973 shares of our Class A common stock. These will vest in accordance with the terms of the replacement option awards granted at the time of the acquisition. As of December 31, 2015, 3,233,693 of these options had vested. We also issued 39.8 million shares of our Class A common stock in connection with the acquisition of NaturalMotion; certain of the shares issued to employees were subject to time based repurchase options. The repurchase option on 3,848,472 shares was released on or prior to February 11, 2015. In addition, we issued approximately 1.1 million shares of Class A common stock to employees in connection with our 2014 bonus program. These shares were issued out of the shares reserved under our 2011 Equity Incentive Plan.

Certain holders of our Class B common stock are also entitled to rights with respect to the registration of such shares under the Securities Act of 1933 pursuant to an investors' rights agreement. If these holders of our Class B common stock, by exercising their registration rights, sell a large number of shares, they could adversely affect the market price of our Class A common stock. If we file a registration statement for the purposes of selling additional shares to raise capital and are required to include shares held by these holders pursuant to the exercise of their registration rights, our ability to raise capital may be impaired. Sales of substantial amounts of our Class A common stock in the public market, following the release of lock-up agreements, the filing of additional registration statements, or otherwise, or the perception that these sales could occur, could cause the market price of our Class A common stock to decline.

If we are unable to implement and maintain effective internal control over financial reporting in the future, the accuracy and timeliness of our financial reporting may be adversely affected.

If we are unable to maintain adequate internal controls for financial reporting in the future, or if our auditors are unable to express an opinion as to the effectiveness of our internal controls as required pursuant to the Sarbanes-Oxley Act, investor confidence in the accuracy of our financial reports may be impacted or the market price of our Class A common stock could be negatively impacted.

The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.*

We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the NASDAQ Global Select Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results.

As a result of disclosure of information in this Annual Report on Form 10-K and in our other public filings with the SEC as required of a public company, our business and financial condition have become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business and operating results.

We have no plans to pay dividends for the foreseeable future.*

We have never declared or paid any cash dividends on our common stock and do not have any plans to pay cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We own our San Francisco, California corporate headquarters, an office building of approximately 660,000 square feet. We use approximately 360,000 square feet for our operations and lease most of the remainder to third-party tenants under leases that range in terms from month-to-month to terms through 2021. The San Francisco facility currently accommodates our principal executive, development, engineering, marketing, business development, human resources, finance, legal, information technology and administrative activities.

We lease additional domestic office space in San Francisco, California; Carlsbad, California; Eugene, Oregon; Portland, Oregon; Austin, Texas; Chicago, Illinois; and New York, New York. We lease offices for our foreign operations in: Toronto, Canada; Victoria, Canada; Bangalore, India; Dublin, Ireland; Oxford, England; Brighton, England; and London, England. These additional domestic and international facilities total approximately 160,000 square feet, excluding restructured properties.

We believe that our existing facilities are sufficient for our current needs. We believe that suitable additional or substitute space will be available as needed to accommodate changes in our operations.

ITEM 3. LEGAL PROCEEDINGS

For a description of our material legal proceedings, see the section titled "Legal Matters' included in Note 12—"Commitments and Contingencies" in the notes to the consolidated financial statements, which is incorporated by reference herein.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Class A common stock has been listed on the NASDAQ Global Select Market under the symbol "ZNGA" since December 16, 2011. Prior to that time, there was no public market for our stock. The following table sets forth for the indicated periods the high and low sales prices per share for our Class A common stock on the NASDAQ Global Select Market.

	High	Low
Fourth Quarter 2014	$2.92	$2.20
First Quarter 2015	$2.89	$2.20
Second Quarter 2015	$3.13	$2.35
Third Quarter 2015	$2.96	$2.20
Fourth Quarter 2015	$2.75	$2.22

Our Class B common stock and Class C common stock are not listed nor traded on any stock exchange, but are convertible into shares of our Class A common stock.

Holders of Record

As of December 31, 2015, there were approximately 249 stockholders of record of our Class A common stock, and the closing price of our Class A common stock was $2.68 per share as reported on the NASDAQ Global Select Market. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. As of December 31, 2015, there were approximately 552 stockholders of record of our Class B common stock, and Mr. Pincus, Chairman of our Board of Directors, remains the only holder of Class C common stock.

Dividend Policy

We have never declared or paid any cash dividend on our common stock. We intend to retain any future earnings and do not expect to pay dividends in the foreseeable future.

Issuer Purchases of Equity Securities

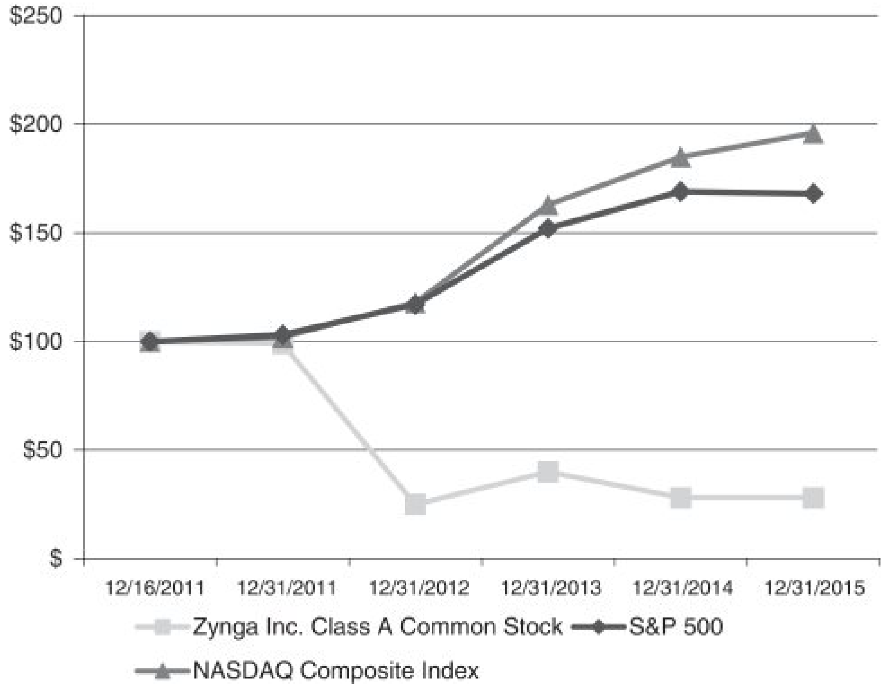
In October 2015, we announced that our Board of Directors authorized a stock repurchase program allowing us to repurchase up to $200 million of our outstanding shares of Class A common stock. Repurchases under this program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan.

In the fourth quarter of 2015, we repurchased 37.9 million shares of our Class A common stock under the repurchase program at a weighted average price of $2.60 per share for a total of $98.9 million. The program expired upon completion of our authorized share repurchase program in February 2016.

Stock Performance Graph

This performance graph 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 liabilities under that section and shall not be deemed to be incorporated by reference into any filing of Zynga Inc. under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The following graph compares, for the year ended December 31, 2015, the cumulative total stockholder return for Zynga's Class A common stock, the Standard and Poor's 500 Stock Index (the "S&P 500 Index") and the NASDAQ 100. The measurement points in the graph below are December 16, 2011 (the first trading day of our Class A common stock on the NASDAQ Global Select Market) and the last trading day of the fiscal year ended December 31, 2015. The graph assumes that $100 was invested on December 16, 2011 in the Class A common stock of Zynga Inc., the S&P 500 Index and the NASDAQ 100 Index and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.



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ITEM 6. SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following selected consolidated financial and other data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and related notes, which are included elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations data for the years ended December 31, 2015, 2014 and 2013 as well as the consolidated balance sheet data as of December 31, 2015 and 2014 are derived from the audited consolidated financial statements that are included elsewhere in this Annual Report on Form 10-K. The consolidated statement of operations data for the 12 months ended December 31, 2012 and 2011, as well as the consolidated balance sheet data as of December 31, 2013, 2012 and 2011, are derived from audited consolidated financial statements that are not included in this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results to be expected in the future.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(in thousands, except per share, user and ABPU data)				
Consolidated Statements of Operations Data:					
Revenue:					
Online game	$ 590,755	$ 537,619	$ 759,572	$ 1,144,252	$ 1,065,648
Advertising and other	173,962	152,791	113,694	137,015	74,452
Total revenue	764,717	690,410	873,266	1,281,267	1,140,100
Costs and expenses:					
Cost of revenue	235,985	213,570	248,358	352,169	330,043
Research and development	361,931	396,553	413,001	645,648	727,018
Sales and marketing	169,573	157,364	104,403	181,924	234,199
General and administrative	143,284	167,664	162,918	189,004	254,456
Impairment of intangible assets	—	—	10,217	95,493	—
Total costs and expenses	910,773	935,151	938,897	1,464,238	1,545,716
Income (loss) from operations	(146,056)	(244,741)	(65,631)	(182,971)	(405,616)
Interest income	2,568	3,266	4,148	4,749	1,680
Other income (expense), net	13,306	8,248	(3,386)	18,647	(2,206)
Income (loss) before income taxes	(130,182)	(233,227)	(64,869)	(159,575)	(406,142)
Provision for (benefit from) income taxes	(8,672)	(7,327)	(27,887)	49,873	(1,826)
Net income (loss) attributable to common stockholders	$ (121,510)	$ (225,900)	$ (36,982)	$ (209,448)	$ (404,316)
Net income (loss) per share attributable to common stockholders					
Basic	$ (0.13)	$ (0.26)	$ (0.05)	$ (0.28)	$ (1.40)
Diluted	$ (0.13)	$ (0.26)	$ (0.05)	$ (0.28)	$ (1.40)
Weighted average common shares used to compute net income (loss) per share attributable to common stockholders:					
Basic	913,511	874,509	799,794	741,177	288,599
Diluted	913,511	874,509	799,794	741,177	288,599
Other Financial and Operational Data:					
Bookings (1)	699,955	694,300	716,176	1,147,627	1,155,509
Adjusted EBITDA (2)	17,127	39,932	46,549	213,233	303,274
Other Financial and Operational Data—Revised (7) :					
Average DAUs (in millions) (3)	21	26	36	62	56
Average MAUs (in millions) (4)	81	110	164	288	225
Average MUUs (in millions) (5)	57	70	104	159	149
ABPU (6)	0.093	0.074	0.054	0.051	0.056
Other Financial and Operational Data—As Reported:					
Average DAUs (in millions) (3)	N/A	27	37	63	57
Average MAUs (in millions) (4)	N/A	118	171	302	233
Average MUUs (in millions) (5)	N/A	81	112	180	151
ABPU (6)	N/A	0.071	0.053	0.050	0.055

(1) See the section titled "Non-GAAP Financial Measures" below for how we define and calculate bookings, a reconciliation between bookings and revenue, the most directly comparable GAAP financial measure and a discussion about the limitations of bookings and adjusted EBITDA.

(2) See the section titled "Non-GAAP Financial Measures" below for how we define and calculate adjusted EBITDA, a reconciliation between adjusted EBITDA and net income (loss), the most directly comparable GAAP financial measure and a discussion about the limitations of bookings and adjusted EBITDA.

(3) DAUs is the number of individuals who played one of our games during a particular day, as recorded by our internal analytics systems. Average DAUs is the average of the DAUs for each day during the period reported. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics—Key Operating Metrics—DAUs" for more information on how we define and calculate DAUs.

(4) MAUs is the number of individuals who played a particular game during a 30-day-period, as recorded by our internal analytics systems. Average MAUs is the average of the MAUs at each month-end during the period reported. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics—Key Operating Metrics—MAUs" for more information on how we define and calculate MAUs.

(5) MUUs is the number of unique individuals who played any of our games on a particular platform during a 30-day period, as recorded by our internal analytics systems. Average MUUs is the average of the MUUs at each month-end during the period reported. MUUs exclude NaturalMotion legacy games and games from recently acquired Rising Tide as our systems are unable to distinguish whether a player of these games is also a player of other Zynga games so we exclude payers from these games to avoid potential double counting of MUUs. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics—Key Operating Metrics—MUUs" for more information on how we define and calculate MUUs.

(6) ABPU is defined as our total bookings in a given period, divided by the number of days in that period, divided by the average DAUs during the period. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Metrics—Key Operating Metrics—ABPU" for more information on how we define and calculate ABPU.

(7) In the first quarter of 2015, the company modified its calculation to take into account our business's transition to mobile and updates to our operating metrics which utilize additional third party data to help us identify whether a player logged in under two or more accounts is the same individual. As a result of these changes, we revised the definitions for DAUs, MAUs, MUUs, and MUPs in the first quarter of 2015. Additionally, in the third quarter of 2015, the company made a subsequent modification to its calculation of MUUs to further reduce duplication of users of both web and mobile platforms and to correct an error in calculating the third quarter of 2014 MUU which resulted in MUU for that period to be understated by 0.3 million users. For comparative purposes, the above key operating metrics have been revised to reflect the company's current definitions and calculations for all periods presented.

Stock-based expense included in the statements of operations data above was as follows:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Cost of revenue	$ 4,547	$ 4,623	$ 468	$ 12,116	$ 17,660
Research and development	94,548	83,673	61,931	200,640	374,920
Sales and marketing	7,501	5,927	8,079	24,684	81,326
General and administrative	24,979	35,010	13,915	44,546	126,306
Total stock-based compensation	$ 131,575	$ 129,233	$ 84,393	$ 281,986	$ 600,212

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Consolidated Balance Sheet Data:					
Cash, cash equivalents and marketable securities	$ 987,250	$ 1,147,909	$ 1,541,970	$ 1,652,313	$ 1,917,606
Property and equipment, net	273,221	297,919	348,793	466,074	246,740
Working capital	876,084	713,901	964,897	975,225	1,355,224
Total assets	2,124,630	2,348,793	2,279,085	2,576,320	2,516,646
Deferred revenue	129,043	193,805	189,915	347,005	480,645
Total stockholders' equity (deficit)	1,786,901	1,895,692	1,877,271	1,825,503	1,749,539

Non-GAAP Financial Measures

Bookings

To provide investors with additional information about our financial results, we disclose within this Annual Report on Form 10-K, bookings, a non-GAAP financial measure. We have provided below a reconciliation between bookings and revenue, the most directly comparable GAAP financial measure.

Bookings is a non-GAAP financial measure that is equal to revenue recognized during the period plus or minus the change in deferred revenue during the period. We record the sale of virtual goods and mobile downloads as deferred revenue and then recognize that revenue over the estimated average payer life or as virtual goods are consumed. Advertising sales that consist of certain branded virtual goods and sponsorships are also deferred and recognized over the estimated average life of the branded virtual good, similar to online game revenue. For additional discussion of the estimated average life of durable virtual goods, see the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Revenue Recognition" elsewhere in this Annual Report on Form 10-K.

We use bookings to evaluate the results of our operations, generate future operating plans and assess the performance of our company. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for revenue recognized in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate bookings differently or not at all, which reduces its usefulness as a comparative measure.

The following table is a reconciliation of revenue to bookings for each of the periods presented:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
			(in thousands)		
Reconciliation of Revenue to Bookings:					
Revenue	$ 764,717	$ 690,410	$ 873,266	$ 1,281,267	$ 1,140,100
Change in deferred revenue	(64,762)	3,890	(157,090)	(133,640)	15,409
Bookings	$ 699,955	$ 694,300	$ 716,176	$ 1,147,627	$ 1,155,509

Adjusted EBITDA

To provide investors with additional information about our financial results, we disclose within this Annual Report on Form 10-K adjusted EBITDA, a non-GAAP financial measure. We have provided below a reconciliation between adjusted EBITDA and net income (loss), the most directly comparable GAAP financial measure.

We have included adjusted EBITDA in this Annual Report on Form 10-K because it is a key measure we use to evaluate our financial and operating performance, generate future operating plans and make strategic decisions for the allocation of capital. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for the related financial information prepared in accordance with U.S. GAAP.

The following table presents a reconciliation of net income (loss) to adjusted EBITDA for each of the periods indicated:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Reconciliation of Net Income (Loss) to Adjusted EBITDA:					
Net income (loss)	$ (121,510)	$ (225,900)	$ (36,982)	$ (209,448)	$ (404,316)
Provision for (benefit from) income taxes	(8,672)	(7,327)	(27,887)	49,873	(1,826)
Other income (expense), net	(13,306)	(8,248)	3,386	(18,647)	2,206
Interest income	(2,568)	(3,266)	(4,148)	(4,749)	(1,680)
Gain (loss) on legal settlements	(1,681)	5,250	—	3,024	(2,145)
Depreciation and amortization	54,315	82,894	129,047	141,479	95,414
Stock-based expense	131,575	129,233	84,393	281,986	600,212
Impairment of intangible assets	—	—	10,217	95,493	—
Contingent consideration fair value adjustment	6,112	32,700	—	—	—
Acquisition-related transaction expenses	1,144	6,425	930	—	—
Restructuring expense, net	36,480	24,281	44,683	7,862	—
Change in deferred revenue	(64,762)	3,890	(157,090)	(133,640)	15,409
Adjusted EBITDA	$ 17,127	$ 39,932	$ 46,549	$ 213,233	$ 303,274

Limitations of Bookings and Adjusted EBITDA

Some limitations of bookings and adjusted EBITDA are:

- adjusted EBITDA does not include the impact of stock-based expense;
- bookings and adjusted EBITDA do not reflect that we defer and recognize online game revenue and revenue from certain advertising transactions over the estimated average life of durable virtual goods or as virtual goods are consumed;
- adjusted EBITDA does not reflect income tax expense;
- adjusted EBITDA does not include other income (expense) net, which includes foreign exchange gains and losses and interest income;
- adjusted EBITDA excludes depreciation and amortization and although these are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future;
- adjusted EBITDA does not include the impairment of intangible assets previously acquired, contingent consideration fair value adjustments, acquisition-related transaction expenses or restructuring expense;
- adjusted EBITDA does not include gains and losses associated with significant legal settlements; and
- other companies, including companies in our industry, may calculate bookings and adjusted EBITDA differently or not at all, which reduces their usefulness as a comparative measure.

Because of these limitations, you should consider bookings and adjusted EBITDA along with other financial performance measures, including revenue, net income (loss) and our other financial results presented in accordance with U.S. GAAP.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with the consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Annual Report on Form 10-K, particularly in "Special Note Regarding Forward-Looking Statements" and "Risk Factors."

Overview

We are a leading social game developer with approximately 68 million average MAUs for the three months ended December 31, 2015. We have launched some of the most successful social games in the industry. Our games are accessible on mobile platforms, Facebook and other social networks and Zynga.com. Our games are generally available for free, and we generate revenue through the in-game sale of virtual goods and advertising services.

We are a pioneer and innovator of social games and a leader in making play a core activity on the Internet. Our objective is to become the worldwide leader in play by connecting the world through games.

Consistent with our free-to-play business model, compared to all players who play our games in any period, only a small portion of our players are payers. Because the opportunity for social interactions increases as the number of players increases, we believe that maintaining and growing our overall number of players, including the number of players who may not purchase virtual goods, is important to the success of our business. As a result, we believe that the number of players who choose to purchase virtual goods will continue to constitute a small portion of our overall players.

The games that constitute our top games vary over time but historically the top three online game revenue-generating games in any period contributed the majority of our revenue. Our top three games accounted for 53%, 60% and 54% of our online game revenue in 2015, 2014 and 2013, respectively.

In 2015, we continued to align our cost-structure with our key strategic initiatives. We reduced our headcount from 1,974, as of December 31, 2014, to 1,669, as of December 31, 2015, we consolidated certain facilities and data centers and we migrated a significant portion of our computing to run on hosting and cloud computer services provided by third parties. We continue to invest in game development, creating both new games and new features and content in existing games designed to engage our players on mobile devices and on the web.

How We Generate Revenue

We operate our games as live services that allow players to play for free. We generate revenue primarily from the in-game sale of virtual goods and advertising services. Revenue growth will depend largely on our ability to attract and retain players and more effectively monetize our player base through the sale of virtual goods and advertising. We intend to do this through the launch of new games, enhancements to current games and expansion into new markets and distribution platforms.

Online game. We provide our players with the opportunity to purchase virtual goods that enhance their game-playing experience. We believe players choose to pay for virtual goods for the same reasons they are willing to pay for other forms of entertainment—they enjoy the additional playing time or added convenience, the ability to personalize their own game boards, the satisfaction of leveling up and the opportunity for sharing creative expressions. We believe players are more likely to purchase virtual goods when they are connected to and playing with their friends, whether those friends play for free or also purchase virtual goods. Players may also elect to pay a one-time download fee to obtain certain mobile games free of third-party advertisements.

In 2015, our business continued generating a higher percentage of bookings through mobile platforms than through the Facebook platform. For the twelve months ended December 31, 2015 and 2014 we estimate that we generated 68% and 51% of our bookings, respectively, from mobile platforms while 29% and 43% of our bookings, respectively, were generated from the Facebook platform. Facebook is still the largest single platform for our games and we generate a significant portion of our revenue through the Facebook platform. For the twelve months ended December 31, 2015 and 2014, we estimate that 64% and 44% of our revenue, respectively, was generated through the mobile platforms, while 33% and 51% of our revenue, respectively, was generated through the Facebook platform. We have had to estimate this information because certain payment methods we accept and certain advertising networks do not allow us to determine the platform used.

For all payment transactions in our games under Facebook's local currency-based payments model, Facebook remits to us an amount equal to 70% of the price we requested to be charged to our players. On platforms other than Facebook, players purchase our virtual goods through various widely accepted payment methods offered in the games, including PayPal, Apple iTunes accounts, Google Wallet and credit cards.

Advertising and other. Advertising revenue primarily includes branded virtual goods and sponsorships, engagement ads and offers, mobile and display ads and other. We generally report our advertising revenue net of amounts due to advertising agencies and brokers. Other revenue includes software licensing and maintenance related to technology acquired in our acquisition of NaturalMotion as well as licensing of our brands.

Key Metrics

We regularly review a number of metrics, including the following key financial and operating metrics, to evaluate our business, measure our performance, identify trends in our business, prepare financial projections and make strategic decisions.

Key Financial Metrics

Bookings. Bookings is a non-GAAP financial measure that is equal to revenue recognized during the period plus the change in deferred revenue during the period. We record the sale of virtual goods as deferred revenue and then recognize that revenue over the estimated average life of the purchased virtual goods or as the virtual goods are consumed. Advertising sales which consist of certain branded virtual goods and sponsorships are also deferred and recognized over the estimated average life of the branded virtual good, similar to online game revenue. Bookings, as opposed to revenue, is the fundamental top-line metric we use to manage our business, as we believe it is a useful indicator of the sales activity in a given period. Over the long-term, the factors impacting our bookings and revenue are the same. However, in the short term, there are factors that may cause revenue to exceed or be less than bookings in any period.

We use bookings to evaluate the results of our operations, generate future operating plans and assess the performance of our company. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for revenue recognized in accordance with U.S. GAAP. In addition, other companies, including companies in our industry, may calculate bookings differently or not at all, which reduces its usefulness as a comparative measure.

Adjusted EBITDA. Adjusted EBITDA is a non-GAAP financial measure that we calculate as net income (loss), adjusted for provision for (benefit from) income taxes; other income (expense), net; interest income; gain (loss) from significant legal settlements; restructuring expense, net; depreciation and amortization; impairment of intangible assets; stock-based expense; contingent consideration fair value adjustments; acquisition-related transaction expenses, and change in deferred revenue. We believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

We have included adjusted EBITDA in this Annual Report on Form 10-K because it is a key measure we use to evaluate our financial and operating performance, generate future operating plans and make strategic decisions for the allocation of capital. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for the related financial information prepared in accordance with U.S. GAAP.

Key Operating Metrics

We manage our business by tracking several operating metrics: “DAUs,” which measure daily active users of our games, “MAUs,” which measure monthly active users of our games, “MUUs,” which measure monthly unique users of our games, “MUPs,” which measure monthly unique payers in our games, and “ABPU,” which measures our average daily bookings per average DAU, each of which is recorded by our internal analytics systems. The numbers for these operating metrics are calculated using internal company data based on tracking of user account activity. We use the information provided by third parties, including third party network logins provided by platform providers, to help us track whether a player logged in under two or more different user accounts is the same individual. We believe that the numbers are reasonable estimates of our user base for the applicable period of measurement; however, factors relating to user activity and systems may impact these numbers.

DAUs . We define DAUs as the number of individuals who played one of our games during a particular day. Under this metric, an individual who plays two different games on the same day is counted as two DAUs. We use information provided by third parties to help us identify individuals who play the same game to reduce this duplication. However, because we do not always have the third party network login data to link an individual who has played under multiple user accounts, a player may be counted as multiple DAUs. Average DAUs for a particular period is the average of the DAUs for each day during that period. We use DAUs as a measure of audience engagement.

MAUs. We define MAUs as the number of individuals who played one of our games in the 30-day period ending with the measurement date. Under this metric, an individual who plays two different games in the same 30-day period is counted as two MAUs. We use information provided by third parties to help us identify individuals who play the same game to reduce this duplication. However, because we do not always have the third party network login data to link an individual who has played under multiple user accounts, a player may be counted as multiple MAUs. Average MAUs for a particular period is the average of the MAUs at each month-end during that period. We use MAUs as a measure of total game audience size.

MUUs. We define MUUs as the number of individuals who played one or more of our games, which we were able to verify were played by the same individual in the 30-day period ending with the measurement date. An individual who plays more than one of our games in a given 30-day period would be counted as a single MUU to the extent we can verify that the games were played by the same individual. However, because we do not always have the third party network login data necessary to link an individual who has paid under multiple user accounts in a given 30-day period, an individual may be counted as multiple MUUs. Because many of our players play more than one game in a given 30-day period, MUUs are always equal to or lower than MAUs in any given time period. Average MUUs for a particular period is the average of the MUUs at each month end during that period. We use MUUs as a measure of total audience reach across our network of games.

MUPs . We define MUPs as the number of individuals who made a payment at least once during the applicable 30-day period through a payment method for which we can quantify the number of individuals, including payers from certain mobile games. MUPs does not include individuals who use certain payment methods for which we cannot quantify the number of unique payers. However, because we do not always have the third party network login data necessary to link an individual who has paid under multiple user accounts in a 30-day period, a player who has paid using multiple user accounts may be counted as multiple MUPs. MUPs are presented as an average of the three months in the applicable quarter. We use MUPs as a measure of the number of individuals who made payments across our network of games during a 30-day period.

ABPU. We define ABPU as our total bookings in a given period, divided by the number of days in that period, divided by, the average DAUs during the period. We believe that ABPU provides useful information to investors and others in understanding and evaluating our results in the same manner as our management and board of directors. We use ABPU as a measure of overall monetization across all of our players through the sale of virtual goods and advertising.

Our business model for social games is designed so that, as there are more players that play our games, social interactions increase and the more valuable the games and our business become. All engaged players of our games help drive our bookings and, consequently, both online game revenue and advertising revenue. Virtual goods are purchased by players who are socializing with, competing against or collaborating with other players, most of whom do not buy virtual goods. Accordingly, we primarily focus on bookings, DAUs, MAUs, MUUs, MUPs and ABPU, which together we believe best reflect key audience metrics.

The table below shows average DAUs, MAUs, MUUs, MUPs and ABPU for the last eight quarters including the four quarters ended in 2014, both the metrics as initially reported and as subject to the revisions in 2015 described in the footnotes below:

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014 Revised in Q1 2015 (1)	Sep 30, 2014 Revised in Q1 2015 (1)	Jun 30, 2014 Revised in Q1 2015 (1)	Mar 31, 2014 Revised in Q1 2015 (1)
	(users and payers in millions)							
Average DAUs	18	19	21	25	24	24	27	28
Average MAUs	68	75	83	100	98	103	121	119
Average MUPs (3)	0.8	0.9	1.0	1.1	1.0	1.2	1.4	1.3
ABPU	$0.110	$0.100	$0.091	$0.076	$0.084	$0.079	$0.071	$0.064

	For the Three Months Ended			
	Dec 31, 2014 As Reported	Sep 30, 2014 As Reported	Jun 30, 2014 As Reported	Mar 31, 2014 As Reported
	(users and payers in millions)			
Average DAUs	25	26	29	28
Average MAUs	108	112	130	123
Average MUPs (3)	1.1	1.3	1.7	1.4
ABPU	$ 0.079	$ 0.073	$ 0.067	$ 0.063

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
	(users in millions)							
Average MUUs (3)								
Revised in Q3 2015 (2)	48	51	60	71	64	66	77	74
Revised in Q1 2015 (1)	N/A	N/A	62	73	66	65	82	79
As Reported in 2014	N/A	N/A	N/A	N/A	71	77	89	86

(1) In the first quarter of 2015, the company modified its calculation to take into account our business's transition to mobile and updates to our operating metrics which utilize additional third party data to help us

identify whether a player logged in under two or more accounts is the same individual. As a result of these changes, we revised the definitions for DAUs, MAUs, MUUs and MUPs in the first quarter of 2015.

(2) In the third quarter of 2015, the company made a subsequent modification to its calculation of MUUs to further reduce duplication of users of both web and mobile platforms and to correct an error in calculating the third quarter of 2014 MUU which resulted in MUU for that period to be understated by 0.3 million users.

(3) MUUs and MUPs exclude NaturalMotion legacy games (*CSR Racing* , *CSR Classics* and *Clumsy Ninja*) and games from recently acquired Rising Tide as our systems are unable to distinguish whether a player of these games is also a player of other Zynga games. We exclude payers of these games to avoid potential double counting of MUUs and MUPs.

Average DAUs, MAUs and MUUs declined during the second, third, and fourth quarters of 2015 and when comparing the three months ended December 31, 2015 to December 31, 2014. These declines in average DAUs, MAUs and MUUs were due to declines in users for our existing games such as *FarmVille 2* and *Zynga Poker* which were not offset by the contribution from newer titles such as *Wizard of Oz Slots* and *Empires & Allies* . Average DAUs, MAUs and MUUs increased in the first quarter of 2015 primarily due to the launch of *Looney Tunes Dash!* in December 2014. MUPs declined in the three months ended December 31, 2015 compared to the three months ended December 31, 2014, as payers in *FarmVille 2* , *FarmVille 2: Country Escape* and *Zynga Poker* contributed more MUPs in the fourth quarter of 2014 compared to the fourth quarter of 2015. ABPU increased in each consecutive quarter in 2015 (except for the first quarter of 2015 when average DAUs increased) due to the decline in average DAUs. Future growth in audience and engagement will depend on our ability to retain current players, attract new players, launch new games and expand into new market and distribution platforms.

Other Metrics

Although our management primarily focuses on the operating metrics above, we also monitor periodic trends in our paying players of our games. The table below shows average monthly unique payer bookings, average MUPs and unique payer bookings per unique payer for the last eight quarters:

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014 Revised in Q1 2015 (1)	Sep 30, 2014 Revised in Q1 2015 (1)	Jun 30, 2014 Revised in Q1 2015 (1)	Mar 31, 2014 Revised in Q1 2015 (1)
Average monthly unique payer bookings (in thousands) (2)	$38,444	$40,780	$42,488	$41,352	$ 41,323	$ 43,739	$ 44,844	$ 39,073
Average MUPs (in millions) (3)	0.8	0.9	1.0	1.1	1.0	1.2	1.4	1.3
Monthly unique payer bookings per MUP (4)	$ 47	$ 47	$ 44	$ 38	$ 41	$ 38	$ 32	$ 31

	For the Three Months Ended			
	Dec 31, 2014 As Reported	Sep 30, 2014 As Reported	Jun 30, 2014 As Reported	Mar 31, 2014 As Reported
Average monthly unique payer bookings (in thousands) (2)	$ 41,323	$ 43,739	$ 44,844	$ 39,073
Average MUPs (in millions) (3)	1.1	1.3	1.7	1.4
Monthly unique payer bookings per MUP (4)	$ 37	$ 33	$ 27	$ 27

(1) For comparative purposes, average MUPs for 2014 have been revised to reflect the updated definitions for our key operating metrics in the first quarter of 2015 to eliminate known instances of duplication of unique individuals who play on different social networks or platforms. As a result, monthly unique payer bookings per MUP have also been revised for 2014.

(2) Average monthly unique payer bookings represent the monthly average amount of bookings for the applicable quarter that we received through payment methods for which we can quantify the number of

unique payers and excludes bookings from certain payment methods for which we cannot quantify the number of unique payers. Also excluded are bookings from advertising, NaturalMotion legacy games (*CSR Racing* , *CSR Classics* and *Clumsy Ninja*) and games from recently acquired Rising Tide .

(3) MUPs exclude payers of NaturalMotion legacy games and games from recently acquired Rising Tide as our systems are unable to distinguish whether a player of these games is also a player of other Zynga games. We exclude payers of these games to avoid potential double counting of MUPs.

(4) Monthly unique payer bookings per MUP is calculated by dividing average monthly unique payer bookings by average MUPs. This calculation excludes MUP data for NaturalMotion legacy games and games from recently acquired Rising Tide.

Average monthly unique payer bookings grew during the first and second quarters of 2015 and declined in the third and fourth quarters of 2015 and when comparing the three months ended December 31, 2015 to December 31, 2014. Growth in average monthly unique payer bookings in the first and second quarter of 2015 was due to the bookings contribution from *Wizard of Oz Slots* (launched in November 2014) and *Empires & Allies* (launched in May 2015). Declines in average monthly unique payer bookings in the third and fourth quarters of 2015 and when comparing the three months ended December 31, 2015 to December 31, 2014 were due to the decline in bookings and users in our existing web and multiplatform games, such as *FarmVille 2* , *Zynga Poker* and *Hit It Rich! Slots* and older mobile titles such as *FarmVille 2: Country Escape* which were not offset by the contribution from newer titles. Monthly unique payer bookings per MUP increased to $47 in the third and fourth quarters of 2015 due to MUP decreasing faster than unique payer bookings for those periods.

Although we monitor our unique payer metrics, we focus on monetization, including through in-game advertising, of all of our players and not just those who are payers. Accordingly, we strive to enhance content and our players' game experience to increase our bookings and ABPU, which is a measure of overall monetization across all of our players through the sale of virtual goods and advertising.

Recent Developments

- ***Game Launches*** . We launched several new games in 2015, including *Words on Tour* , *Empires & Allies* , *Mountain Goat Mountain* and *Black Diamond Casino* on mobile platforms and *FarmVille: Harvest Swap* and *Princess Bride Slots* on mobile and web platforms. We also launched a localized version of Words With Friends in six new languages, including Spanish, French, German and Italian.
- ***Mobile Growth.*** In 2015, we delivered a 35% increase in mobile bookings year over year and a 61% increase in mobile revenue year over year. This increase was driven by the continued success of our Slots franchise, including *Hit it Rich! Slots, Wizard of Oz Slots* and the launch of new mobile titles in 2015, including *Empires & Allies* .
- ***Changes in Executive Team .*** On April 8, 2015, Don Mattrick resigned as Chief Executive Officer. The Board appointed Mark Pincus, Zynga's Founder and Chairman of the Board, as Zynga's Chief Executive Officer. Mr. Pincus had previously served as Zynga's Chief Executive Officer from April 2007 to July 2013. In addition, he served as Chief Product Officer from April 2007 to April 2014 and has served as Chairman of the Board since April 2007.

  On April 19, 2015, Clive Downie resigned as Chief Operating Officer.

  On November 3, 2015, Chief Financial Officer David Lee resigned as CFO. Zynga has initiated a search for a replacement CFO and until a new CFO is appointed, Michelle Quejado, Zynga's Chief Accounting Officer, is serving as interim CFO.
- ***2015 Restructuring.*** In the first quarter of 2015, we implemented a restructuring plan which included a reduction in workforce and the closure of the Beijing, China office. In total, we recorded a charge of $3.8 million in the twelve months ended December 31, 2015 related to this plan.

In the second quarter of 2015, we implemented a restructuring plan which included a reduction in workforce. In total, we recorded a charge of $33.8 million in the twelve months ended December 31, 2015 related to this plan.

- ***Acquisition of Rising Tide Games.*** In the third quarter of 2015, we acquired Rising Tide Games, a provider of social casino games, for mobile and web platforms, for purchase consideration of approximately $44.2 million in cash and contingent consideration. We acquired Rising Tide Games to expand our footprint in the social casino games space.
- ***Stock Repurchase Program.*** In October 2015, our Board authorized a program for the repurchase of our common stock in an amount of up to $200 million. In the fourth quarter of 2015, we repurchased approximately 37.9 million shares of our common stock for $98.9 million under our 2015 program, and as of December 31, 2015, the remaining authorized amount of stock repurchases that may be made under the program was $101.1 million. We completed the share repurchase program in the first quarter of 2016.

Factors Affecting Our Performance

Platform agreements. Our games are primarily distributed, marketed and promoted through third parties, primarily Facebook, Apple's App store for iOS and the Google Play App Store for Android devices. Virtual goods for our games are purchased through the payment processing systems of these platform providers. To date, we have generated a significant portion of our bookings, revenue and players through the Facebook, Apple and Google platforms and expect to continue to do so for the foreseeable future. We are generating an increasing portion of our bookings, revenue and players through the Apple App store and Google Play App Store and expect that this trend will continue as we launch more games for mobile devices. Facebook, Apple and Google generally have the discretion to change their platforms' terms of service and other policies with respect to us or other developers in their sole discretion, and those changes may be unfavorable to us.

Launch of new games and release of enhancements. Our bookings and revenue results have been driven by the launch of new mobile and web games and the release of fresh content and new features in existing games. Our future success depends on our ability to launch and monetize successful new hit titles on various platforms. Although the amount of revenue and bookings we generate from a new game or an enhancement to an existing game can vary significantly, we expect our revenue and bookings to be correlated to the success and timely launch of our new games and our success in releasing engaging content and features. In addition, revenue and bookings from many of our games tend to decline over time after reaching a peak of popularity and player usage. We often refer to the speed of this decline as the decay rate of a game. As a result of this decline in the revenue and bookings of our games, our business depends on our ability to consistently and timely launch new games that achieve significant popularity and have the potential to become franchise games.

Game monetization . We generate most of our bookings and revenue from the sale of virtual goods in our games. The degree to which our players choose to pay for virtual goods in our games is driven by our ability to create content and virtual goods that enhance the game-play experience. Our bookings, revenue and overall financial performance are affected by the number of players and the effectiveness of our monetization of players through the sale of virtual goods and advertising. For example ABPU increased from $0.074 in the twelve months ended December 31, 2014 to $0.093 in the twelve months ended December 31, 2015 due to higher decline in DAU of non-paying players (compared to paying players) who do not contribute to online game bookings. In addition, mobile and international players have historically monetized at a lower level than web and U.S. players, respectively. The percentage of paying mobile and international players may increase or decrease based on a number of factors, including growth in mobile games as a percentage of total game audience and our overall international players, localization of content and the availability of payment options.

Investment in game development . In order to develop new games and enhance the content and features in our existing games, we must continue to invest in a significant amount of engineering and creative resources.

These expenditures generally occur months in advance of the launch of a new game or the release of new content, and the resulting revenue may not equal or exceed our development costs.

Player acquisition costs. We utilize advertising and other forms of player acquisition and retention to grow and retain our player audience. These expenditures generally relate to the promotion of new game launches and ongoing performance-based programs to drive new player acquisition and lapsed player reactivation. Over time, these acquisition and retention-related programs may become either less effective or more costly, negatively impacting our operating results. Additionally, as our player base becomes more heavily concentrated on mobile platforms, our ability to drive traffic to our games through unpaid channels may become diminished, and the overall cost of marketing our games may increase.

New market development. We are investing in new distribution channels, mobile platforms and international markets to expand our reach and grow our business. For example, we have continued to hire additional employees and acquire companies with experience developing mobile applications. Our ability to be successful will depend on our ability to develop a successful mobile network, obtain new players and retain existing players on new and existing social networks and attract advertisers.

In the third quarter of 2015, we acquired Rising Tide Games, a provider of social casino games for mobile and web platforms which expanded our footprint in the social casino games space.

As we expand into new markets and distribution channels, we expect to incur headcount, marketing and other operating costs in advance of the associated bookings and revenue. Our financial performance will be impacted by our investment in these initiatives and their success.

Hiring and retaining key personnel. Our ability to compete and grow depends in large part on the efforts and talents of our employees. In addition to employee attrition, we have also implemented, and continue to implement, certain cost reduction initiatives to better align our operating expenses with our revenue, including reducing our headcount and consolidating certain facilities. For example, in the second quarter of 2015, we implemented a restructuring plan that included a work force reduction. These cost reduction initiatives could negatively impact our ability to attract, hire and retain key employees, which is critical to our ability to grow our business and execute on our business strategy.

Results of Operations

Revenue

	Year Ended December 31,			2014 to 2015	2013 to 2014
	2015	2014	2013	% Change	% Change
		(in thousands)			
Revenue by type:					
Online game	$590,755	$537,619	$759,572	10%	(29)%
Advertising and other	173,962	152,791	113,694	14%	34%
Total revenue	$764,717	$690,410	$873,266	11%	(21)%

2015 Compared to 2014.

Total revenue increased $74.3 million in 2015 as a result of increases in both online game revenue and advertising and other revenue. Bookings increased $5.7 million in 2015 due to growth in advertising bookings, offset by a decline in online game bookings from existing games as a result of declines in audience metrics and the lack of successful new launches to offset these declines. ABPU increased from $0.074 ($0.071 as reported) in 2014 to $0.093 in 2015, due to the decline in average DAUs. Average DAUs decreased from 26 million (27 million as reported) in 2014 to 21 million in 2015 and MUPs decreased from 1.2 million (1.4 million as reported) in 2014 to 0.9 million in 2015.

Online game revenue increased $53.1 million in 2015 as compared to the same period of the prior year. This increase is primarily attributable to increases in online game revenue from *FarmVille 2: Country Escape* , *Wizard of Oz Slots* and *Hit It Rich! Slots* , in the amounts of $60.6 million, $58.3 million and $44.6 million, respectively. Online game revenue increased for *FarmVille 2: Country Escape* and *Wizard of Oz Slots* as these games were launched in April 2014 and November 2014, respectively, while online game revenue increased *for Hit It Rich! Slots* as the game did not launch on all platforms and devices until May 2014. The increase in online game revenue was partially offset by decreases in online game revenue from *FarmVille 2* , *FarmVille* and *Zynga Poker* (web) in the amounts of $38.2 million, $19.2 million and $17.3 million, respectively, due to the overall decay rate in bookings and audience metrics in these games. Moreover, there was a $14.9 million decrease in online game revenue for *Ayakashi* as this game was discontinued in the second quarter of 2015. All other games accounted for the remaining net decrease of $20.8 million.

International revenue as a percentage of total revenue was 34% and 38% in 2015 and 2014, respectively.

In 2015, *FarmVille 2, Zynga Poker* , *Hit It Rich! Slots* , *FarmVille 2: Country Escape* and *Wizard of Oz Slots* were our top online game revenue-generating games and comprised 19%, 18%, 16%, 14% and 10%, respectively, of our online game revenue for the period. No other game generated more than 10% of online game revenue during the year.

Consumable virtual goods accounted for 46% and 38% of online game revenue in 2015 and 2014, respectively. Durable virtual goods accounted for 54% and 62% of online game revenue in 2015 and 2014, respectively. The estimated weighted-average life of durable virtual goods was 10 months in 2015 and 12 months in 2014. Changes in our estimated average life of durable virtual goods during the twelve months ended December 31, 2015 for various games resulted in an increase in revenue, income from operations and net income of $1.0 million, which is the result of adjusting the remaining recognition period of deferred revenue generated in prior periods at the time of a change in estimate. We also recognized $9.9 million of revenue and income from operations in the twelve months ended December 31, 2015 due to changes in our estimated average life of durable goods for games that were discontinued as there is no further service obligation after the closure of these games. These changes in estimates and discontinuance of games resulted in a $0.01 per share impact on our reported earnings per share for the twelve months ended December 31, 2015. For 2014, changes in our estimated average life of durable virtual goods resulted in a decrease in revenue, income from operations and net income of $1.2 million. These changes in estimates did not impact our reported earnings per share for the twelve months ended December 31, 2014.

Advertising and other revenue increased $21.2 million from the twelve months ended December 31, 2014 to the twelve months ended December 31, 2015 primarily due to a $27.4 million increase in in-game display ads as a result of better optimization and performance on mobile platforms. The increase was also attributed to an $8.3 million increase in in-game offers, engagement ads and other advertising revenue which was primarily due to an increase in engagement ads on our mobile games. The increases in in-game display ads and engagement ads were driven by the Company’s transition from web to mobile, as mobile bookings as a percentage of total bookings grew from 51% in 2014 to 68% in 2015 and mobile revenue as a percentage of total revenue grew from 44% in 2014 to 64% in 2015. These increases were offset by a $12.1 million decrease in licensing revenue driven by the final licensing payment from a strategic partner in 2014 and a $2.4 million decrease in in-game sponsorships, which were historically more prevalent in our web games, such as *CityVille* and *FarmVille* .

2014 Compared to 2013.

Total revenue decreased $182.9 million in 2014 as a result of a decline in online game revenue offset by an increase in advertising and other revenue. Bookings decreased by $21.9 million from 2013 to 2014 due to declines in existing games, declines in audience metrics and the lack of successful new launches to offset these declines. ABPU increased from $0.054 ($0.053 as reported) in 2013 to $0.074 ($0.071 as reported) in 2014, due to a faster decline in DAUs than the decline in bookings. DAUs decreased from 36 million (37 million as reported) in 2013 to 26 million (27 million as reported) in 2014 and MUPs decreased from 1.8 million (1.8 million as reported) in 2013 to 1.2 million (1.4 million as reported) in 2014.

Online game revenue decreased $222.0 million in 2014 as compared to the same period of the prior year. This decrease is primarily attributable to decreases in revenue from *FarmVille, ChefVille* , *CastleVille, Zynga Poker* , *CityVille* and *FrontierVille* in the amounts of $87.7 million, $37.1 million, $36.6 million, $35.5 million, $23.7 million and $13.7 million, respectively. The decreases in online game revenue from these games were due to overall decay rate in bookings and audience metrics. The decrease in online game revenue was partially offset by an increase in online game revenue of $47.1 million from *Hit it Rich! Slots* . All other games accounted for the remaining net decrease of $34.8 million.

International revenue as a percentage of total revenue was 38% and 40% in 2014 and 2013, respectively.

In 2014, *FarmVille 2* and *Zynga Poker* were our top two online game revenue-generating games and comprised 28% and 23%, respectively, of our online game revenue for the period. No other game generated more than 10% of online game revenue during the year.

Consumable virtual goods accounted for 38% and 29% of online game revenue 2014 and 2013, respectively. Durable virtual goods accounted for 62% and 71% of online game revenue in 2014 and 2013, respectively. The estimated weighted-average life of durable virtual goods was 12 months in 2014 and 2013. Changes in our estimated average life of durable virtual goods during the twelve months ended December 31, 2014 for various games resulted in a decrease in revenue, income from operations and net income of $1.2 million, which is the result of adjusting the remaining recognition period of deferred revenue generated in prior periods at the time of a change in estimate. These changes in estimates did not impact our reported earnings per share for the twelve months ended December 31, 2014. For 2013, changes in our estimated average life of durable virtual goods resulted in an increase in revenue, income from operations and net income of $12.3 million. These changes in estimates resulted in a $0.01 increase in our reported earnings per share for the year ended December 31, 2013.

Advertising and other revenue increased $39.1 million from 2013 to 2014, due to a $39.3 million increase in in-game display ads as a result of better optimization on mobile platforms and a $7.6 million increase in licensing revenue driven by the final licensing payment from a strategic partner, offset by a $5.6 million decrease in in-game sponsorships and a $2.2 million decrease in in-game offers, engagement ads, and other advertising revenue.

Cost of revenue

	Year Ended December 31,			2014 to 2015 % Change	2013 to 2014 % Change
	2015	2014	2013		
		(in thousands)			
Cost of revenue	$235,985	$213,570	$248,358	10%	(14)%

2015 Compared to 2014. Cost of revenue increased $22.4 million in the twelve months ended December 31, 2015 as compared to the same period of the prior year. The increase was primarily attributable to a $27.1 million increase in payment processing fees from bookings generated from mobile payment processors, a $14.4 million increase in hosting costs due to data center migration and a $12.2 million increase in royalty expense for licensed intellectual property, offset by a $26.4 million decrease in depreciation expense due to the consolidation of data center facilities and the related disposition of certain data center assets in prior periods, a $3.9 million decrease in headcount-related expense and a $3.6 million decrease in third party customer service expense which is in line with the discontinuance of certain games. We expect our cost of revenue to increase as a result of payment processing fees from mobile payment processors as players of our games continue to transition from web to mobile.

2014 Compared to 2013. Cost of revenue decreased $34.8 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year. The decrease was primarily attributable to a $38.1 million decrease in depreciation expense due to the consolidation of data center facilities and the related disposition of certain data center assets in prior periods, a $23.1 million decrease in hosting and data center costs due to lower data usage, an $11.7 million decrease in third party customer service expense which is in line with the discontinuance of certain games and a $5.1 million decrease in headcount-related expense, offset by a $36.8 million increase in payment processing fees from mobile payment processors due to an increase in mobile bookings and a $6.3 million increase in royalty expense for licensed intellectual property.

Research and development

	Year Ended December 31,			2014 to 2015 % Change	2013 to 2014 % Change
	2015	2014	2013		
		(in thousands)			
Research and development	$361,931	$396,553	$413,001	(9)%	(4)%

2015 Compared to 2014. Research and development expenses decreased $34.6 million in the twelve months ended December 31, 2015 as compared to the same period of the prior year. The decrease was primarily attributable to a $24.1 million decrease in headcount-related expense and $23.3 million less expense incurred in 2015 due to the settlement of the contingent consideration liability for Spooky Cool Labs in the first quarter of 2015, offset by a $10.9 million increase in stock-based expense.

2014 Compared to 2013. Research and development expenses decreased $16.4 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year. The decrease was primarily attributable to a $46.4 million decrease in headcount-related expenses, $13.7 million decrease in restructuring expense and a $13.7 million decrease in allocated facilities and overhead costs, offset by $32.7 million of expense recorded in 2014 to reflect the change in estimated fair value of the contingent consideration liability for Spooky Cool Labs and a $21.7 million increase in stock-based expense primarily due to higher forfeiture credits in the prior year and additional grants in 2014 as a result of the NaturalMotion acquisition in February 2014.

Sales and marketing

	Year Ended December 31,			2014 to 2015 % Change	2013 to 2014 % Change
	2015	2014	2013		
		(in thousands)			
Sales and marketing	$169,573	$157,364	$104,403	8%	51%

2015 Compared to 2014. Sales and marketing expenses increased $12.2 million in the twelve months ended December 31, 2015 as compared to the same period of the prior year. The increase was primarily attributable to an $18.8 million increase in player acquisition costs spent on newer titles such as *Wizard of Oz Slots* and *Empires & Allies* , a $2.6 million increase in marketing software costs and a $1.6 million increase in stock-based expense, offset by an $11.3 million decrease in other marketing costs.

2014 Compared to 2013. Sales and marketing expenses increased $53.0 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year. The increase was primarily attributable to a $57.8 million increase in marketing expense due to higher mobile player acquisition costs and consumer marketing costs from the launch of *FarmVille 2: Country Escape* and *Hit it Rich! Slots* , offset by a $3.1 million decrease in headcount-related expenses and a $2.2 million decrease in stock-based expense primarily due to forfeiture credits resulting from employee attrition.

General and administrative

	Year Ended December 31,			2014 to 2015	2013 to 2014
	2015	2014	2013	% Change	% Change
		(in thousands)			
General and administrative	$143,284	$167,664	$162,918	(15)%	3%

2015 Compared to 2014. General and administrative expenses decreased $24.4 million in the twelve months ended December 31, 2015 as compared to the same period of the prior year. The decrease was primarily attributable to a $21.8 million decrease in third party consulting and legal expenses and a $10.0 million decrease in stock-based expense, offset by an $8.5 million increase in restructuring expense.

2014 Compared to 2013. General and administrative expenses increased $4.7 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year. The increase was primarily attributable to a $21.1 million increase in stock-based expense and a $16.5 million increase due to a lower amount of facilities and overhead costs allocated out, partially offset by a $14.0 million decrease in headcount-related expense, a $9.8 million decrease in depreciation expense and a $7.1 million decrease in restructuring expense.

Interest income

	Year Ended December 31,			2014 to 2015	2013 to 2014
	2015	2014	2013	% Change	% Change
		(in thousands)			
Interest income	$2,568	$3,266	$4,148	(21)%	(21)%

2015 Compared to 2014. Interest income decreased $0.7 million in the twelve months ended December 31, 2015. The decrease was primarily attributed to lower marketable security balances in 2015 compared to 2014.

2014 Compared to 2013. Interest income decreased $0.9 million in the twelve months ended December 31, 2014. The decrease was primarily attributed to lower marketable security balances in 2014 compared to 2013.

Other income (expense), net

	Year Ended December 31,			2014 to 2015	2013 to 2014
	2015	2014	2013	% Change	% Change
		(in thousands)			
Other income (expense), net	$13,306	$8,248	$(3,386)	NM	NM

2015 Compared to 2014. Other income (expense), net increased $5.1 million in the twelve months ended December 31, 2015 as compared to the same period of the prior year. The increase was attributable to a $4.8 million increase of other income which was primarily related to the sale of an equity investment in the first quarter of 2015 and a $1.2 million increase in net sublease rental income.

2014 Compared to 2013. Other income (expense), net increased $11.6 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year. The increase was primarily attributable to a $5.2 million decrease in interest expense which includes the $2.4 million expense in connection with the termination of our interest rate swap agreement and repayment of our loan in the second quarter of 2013, a $4.6 million increase of other income related to the sale of an equity investment in the fourth quarter of 2014 and a $2.3 million increase in net sublease rental income.

Provision for (benefit from) income taxes

	Year Ended December 31, 2015	2014	2013	2014 to 2015 % Change	2013 to 2014 % Change
	(in thousands)				
Provision for (benefit from) income taxes	$(8,672)	$(7,327)	$(27,887)	NM	NM

2015 Compared to 2014. The benefit from income taxes increased by $1.3 million in the twelve months ended December 31, 2015 compared to the same period of the prior year. This increase was attributable primarily to the net $2.7 million benefit recorded in 2015 related to a reduction in tax risk reserves and the net incremental benefit of $2.5 million recorded in connection with current year tax purchase accounting, offset by $3.7 million of net tax expense related to changes in estimated jurisdictional mix of earnings between the two periods.

2014 Compared to 2013. The benefit from income taxes decreased by $20.6 million in the twelve months ended December 31, 2014 compared to the same period of the prior year. This decrease was attributable primarily to the incremental benefit of $5.0 million recorded in the first quarter of 2013 related to the recognition of Federal research and development tax credits and the net benefit related to changes in the estimated jurisdictional mix of earnings between the two periods of $15.6 million.

Quarterly Results of Operations Data

The following tables set forth our unaudited quarterly consolidated statements of operations data in dollars for each of the eight quarters ended December 31, 2015 (certain items may not reconcile due to rounding). We also present other financial and operations data, and a reconciliation of revenue to bookings and net income (loss) to adjusted EBITDA, for the same periods. We have prepared the quarterly consolidated statements of operations data on a basis consistent with the audited consolidated financial statements included in this Annual Report on Form 10-K. In the opinion of management, the financial information reflects all adjustments, consisting only of normal recurring adjustments that we consider necessary for a fair presentation of this data. This information should be read in conjunction with the audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period.

	For the Three Months Ended Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
	(in thousands, except per share data)							
Consolidated Statements of Operations Data:								
Online game	$129,463	$151,168	$162,161	$147,963	$135,011	$139,372	$130,966	$132,270
Advertising and other	56,306	44,569	37,757	35,330	57,536	37,239	22,266	35,750
Total revenue	185,769	195,737	199,918	183,293	192,547	176,611	153,232	168,020
Costs and expenses:								
Cost of revenue	63,397	57,187	57,779	57,622	55,492	53,286	51,288	53,504
Research and development	85,099	78,416	90,896	107,520	105,134	100,113	93,722	97,584
Sales and marketing	53,066	43,549	41,119	31,839	41,898	44,005	41,608	29,853
General and administrative	39,333	25,765	37,805	40,381	38,961	38,536	32,831	57,336
Total costs and expenses	240,895	204,917	227,599	237,362	241,485	235,940	219,449	238,277
Income (loss) from operations	(55,126)	(9,180)	(27,681)	(54,069)	(48,938)	(59,329)	(66,217)	(70,257)
Net income (loss)	$ (51,198)	$ 3,052	$ (26,868)	$ (46,496)	$ (45,126)	$ (57,058)	$ (62,533)	$ (61,183)
Earnings per share—basic	$ (0.06)	$ 0.00	$ (0.03)	$ (0.05)	$ (0.05)	$ (0.06)	$ (0.07)	$ (0.07)
Earnings per share—diluted	$ (0.06)	$ 0.00	$ (0.03)	$ (0.05)	$ (0.05)	$ (0.06)	$ (0.07)	$ (0.07)

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
	(dollars in thousands)							
Other Financial and Operations Data:								
Bookings	$182,104	$175,979	$174,462	$167,410	$182,352	$175,488	$175,102	$161,358
Adjusted EBITDA	1,656	12,415	963	2,093	9,432	2,163	14,491	13,846

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014 Revised in Q1 2015 (1)	Sep 30, 2014 Revised in Q1 2015 (1)	Jun 30, 2014 Revised in Q1 2015 (1)	Mar 31, 2014 Revised in Q1 2015 (1)
	(users and payers in millions)							
Other Financial and Operations Data—Revised:								
Average DAUs	18	19	21	25	24	24	27	28
Average MAUs	68	75	83	100	98	103	121	119
Average MUPs (3)	0.8	0.9	1.0	1.1	1.0	1.2	1.4	1.3
ABPU	$0.110	$0.100	$0.091	$0.076	$ 0.084	$ 0.079	$ 0.071	$ 0.064

	For the Three Months Ended			
	Dec 31, 2014 As Reported	Sep 30, 2014 As Reported	Jun 30, 2014 As Reported	Mar 31, 2014 As Reported
	(users and payers in millions)			
Other Financial and Operations Data—Reported:				
Average DAUs	25	26	29	28
Average DAUs	108	112	130	123
Average MUPs (3)	1.1	1.3	1.7	1.4
ABPU	$ 0.079	$ 0.073	$ 0.067	$ 0.063

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
	(users in millions)							
Average MUUs (3)								
Revision in Q3 2015 (2)	48	51	60	71	64	66	77	74
Revision in Q1 2015 (1)	N/A	N/A	62	73	66	65	82	79
As Reported in 2014	N/A	N/A	N/A	N/A	71	77	89	86

(1) In the first quarter of 2015, the company modified its calculation to take into account our business's transition to mobile and updates to our operating metrics which utilize additional third party data to help us identify whether a player logged in under two or more accounts is the same individual. As a result of these changes, we revised the definitions for DAUs, MAUs, MUUs and MUPs in the first quarter of 2015.

(2) In the third quarter of 2015, the company made a subsequent modification to its calculation of MUUs to further reduce duplication of users of both web and mobile platforms and to correct an error in calculating the third quarter of 2014 MUU which resulted in MUU for that period to be understated by 0.3 million users.

(3) MUUs and MUPs exclude NaturalMotion legacy games (*CSR Racing* , *CSR Classics* and *Clumsy Ninja*) and games from recently acquired Rising Tide as our systems are unable to distinguish whether a player of a these games is also a player of other Zynga games. We exclude payers of these games to avoid potential double counting of MUUs and MUPs.

	For the Three Months Ended							
	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
	(in thousands)							
Reconciliation of Revenue to Bookings:								
Revenue	$185,769	$195,737	$199,918	$183,293	$192,547	$176,611	$153,232	$168,020
Change in deferred revenue	(3,665)	(19,758)	(25,456)	(15,883)	(10,195)	(1,123)	21,870	(6,662)
Bookings	$182,104	$175,979	$174,462	$167,410	$182,352	$175,488	$175,102	$161,358
Reconciliation of Net Income (Loss) to Adjusted EBITDA:								
Net income (loss)	$ (51,198)	$ 3,052	$ (26,868)	$ (46,496)	$ (45,126)	$ (57,058)	$ (62,533)	$ (61,183)
Provision for (benefit from) income taxes	(1,862)	(9,381)	991	1,580	2,547	(783)	(2,012)	(7,079)
Other income (expense), net	(1,463)	(2,285)	(1,199)	(8,359)	(5,580)	(647)	(896)	(1,125)
Interest income	(603)	(566)	(605)	(794)	(779)	(841)	(776)	(870)
Restructuring expense, net	19,748	416	12,855	3,461	(3,391)	287	(2,270)	29,655
Gain (loss) on legal settlements	—	(1,681)	—	—	5,250	—	—	—
Depreciation and amortization	11,966	11,287	13,340	17,722	18,341	19,283	19,926	25,344
Contingent consideration fair value adjustment	(3,288)	—	—	9,400	12,600	6,750	12,070	1,280
Acquisition-related transaction expenses	249	895	—	—	—	—	265	6,160
Stock-based expense	31,772	30,436	27,905	41,462	35,765	36,295	28,847	28,326
Change in deferred revenue	(3,665)	(19,758)	(25,456)	(15,883)	(10,195)	(1,123)	21,870	(6,662)
Adjusted EBITDA	$ 1,656	$ 12,415	$ 963	$ 2,093	$ 9,432	$ 2,163	$ 14,491	$ 13,846

Liquidity and Capital Resources

	Year Ended December 31,		
	2015	2014	2013
	(in thousands)		
Consolidated Statements of Cash Flows Data:			
Acquisition of property and equipment	$ (7,832)	$ (9,201)	$ (7,813)
Depreciation and amortization	54,315	82,894	129,047
Cash flows provided by (used in) operating activities	(44,447)	(4,511)	28,674
Cash flows provided by (used in) investing activities	749,573	(344,159)	147,476
Cash flows provided by (used in) financing activities	(93,545)	15,119	(95,818)

As of December 31, 2015, we had cash, cash equivalents and marketable securities of approximately $987.3 million, which consisted of cash, money market funds, U.S. government and government agency debt securities and corporate debt securities. For the full year ended December 31, 2015, we made capital expenditures of $7.8 million, which included hardware and software to support business operations.

In October 2015, our board of directors authorized a $200 million stock repurchase program. We initiated purchases under this program in November 2015. In the fourth quarter of 2015, we repurchased 37.9 million shares of our Class A common stock under this repurchase program at a weighted average price of $2.60 per share for a total of $98.9 million. The program expired upon completion of our authorized share repurchase program in February 2016.

Operating Activities

After our net loss of $121.5 million is adjusted to exclude non-cash items, operating activities used $44.4 million of cash during the twelve months ended December 31, 2015. Significant non-cash items included stock-based expense of $131.6 million and depreciation and amortization of $54.3 million. Stock-based expense increased $2.3 million primarily due to an increase in grants awarded in 2015 compared to 2014. Depreciation and amortization decreased by $28.6 million as compared to the twelve months ended December 31, 2014 primarily due to the consolidation of data facilities and the related disposition of certain data center assets and intangible assets that were fully amortized in 2015. Net cash used in operating activities increased $39.9 million when compared to the twelve months ended December 31, 2014. The increase in net cash used in operating activities was primarily due to changes in our operating assets and liabilities in the twelve months ended December 31, 2015, including changes of $64.8 million and $34.5 million in deferred revenue and other liabilities, respectively, offset by changes of $10.9 million and $10.1 million in accounts payable and accounts receivable, respectively.

After our net loss of $225.9 million is adjusted to exclude non-cash items, operating activities used $4.5 million of cash during the twelve months ended December 31, 2014. Significant non-cash items included stock-based expense of $129.2 million and depreciation and amortization of $82.9 million. Depreciation and amortization decreased by $46.2 million as compared to the twelve months ended December 31, 2013 as a result of fixed assets that were fully depreciated and disposed of and intangible assets that were fully amortized in 2014. Stock-based expense increased by $44.8 million in the twelve months ended December 31, 2014 as compared to the same period of the prior year primarily due to grants related to the NaturalMotion acquisition. Net cash provided by operating activities declined $33.2 million when compared to the twelve months ended December 31, 2013, the decline was primarily due to changes in our operating assets and liabilities in the twelve months ended December 31, 2014, including changes of $24.6 million and $5.4 million in other liabilities and income tax receivable, respectively, partially offset by changes of $16.5 million and $6.4 million in accounts receivable and accounts payable, respectively.

After our net loss of $37.0 million is adjusted to exclude non-cash items, operating activities provided $28.7 million of cash during the twelve months ended December 31, 2013. Significant non-cash items included depreciation and amortization of $129.0 million, stock-based expense of $84.4 million, accretion and amortization on marketable securities of $17.6 million and impairment of intangible assets of $10.2 million. Depreciation and amortization decreased by $12.5 million as compared to the twelve months ended December 31, 2012 as a result of fixed assets that were fully depreciated and disposed of and intangible assets that were fully amortized or impaired in 2013. Stock-based expense decreased by $197.6 million in the twelve months ended December 31, 2013 as compared to the same period of the prior year primarily due to increased forfeiture credits resulting from employee attrition in 2013. Net cash provided by operating activities declined $165.0 million primarily due to changes in our operating assets and liabilities in the twelve months ended December 31, 2013, including a $157.1 million decline in deferred revenue offset by increases in accounts receivable and other assets.

Investing Activities

Investing activities resulted in cash inflow of $749.6 million during the twelve months ended December 31, 2015. The primary inflows of cash associated with investing activities were $766.1 million of sales and maturities of marketable securities, net of purchases. The primary outflows of cash were $20.0 million for the acquisition of

Rising Tide Games, net of cash acquired, in the third quarter of 2015. Capital expenditures were $7.8 million for the twelve months ended December 31, 2015, which mainly related to the investment in hardware and software to support business operations. We expect capital expenditures of approximately $9.0 million in 2016.

Investing activities used $344.2 million during the twelve months ended December 31, 2014. The primary outflow of cash associated with investing activities was the business acquisition of NaturalMotion for which $391.0 was paid in cash. The primary cash inflows were $47.7 million for the sales and maturities of marketable securities, net of purchases. Capital expenditures were $9.2 million for the twelve months ended December 31, 2014, which mainly related to the investment in hardware and software to support business operations.

Investing activities resulted in a cash inflow of $147.5 million during the twelve months ended December 31, 2013. The primary inflows of cash associated with investing activities were $169.9 million for the sales and maturities of marketable securities, net of purchases. Capital expenditures were $7.8 million for the twelve months ended December 31, 2013, which mainly related to the investment in our data centers and other hardware and software to maintain our datacenter infrastructure.

Financing Activities

Financing activities used $93.5 million during the twelve months ended December 31, 2015. The primary outflow of cash associated with financing activities was the repurchases of Class A common stock of $88.4 million in the fourth quarter of 2015. The remaining $10.5 million of share repurchases were recorded in accounts payable and other current liabilities in the amounts of $3.5 million and $7.0 million, respectively, and will be paid in the first quarter of 2016.

Financing activities provided approximately $15.1 million during the twelve months ended December 31, 2014, the primary inflow of cash was $16.4 million of cash receipts from exercises of employee stock options and employee stock purchase plan.

For the twelve months ended December 31, 2013, the primary outflow of cash associated with financing activities was $100.0 million for the repayment of debt and $11.2 million of excess tax costs from stock-based awards. We also had a cash inflow of $18.2 million for cash received from the exercise of employee stock options and warrants.

Credit Facility

In June 2013, we amended our existing revolving credit agreement which we originally executed in July 2011, reducing our maximum available credit from $1.0 billion to $200 million, and extending the term through June 2018. Per the terms of our amended agreement, we paid additional up-front fees of $0.3 million to be amortized over the remaining extended term of the loan. The interest rate for the amended credit facility is determined based on a formula using certain market rates, as described in the amended credit agreement. Additionally, our minimum quarterly commitment fee was reduced from $0.6 million per quarter to $0.1 million per quarter based on the portion of the credit facility that is not drawn down. The agreement requires us to comply with certain covenants, including maintaining a minimum capitalization ratio, and maintaining a minimum cash balance. As of December 31, 2015, we had not drawn down any amounts under the credit facility and were in compliance with these covenants. On July 1, 2015, we made a further, technical amendment to our credit agreement.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements in 2015, 2014 and 2013.

Contractual Obligations

	Total	2016	2017-2018	2019-2020	2021 and thereafter
Lease commitments	$10,871	$ 4,348	$ 4,847	$ 1,632	$ 44
Other purchase commitments	34,182	19,749	14,163	270	—
Contingent consideration liability (1)	18,490	—	18,490	—	—
Total contractual obligations	$63,543	$24,097	$ 37,500	$ 1,902	$ 44

(1) This amount represents the estimated fair value of the contingent consideration that could become payable in connection with our acquisition of Rising Tide Games. This number may change over time as we continue to evaluate the likelihood of payment of the contingent consideration. Under the terms of the agreement, the maximum amount that could be earned and payable by us is $140.0 million.

We do not have any material capital lease obligations, and all of our property, equipment and software has been purchased with cash.

Lease commitments

Our lease commitments consist of operating leases for facilities.

Other purchase commitments

We have entered into several contracts for hosting of data systems and services and licensed intellectual property.

Contingent consideration liability

Contingent consideration liability represents the estimated fair value of additional consideration payable in connection with our acquisition of Rising Tide Games.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in our consolidated financial statements and related notes. Our significant accounting policies are described in Note 1 to our consolidated financial statements included in this Annual Report. We have identified below our critical accounting policies and estimates that we believe require the greatest amount of judgment. These estimates and judgments have a significant impact on our consolidated financial statements. Actual results could differ materially from those estimates. The accounting policies that reflect our more significant estimates and judgments and that we believe are the most critical to fully understand and evaluate our reported financial results include the following:

- Revenue recognition
- Income taxes
- Business combinations
- Stock-based expense
- Goodwill and indefinite-lived intangible assets
- Impairment of long-lived assets

Revenue Recognition

We derive revenue from the sale of virtual goods associated with our online games and the sale of advertising.

Online Game

We operate our games as live services that allow players to play for free. Within these games, players can purchase virtual currency to obtain virtual goods to enhance their game-playing experience. Players can pay for our virtual currency using Facebook local currency payments when playing our games through the Facebook platform. On platforms other than Facebook, players purchase our virtual currency and/or virtual goods through various widely accepted payment methods offered in the games, including PayPal, Apple iTunes accounts, Google Wallet and credit cards. We also sell existing inventory of game cards that are initially recorded as a customer deposit liability which is included in other current liabilities on the consolidated balance sheet, net of fees retained by retailers and distributors. Upon redemption of a game card in one of our games and delivery of the purchased virtual currency to the player, these amounts are reclassified to deferred revenue. Advance payments from customers that are non-refundable and relate to non-cancellable contracts that specify our obligations are recorded to deferred revenue. All other advance payments that do not meet these criteria are recorded as customer deposits.

We recognize revenue when all of the following conditions are satisfied: there is persuasive evidence of an arrangement; the service has been provided to the player; the collection of our fees is reasonably assured; and the amount of fees to be paid by the player is fixed or determinable. For purposes of determining when the service has been provided to the player, we have determined that an implied obligation exists to the paying player to continue displaying the purchased virtual goods within the online game over their estimated life or until they are consumed. Accordingly, we categorize our virtual goods as either consumable or durable. The proceeds from the sale of virtual goods are initially recorded in deferred revenue. Consumable virtual goods represent goods that can be consumed by a specific player action. Common characteristics of consumable goods may include virtual goods that are no longer displayed on the player’s game board after a short period of time, do not provide the player any continuing benefit following consumption or often times enable a player to perform an in-game action immediately. For the sale of consumable virtual goods, we recognize revenue as the goods are consumed, which approximates one month. Durable virtual goods represent virtual goods that are accessible to the player over an extended period of time. We recognize revenue from the sale of durable virtual goods ratably over the estimated average playing period of paying players for the applicable game, which represents our best estimate of the average life of durable virtual goods. If we do not have the ability to differentiate revenue attributable to durable virtual goods from consumable virtual goods for a specific game we recognize revenue on the sale of durable and consumable virtual goods for that game ratably over the estimated average period that paying players typically play that game.

Prior to October 1, 2009, we did not have the data to determine the consumption dates for our consumable virtual goods or to differentiate revenue attributable to durable virtual goods from consumable virtual goods. Beginning in October 2009, we had sufficient data to separately account for consumable and durable virtual goods in one of our games, thus allowing us to recognize revenue related to consumable goods upon consumption. Since January 2010, we have had this data for substantially all of our web games, thus allowing us to recognize revenue related to consumable goods upon consumption for our web-based games. However, for our standalone mobile games, we do not have the requisite data to separately account for consumable and durable virtual goods and have therefore recorded mobile revenue ratably over the estimated average payer life. We expect that in future periods there will be changes in the mix of durable and consumable virtual goods sold, reduced virtual good sales in some existing games, changes in estimates in average paying payer life and/or changes in our ability to make such estimates. When such changes occur, and in particular if more of our revenue in any period is derived from goods for which revenue is recognized over the estimated average playing period, or that period increases on average, the amount of revenue that we recognize in a future period may be reduced, perhaps significantly.

On a quarterly basis, we determine the estimated average playing period for paying players by game beginning at the time of a payer’s first purchase in that game and ending on a date when that paying player is no longer playing the game. To determine when paying players are no longer playing a given game, we analyze monthly cohorts of paying players for that game who made their first in-game payment between six and 18 months prior to the beginning of each quarter and determine whether each player within the cohort is an active or inactive player as of the date of our analysis. To determine which players are inactive, we analyze the dates that each paying player last logged into that game. We determine a paying player to be inactive once they have reached a period of inactivity for which it is probable (defined as at least 80%) that a player will not return to a specific game. For the payers deemed inactive as of our analysis date we analyze the dates they last logged into that game to determine the rate at which inactive players stopped playing. Based on these dates we then project a date at which all paying players for each monthly cohort are expected to cease playing our games. We then average the time periods from first purchase date and the date the last player is expected to cease playing the game for each of the monthly cohorts to determine the total playing period for that game. To determine the estimated average playing period we then divide this total playing period by two. The use of this "average" approach is supported by our observations that paying players typically become inactive at a relatively consistent rate for our games. If future data indicates paying players do not become inactive at a relatively consistent rate, we will modify our calculations accordingly. When a new game is launched and only a limited period of paying player data is available for our analysis, then we also consider other factors, such as the estimated average playing period for other recently launched games with similar characteristics, to determine the estimated average playing period.

Future usage patterns may differ from historical usage patterns and therefore the estimated average playing periods may change in the future. We assess the estimated average playing period for paying players and the estimated average life of our virtual goods quarterly. Changes in our estimated average life of durable virtual goods during the twelve months ended December 31, 2015 for various games resulted in an increase in revenue, income from operations and net income of $1.0 million, which is the result of adjusting the remaining recognition period of deferred revenue generated in prior periods at the time of a change in estimate. These changes in estimates did not impact our reported earnings per share for the twelve months ended December 31, 2015.

From July 2010 through the third quarter of 2013, Facebook's proprietary virtual currency, Facebook Credits, was the primary in-game payment method for our games played on the Facebook platform. Under the terms of our agreement with Facebook, Facebook set the price our players pay for Facebook Credits and collected the funds from the sale of Facebook Credits. Facebook's stated face value of a Facebook Credit was $0.10. For each Facebook Credit purchased by our players and redeemed in our games, Facebook remitted to us $0.07, which is the amount we recognized as revenue. Accordingly, we recognized revenue net of the amounts retained by Facebook related to Facebook Credits transactions because we did not set the pricing of Facebook Credits sold to the players of our games on Facebook. In July 2013, Facebook began to transition payments made on the Facebook platform from Facebook Credits to Facebook's local currency-based payments program. This transition was completed in the fourth quarter of 2013. Under the terms of our agreement, Facebook remits to us 70% of the price we request to be charged to the game player for each transaction. We recognize revenue net of the amounts retained by Facebook related to Facebook local currency-based payments because Facebook may choose to alter our recommended price, for example by offering a discount or other incentives to players playing on their platform. Additionally, we do not receive information from Facebook indicating the amount of such discounts offered to our paying players or regarding the actual cash paid by our players to Facebook. Accordingly, we are unable to determine the gross amount paid by our players to Facebook.

For revenue earned through certain mobile platforms, including Apple iOS and Google Android, we recognize online game revenue based on the gross amount paid by the player because we are the primary obligor and we have the contractual right to determine the price to be paid by the player. We record the related platform and payment processing fees as cost of revenue in the period incurred.

We estimate chargebacks from our third-party web and mobile payment processors to account for potential future chargebacks based on historical data and record such amounts as a reduction of revenue.

Advertising

We have contractual relationships with agencies, advertising brokers and certain advertisers for advertisements within our games. We generally report our advertising revenue net of amounts retained by advertising networks, agencies, and brokers because we are not the primary obligor in our arrangements, we do not set the pricing, and we do not establish or maintain the relationship with the advertiser. Certain advertising arrangements that are directly between us and end advertisers are recognized gross equal to the price paid to us by the end advertiser since we are the primary obligor and we determine the price.

We recognize advertising revenue for branded virtual goods and sponsorships, engagement advertisements and offers, mobile advertisements and other advertisements as advertisements are delivered to customers as long as evidence of the arrangement exists (executed contract), the price is fixed or determinable, and we have assessed collectability as reasonably assured. Certain branded in-game sponsorships that involve virtual goods are deferred and recognized over the estimated life of the branded virtual good or as consumed, similar to online game revenue. Price is determined to be fixed and determinable when there is a fixed price in the applicable evidence of the arrangement, which may include a master contract, insertion order, or a third party statement of activity. For branded virtual goods and sponsorships, we determine the delivery criteria has been met based on delivery information primarily from third parties. For engagement advertisements and offers, mobile advertisements, and other advertisements, delivery occurs when the advertisement has been displayed or the offer has been completed by the customer, as evidenced by third party verification reports supporting the number of advertisements displayed or offers completed.

Income Taxes

We account for income taxes using an asset and liability approach, which requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. If necessary, the measurement of deferred tax assets is reduced by the amount of any tax benefits that are not expected to be realized based on available evidence. We account for uncertain tax positions by reporting a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in provision for income taxes.

Business Combinations

In line with our growth strategy, we have completed acquisitions to expand our social games and mobile offerings, obtain employee talent, and expand into new markets. We account for acquisitions of entities that include inputs and processes and have the ability to create outputs as business combinations. We allocate the purchase price of the acquisition, which includes the estimated acquisition date fair value of contingent consideration, to the tangible assets, liabilities and identifiable intangible assets acquired based on their estimated fair values. The excess of the purchase price over those fair values is recorded as goodwill. Determining the fair value of such items requires judgment, including estimating future cash flows or estimating the cost to recreate an acquired asset. If actual results are lower than estimates, we could be required to record impairment charges in the future. Acquired intangible assets are amortized over their estimated useful lives. Intangible assets with indefinite lives are not amortized but rather tested for impairment annually, or more frequently if circumstances exist which indicate an impairment may exist.

Acquisition-related expenses and restructuring costs are expensed as incurred. During the one-year period beginning with the acquisition date, we may record certain purchase accounting adjustments related to the fair value of assets acquired and liabilities assumed against goodwill. After the final determination of the fair value of assets acquired or liabilities assumed, any subsequent adjustments are recorded to our consolidated statements of operations. We record changes in the fair value of contingent consideration liabilities within operating expenses in our consolidated statement of operations each reporting period.

Stock-Based Expense

Prior to our IPO in December 2011, we granted ZSUs to our employees that generally vest upon the satisfaction of both a service-based condition of up to four years and a liquidity condition, the latter of which was satisfied in connection with our IPO in December 2011. Because the liquidity condition was not satisfied until our IPO, in prior periods, we had not recorded any expense relating to the granting of our ZSUs. In the fourth quarter of 2011, after the IPO, we recognized $510 million of stock-based expense associated with ZSUs that vested in connection with our IPO. This expense is in addition to the stock-based expense we recognize related to outstanding equity awards other than ZSUs as well as expenses related to ZSUs or other equity awards that may be granted in the future.

For ZSUs granted prior to the IPO, and for awards subject to performance conditions, we recognize stock-based expense based on grant date fair value using the accelerated attribution method in which compensation cost for each vesting tranche in an award is recognized ratably from the service inception date to the vesting date for that tranche. For ZSUs granted after the IPO, which are only subject to a service condition, we recognize stock-based expense based on grant date fair value on a ratable basis over the requisite service period for the entire award.

We estimate the fair value of stock options using the Black-Scholes option-pricing model. This model requires the use of the following assumptions: expected volatility of our Class A common stock, which is based on our own calculated three year historical rate; expected life of the option award, which we elected to calculate using the simplified method; expected dividend yield, which is 0%, as we have not paid and do not have any plans to pay dividends on our common stock; and the risk-free interest rate, which is based on the U.S. Treasury yield curve in effect at the time of grant with maturities equal to the grant's expected life. We changed the basis of estimating our expected volatility in the fourth quarter of 2015 from using peer group data in the industry in which we do business to using our own calculated rate as we now have sufficient historical data (three years of historical trading activity) that we believe provides a reasonable basis for our estimate. Option grants generally vest over four years, with 25% vesting after one year and the remainder vesting monthly thereafter over 36 months. The options have a contractual term of 10 years. If any of the assumptions used in the Black-Scholes model changes significantly, stock-based expense for future awards may differ materially compared with the awards granted previously. We record stock-based expense for stock options on a ratable basis over the vesting term.

For stock options issued to non-employees, including consultants, we record expense related to stock options equal to the fair value of the options calculated using the Black-Scholes model over the service performance period. The fair value of options granted to non-employees is remeasured over the vesting period and recognized as an expense over the period the services are received.

Stock-based expense is recorded net of estimated forfeitures so that expense is recorded for only those stock-based awards that we expect to vest. We estimate forfeitures based on our historical forfeiture of equity awards adjusted to reflect future changes in facts and circumstances, if any. We will revise our estimated forfeiture rate if actual forfeitures differ from our initial estimates.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and indefinite-lived intangible assets are carried at cost and are evaluated annually for impairment, or more frequently if circumstances exist that indicate that impairment may exist. When conducting our annual goodwill impairment assessment, we perform a quantitative evaluation of whether goodwill is impaired using the two-step impairment test. The first step is comparing the fair value of our reporting unit to its carrying value. We consider our consolidated entity to be our single reporting unit for this analysis. If step one indicates that impairment potentially exists, the second step is performed to measure the amount of impairment, if any. We record the amount by which the carrying value of the goodwill exceeds its implied fair value, if any, as impairment.

For our annual impairment analysis performed in the fourth quarter of 2015, our estimates of fair value were based on the market approach, which estimated the fair value of our reporting unit based on the company's market capitalization. The result of the impairment analysis showed that the estimated fair value of the Company exceeded its carrying value. Accordingly, we concluded goodwill was not impaired.

Impairment of Long-Lived Assets

Long-lived assets, including other intangible assets (excluding indefinite-lived intangible assets), are reviewed for impairment whenever events or changes in circumstances indicate an asset's carrying value may not be recoverable. If such circumstances are present, we assess the recoverability of the long-lived assets by comparing the carrying value to the undiscounted future cash flows associated with the related assets. If the future net undiscounted cash flows are less than the carrying value of the assets, the assets are considered impaired and an expense, equal to the amount required to reduce the carrying value of the assets to the estimated fair value, using a discounted future cash flow approach, is recorded in the consolidated statements of operations. Significant judgment is required to estimate the amount and timing of future cash flows and the relative risk of achieving those cash flows.

Assumptions and estimates about future values and remaining useful lives are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. For example, if our future operating results do not meet current forecasts or if we experience a continued decline in our market capitalization, we may be required to record future impairment charges for goodwill and/or acquired intangible assets. Impairment charges could materially decrease our future net income and result in lower asset values on our balance sheet.

Recent Accounting Pronouncements

For information with respect to recent accounting pronouncements and the impact of these pronouncements on our consolidated financial statements, see Note 1—"Overview and Summary of Significant Accounting Policies" in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Interest Rate Fluctuation Risk

Our cash and cash equivalents and marketable securities consist of cash, money market funds, U.S. government debt securities and corporate debt securities. The primary objective of our investment activities is to preserve principal, ensure liquidity and maximize income without significantly increasing risk. Our available-for-sale investments consist of U.S. government and corporate debt securities which may be subject to market risk due to changes in prevailing interest rates that may cause the fair values of our investments to fluctuate. Based on a sensitivity analysis, we have determined that a hypothetical 100 basis points increase in interest rates would have resulted in a decrease in the fair values of our investments of approximately $1.0 million as of December 31, 2015. Such losses would only be realized if we sold the investments prior to maturity.

Foreign Currency Exchange Risk

We have foreign currency risks related to our revenue and operating expenses incurred outside the United States and denominated in currencies other than the functional currency of the entities in which they are recorded. Accordingly, we are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, Chinese Yuan, Japanese Yen, British Pound, Canadian Dollar, Australian Dollar and Indian Rupee. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. Although we have experienced and will continue to experience fluctuations in our net income (loss) as a result of transaction gains (losses) related to revaluing certain cash balances, trade accounts receivable, trade accounts payable, current liabilities and intercompany balances that are denominated in currencies other than the U.S. dollar, we believe such a change would not have a material impact on our results of operations.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Zynga Inc.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

The supplementary financial information required by this Item 8 is included in Item 7 under the caption "Quarterly Results of Operations Data," which is incorporated herein by reference.

Report of Ernst & Young, LLP, Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Zynga Inc.

We have audited Zynga Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), ("the COSO criteria"). Zynga Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Zynga Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2015 consolidated financial statements of Zynga Inc. and our report dated February 19, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Francisco, CA
February 19, 2016

Report of Ernst & Young, LLP, Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Zynga Inc.

We have audited the accompanying consolidated balance sheets of Zynga Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Zynga Inc. at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Zynga Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 19, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Francisco, CA
February 19, 2016

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Zynga Inc.

Consolidated Balance Sheets
(In thousands, except par value)

	December 31, 2015	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	$ 742,217	$ 131,303
Marketable securities	245,033	785,221
Accounts receivable, net of allowance of $0 at December 31, 2015 and December 31, 2014	79,610	89,611
Income tax receivable	5,233	3,304
Deferred tax assets	—	2,765
Restricted cash	209	48,047
Other current assets	39,988	22,688
Total current assets	1,112,290	1,082,939
Long-term marketable securities	—	231,385
Goodwill	657,671	650,778
Other intangible assets, net	64,016	66,861
Property and equipment, net	273,221	297,919
Restricted cash	986	—
Other long-term assets	16,446	18,911
Total assets	$ 2,124,630	$ 2,348,793
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 29,676	$ 14,965
Other current liabilities	77,691	164,150
Deferred revenue	128,839	189,923
Total current liabilities	236,206	369,038
Deferred revenue	204	3,882
Deferred tax liabilities	6,026	5,323
Other non-current liabilities	95,293	74,858
Total liabilities	337,729	453,101
Stockholders' equity:		
Common stock, $.00000625 par value, and additional paid in capital—authorized shares: 2,020,517; shares outstanding: 903,617 shares (Class A, 769,533, Class B, 113,567, Class C, 20,517) as of December 31, 2015 and 905,860 (Class A, 770,658, Class B, 114,685, Class C, 20,517) as of December 31, 2014	3,234,551	3,096,982
Treasury stock	(98,942)	—
Accumulated other comprehensive income (loss)	(52,388)	(29,175)
Accumulated deficit	(1,296,320)	(1,172,115)
Total stockholders' equity	1,786,901	1,895,692
Total liabilities and stockholders' equity	$ 2,124,630	$ 2,348,793

See accompanying notes.

Zynga Inc.

Consolidated Statements of Operations
(In thousands, except per share data)

	Year Ended December 31,		
	2015	2014	2013
Revenue:			
Online game	$ 590,755	$ 537,619	$ 759,572
Advertising and other	173,962	152,791	113,694
Total revenue	764,717	690,410	873,266
Costs and expenses:			
Cost of revenue	235,985	213,570	248,358
Research and development	361,931	396,553	413,001
Sales and marketing	169,573	157,364	104,403
General and administrative	143,284	167,664	162,918
Impairment of intangible assets	—	—	10,217
Total costs and expenses	910,773	935,151	938,897
Income (loss) from operations	(146,056)	(244,741)	(65,631)
Interest income	2,568	3,266	4,148
Other income (expense), net	13,306	8,248	(3,386)
Income (loss) before income taxes	(130,182)	(233,227)	(64,869)
Provision for (benefit from) income taxes	(8,672)	(7,327)	(27,887)
Net income (loss)	$ (121,510)	$ (225,900)	$ (36,982)
Net income (loss) per share attributable to common stockholders			
Basic	$ (0.13)	$ (0.26)	$ (0.05)
Diluted	$ (0.13)	$ (0.26)	$ (0.05)
Weighted average common shares used to compute net income (loss)per share attributable to common stockholders:			
Basic	913,511	874,509	799,794
Diluted	913,511	874,509	799,794

See accompanying notes.

Zynga Inc.

Consolidated Statements of Comprehensive Income (Loss)
(In thousands)

	Year Ended December 31,		
	2015	2014	2013
Net income (loss)	$ (121,510)	$ (225,900)	$ (36,982)
Other comprehensive income (loss):			
Change in foreign currency translation adjustment	(23,480)	(27,522)	(1,586)
Net change on unrealized gains (losses) on available-for-sale investments, net of tax	267	(607)	(436)
Net change on unrealized gains (losses) on derivative instruments	—	—	2,423
Other comprehensive income (loss):	(23,213)	(28,129)	401
Comprehensive income (loss):	$ (144,723)	$ (254,029)	$ (36,581)

See accompanying notes.

Zynga Inc.

Consolidated Statements of Stockholders' Equity (Deficit)

(In thousands)

	Common Stock		Additional Paid-In	Treasury		Retained Earnings (Accumulated	Total Stockholders
	Shares	Amount	Capital	Stock	OCI	Deficit)	Equity
Balances at December 31, 2012	779,249	$ 5	$2,725,600	$(295,113)	$ (1,447)	$ (603,542)	$ 1,825,503
Exercise of stock options, warrants and ESPP	34,020	—	26,115	—	—	—	26,115
Vesting of ZSUs, net	22,914	—	(901)	(486)	—	—	(1,387)
Cancellation of unvested restricted common stock	(502)	—	—	—	—	—	—
Stock-based expense	—	—	84,393	—	—	—	84,393
Vesting of common stock following the early exercise of options	—	—	363	—	—	—	363
Retirement of treasury stock, net of repurchases	(3,372)	—	—	295,599	—	(304,902)	(9,303)
Tax cost (benefit) from stock-based expense	—	—	(11,832)	—	—	—	(11,832)
Net income (loss)	—	—	—	—	—	(36,982)	(36,982)
Other comprehensive income (loss)	—	—	—	—	401	—	401
Balances at December 31, 2013	832,309	$ 5	$2,823,738	$ —	$ (1,046)	$ (945,426)	$ 1,877,271
Exercise of stock options, warrants and ESPP	11,461	—	16,421	—	—	—	16,421
Vesting of ZSUs, net	22,582	—	(429)	(789)	—	—	(1,218)
Issuance of common stock in connection with business acquisitions	39,754	—	131,158	—	—	—	131,158
Cancellation of unvested restricted common stock	(200)	—	—	—	—	—	—
Stock-based expense	—	—	126,856	—	—	—	126,856
Vesting of common stock following the early exercise of options	—	—	341	—	—	—	341
Retirement of treasury stock, net of repurchases	(46)	—	—	789	—	(789)	—
Tax cost (benefit) from stock-based expense	—	—	(1,108)	—	—	—	(1,108)
Net income (loss)	—	—	—	—	—	(225,900)	(225,900)
Other comprehensive income (loss)	—	—	—	—	(28,129)	—	(28,129)
Balances at December 31, 2014	905,860	$ 5	$3,096,977	$ —	$(29,175)	$ (1,172,115)	$ 1,895,692
Balances at December 31, 2014	905,860	$ 5	$3,096,977	$ —	$(29,175)	$ (1,172,115)	$ 1,895,692
Exercise of stock options and ESPP	7,075	—	7,567	—	—	—	7,567
Vesting of ZSUs, net	27,966	1	(2,130)	(772)	—	—	(2,901)
Contributed capital, related to common control acquisition	—	—	1,854	—	—	(1,963)	(109)
Stock-based expense	717	—	129,591	—	—	—	129,591
Vesting of common stock following the early exercise of options	—	—	170	—	—	—	170
Repurchases of common stock	(38,001)	—	—	(98,902)	—	—	(98,902)
Retirements of treasury stock	—	—	—	732	—	(732)	—
Tax cost (benefit) from stock-based expense	—	—	516	—	—	—	516
Net income (loss)	—	—	—	—	—	(121,510)	(121,510)
Other comprehensive income (loss)	—	—	—	—	(23,213)	—	(23,213)
Balances at December 31, 2015	903,617	$ 6	$3,234,545	$ (98,942)	$(52,388)	$ (1,296,320)	$ 1,786,901

Zynga Inc.

Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31, 2015	2014	2013
Operating activities:			
Net income (loss)	$(121,510)	$(225,900)	$ (36,982)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	54,315	82,894	129,047
Stock-based expense	131,575	129,233	84,393
(Gain) loss from sales of investments, assets and other, net	(5,558)	(1,610)	8,147
Tax benefits (costs) from stock-based awards	989	(86)	(11,244)
Excess tax benefits (costs) from stock-based awards	(989)	86	11,244
Accretion and amortization on marketable securities	5,711	10,061	17,575
Deferred income taxes	(12,693)	(10,982)	(18,766)
Impairment of intangible assets	—	—	10,217
Changes in operating assets and liabilities:			
Accounts receivable, net	10,148	(16,489)	40,806
Income tax receivable	(1,929)	5,433	(1,336)
Other assets	(16,167)	971	3,932
Accounts payable	10,934	(6,393)	(2,325)
Deferred revenue	(64,762)	3,643	(157,090)
Other liabilities	(34,511)	24,628	(48,944)
Net cash provided by (used in) operating activities	(44,447)	(4,511)	28,674
Investing activities:			
Purchases of marketable securities	(101,091)	(758,509)	(1,074,919)
Sales and maturities of marketable securities	867,198	806,232	1,244,841
Acquisition of property and equipment	(7,832)	(9,201)	(7,813)
Business acquisitions, net of cash acquired	(20,023)	(392,411)	(18,054)
Proceeds from sale of property and equipment	814	5,059	3,057
Proceeds from sale of equity method investment	10,507	—	—
Restricted cash	—	—	227
Other investing activities, net	—	4,671	137
Net cash provided by (used in) investing activities	749,573	(344,159)	147,476
Financing activities:			
Taxes paid related to net share settlement of equity awards	(2,902)	(1,216)	(1,387)
Repurchases of common stock	(88,409)	—	(9,302)
Proceeds from employee stock purchase plan and exercise of stock options	7,567	16,421	26,115
Excess tax benefits (costs) from stock-based awards	989	(86)	(11,244)
Repayment of debt	—	—	(100,000)
Acquisition-related contingent consideration payment	(10,790)	—	—
Net cash provided by (used in) financing activities	(93,545)	15,119	(95,818)
Effect of exchange rate changes on cash and cash equivalents	(667)	(669)	(758)
Net increase (decrease) in cash and cash equivalents	610,914	(334,220)	79,574
Cash and cash equivalents, beginning of period	131,303	465,523	385,949
Cash and cash equivalents, end of period	$ 742,217	$ 131,303	$ 465,523

See accompanying notes.

Zynga Inc.

Notes to Consolidated Financial Statements

1. Overview and Summary of Significant Accounting Policies

Organization and Description of Business

Zynga Inc. ("Zynga," "we" or "the Company") develops, markets, and operates social games as live services played over the Internet and on social networking sites and mobile platforms. We generate revenue through the in-game sale of virtual goods and through advertising. Our operations are headquartered in San Francisco, California, and we have several operating locations in the U.S. as well as various international office locations in North America, Asia and Europe.

We completed our initial public offering in December 2011 and our Class A common stock is listed on the NASDAQ Global Select Market under the symbol "ZNGA."

Basis of Presentation and Consolidation

The accompanying consolidated financial statements are presented in accordance with United States generally accepted accounting principles ("U.S. GAAP"). The consolidated financial statements include the operations of us and our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in the consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and notes thereto. Significant estimates and assumptions reflected in the financial statements include, but are not limited to, the estimated lives of virtual goods that we use for revenue recognition, useful lives of property and equipment and intangible assets, accrued liabilities, income taxes, accounting for business combinations, stock-based expense and evaluation of goodwill, intangible assets, and long-lived assets for impairment. Actual results could differ materially from those estimates.

Changes in our estimated average life of durable virtual goods during the three and twelve months ended December 31, 2015 for various games resulted in an increase in revenue and income from operations of $0.5 million and $1.0 million, respectively, which is the result of adjusting the remaining recognition period of deferred revenue generated in prior periods at the time of a change in estimate. We also recorded $9.9 million of revenue and income from operations in the twelve months ended December 31, 2015 due to changes in our estimated average life of durable goods for games that have been discontinued as there is no further service obligation after the closure of these games. These changes in estimates and discontinuance of games did not impact our reported earnings per share for the three months ended December 31, 2015 and resulted in a $0.01 per share impact on our reported earnings per share for the twelve months ended December 31, 2015. For 2014, changes in our estimated average life of durable virtual goods resulted in a decrease in revenue, income from operations and net income of $1.2 million. These changes in estimates did not impact our reported earnings per share for the twelve months ended December 31, 2014.

Segments

We have one operating segment with one business activity, developing and monetizing social games. Our Chief Operating Decision Maker ("CODM"), our Chief Executive Officer, manages our operations on a consolidated basis for purposes of allocating resources. When evaluating performance and allocating resources, the CODM reviews financial information presented on a consolidated basis, accompanied by disaggregated bookings information for our games.

Revenue Recognition

We derive revenue from the sale of virtual goods associated with our online games and the sale of advertising.

Online Game

We operate our games as live services that allow players to play for free. Within these games, players can purchase virtual currency to obtain virtual goods to enhance their game-playing experience. Players can pay for our virtual currency using Facebook local currency payments when playing our games through the Facebook platform. On platforms other than Facebook, players purchase our virtual currency and/or virtual goods through various widely accepted payment methods offered in the games, including PayPal, Apple iTunes accounts, Google Wallet and credit cards. We also sell existing inventory of game cards that are initially recorded as a customer deposit liability which is included in other current liabilities on the consolidated balance sheet, net of fees retained by retailers and distributors. Upon redemption of a game card in one of our games and delivery of the purchased virtual currency to the player, these amounts are reclassified to deferred revenue. Advance payments from customers that are non-refundable and relate to non-cancellable contracts that specify our obligations are recorded to deferred revenue. All other advance payments that do not meet these criteria are recorded as customer deposits.

We recognize revenue when all of the following conditions are satisfied: there is persuasive evidence of an arrangement; the service has been provided to the player; the collection of our fees is reasonably assured; and the amount of fees to be paid by the player is fixed or determinable. For purposes of determining when the service has been provided to the player, we have determined that an implied obligation exists to the paying player to continue displaying the purchased virtual goods within the online game over their estimated life or until they are consumed. Accordingly, we categorize our virtual goods as either consumable or durable. The proceeds from the sale of virtual goods are initially recorded in deferred revenue. Consumable virtual goods represent goods that can be consumed by a specific player action. Common characteristics of consumable goods may include virtual goods that are no longer displayed on the player's game board after a short period of time, do not provide the player any continuing benefit following consumption or often times enable a player to perform an in-game action immediately. For the sale of consumable virtual goods, we recognize revenue as the goods are consumed, which approximates one month. Durable virtual goods represent virtual goods that are accessible to the player over an extended period of time. We recognize revenue from the sale of durable virtual goods ratably over the estimated average playing period of paying players for the applicable game, which represents our best estimate of the average life of durable virtual goods. If we do not have the ability to differentiate revenue attributable to durable virtual goods from consumable virtual goods for a specific game we recognize revenue on the sale of durable and consumable virtual goods for that game ratably over the estimated average period that paying players typically play that game.

Prior to October 1, 2009, we did not have the data to determine the consumption dates for our consumable virtual goods or to differentiate revenue attributable to durable virtual goods from consumable virtual goods. Beginning in October 2009, we had sufficient data to separately account for consumable and durable virtual goods in one of our games, thus allowing us to recognize revenue related to consumable goods upon consumption. Since January 2010, we have had this data for substantially all of our web games, thus allowing us to recognize revenue related to consumable goods upon consumption for our web-based games. However, for our standalone mobile games, we do not have the requisite data to separately account for consumable and durable virtual goods and have therefore recorded mobile revenue ratably over the estimated average payer life. We expect that in future periods there will be changes in the mix of durable and consumable virtual goods sold, reduced virtual good sales in some existing games, changes in estimates in average paying payer life and/or changes in our ability to make such estimates. When such changes occur, and in particular if more of our revenue in any period is derived from goods for which revenue is recognized over the estimated average playing period, or that period increases on average, the amount of revenue that we recognize in a future period may be reduced, perhaps significantly.

On a quarterly basis, we determine the estimated average playing period for paying players by game beginning at the time of a payer's first purchase in that game and ending on a date when that paying player is no longer playing the game. To determine when paying players are no longer playing a given game, we analyze monthly cohorts of paying players for that game who made their first in-game payment between six and 18 months prior to the beginning of each quarter and determine whether each player within the cohort is an active or inactive player as of the date of our analysis. To determine which players are inactive, we analyze the dates that each paying player last logged into that game. We determine a paying player to be inactive once they have reached a period of inactivity for which it is probable (defined as at least 80%) that a player will not return to a specific game. For the payers deemed inactive as of our analysis date we analyze the dates they last logged into that game to determine the rate at which inactive players stopped playing. Based on these dates we then project a date at which all paying players for each monthly cohort are expected to cease playing our games. We then average the time periods from first purchase date and the date the last player is expected to cease playing the game for each of the monthly cohorts to determine the total playing period for that game. To determine the estimated average playing period we then divide this total playing period by two. The use of this "average" approach is supported by our observations that paying players typically become inactive at a relatively consistent rate for our games. If future data indicates paying players do not become inactive at a relatively consistent rate, we will modify our calculations accordingly. When a new game is launched and only a limited period of paying player data is available for our analysis, then we also consider other factors, such as the estimated average playing period for other recently launched games with similar characteristics, to determine the estimated average playing period.

Future usage patterns may differ from historical usage patterns and therefore the estimated average playing periods may change in the future. We assess the estimated average playing period for paying players and the estimated average life of our virtual goods quarterly. Changes in our estimated average life of durable virtual goods during the twelve months ended December 31, 2015 for various games resulted in an increase in revenue, income from operations and net income of $1.0 million, which is the result of adjusting the remaining recognition period of deferred revenue generated in prior periods at the time of a change in estimate. These changes in estimates did not impact our reported earnings per share for the twelve months ended December 31, 2015.

From July 2010 through the third quarter of 2013, Facebook's proprietary virtual currency, Facebook Credits, was the primary in-game payment method for our games played on the Facebook platform. Under the terms of our agreement with Facebook, Facebook set the price our players pay for Facebook Credits and collected the funds from the sale of Facebook Credits. Facebook's stated face value of a Facebook Credit was $0.10. For each Facebook Credit purchased by our players and redeemed in our games, Facebook remitted to us $0.07, which is the amount we recognized as revenue. Accordingly, we recognized revenue net of the amounts retained by Facebook related to Facebook Credits transactions because we did not set the pricing of Facebook Credits sold to the players of our games on Facebook. In July 2013, Facebook began to transition payments made on the Facebook platform from Facebook Credits to Facebook's local currency-based payments program. This transition was completed in the fourth quarter of 2013. Under the terms of our agreement, Facebook remits to us 70% of the price we request to be charged to the game player for each transaction. We recognize revenue net of the amounts retained by Facebook related to Facebook local currency-based payments because Facebook may choose to alter our recommended price, for example by offering a discount or other incentives to players playing on their platform. Additionally, we do not receive information from Facebook indicating the amount of such discounts offered to our paying players or regarding the actual cash paid by our players to Facebook. Accordingly, we are unable to determine the gross amount paid by our players to Facebook.

For revenue earned through certain mobile platforms, including Apple iOS and Google Android, we recognize online game revenue based on the gross amount paid by the player because we are the primary obligor and we have the contractual right to determine the price to be paid by the player. We record the related platform and payment processing fees as cost of revenue in the period incurred.

We estimate chargebacks from our third-party web and mobile payment processors to account for potential future chargebacks based on historical data and record such amounts as a reduction of revenue.

Advertising

We have contractual relationships with agencies, advertising brokers and certain advertisers for advertisements within our games. We generally report our advertising revenue net of amounts retained by advertising networks, agencies, and brokers because we are not the primary obligor in our arrangements, we do not set the pricing, and we do not establish or maintain the relationship with the advertiser. Certain advertising arrangements that are directly between us and end advertisers are recognized gross equal to the price paid to us by the end advertiser since we are the primary obligor and we determine the price.

We recognize advertising revenue for branded virtual goods and sponsorships, engagement advertisements and offers, mobile advertisements and other advertisements as advertisements are delivered to customers as long as evidence of the arrangement exists (executed contract), the price is fixed or determinable, and we have assessed collectability as reasonably assured. Certain branded in-game sponsorships that involve virtual goods are deferred and recognized over the estimated life of the branded virtual good or as consumed, similar to online game revenue. Price is determined to be fixed and determinable when there is a fixed price in the applicable evidence of the arrangement, which may include a master contract, insertion order, or a third party statement of activity. For branded virtual goods and sponsorships, we determine the delivery criteria has been met based on delivery information primarily from third parties. For engagement advertisements and offers, mobile advertisements, and other advertisements, delivery occurs when the advertisement has been displayed or the offer has been completed by the customer, as evidenced by third party verification reports supporting the number of advertisements displayed or offers completed.

Multiple-element Arrangements

We allocate arrangement consideration in multiple-deliverable revenue arrangements at the inception of an arrangement to all deliverables based on the relative selling price method, generally based on our best estimate of selling price. We offer certain promotions to customers from time to time that include the sale of in-game virtual currency via the sale of a game card and also other deliverables such as a limited edition in-game virtual good.

Cost of Revenue

Amounts recorded as cost of revenue relate to direct expenses incurred in order to generate online game revenue. Such costs are recorded as incurred. Our cost of revenue consists primarily of hosting and data center costs related to operating our games, including depreciation, consulting costs primarily related to third-party provisioning of customer support services, payment processing fees, licensing fees, salaries, benefits and stock-based expense for our customer support and infrastructure teams. Cost of revenue also includes amortization expense related to purchased technology of $23.9 million, $21.4 million and $11.3 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Cash and Cash Equivalents

Cash equivalents consist of cash on hand, money market funds, commercial paper, corporate bonds and U.S. government-issued obligations with maturities of 90 days or less from the date of purchase.

Marketable Securities and Non-Marketable Securities

Marketable securities consist of U.S. government-issued obligations and corporate debt securities. Management determines the appropriate classification of marketable securities at the time of purchase and evaluates such determination at each balance sheet date. The fair value of marketable securities is determined as the exit price in the principal market in which we would transact. Based on our intentions regarding our marketable securities, all marketable securities are classified as available-for-sale and are carried at fair value with unrealized gains and losses recorded as a separate component of other comprehensive income, net of income taxes. Realized gains and losses are determined using the specific-identification method and are reflected as a component of other income (expense), net in the consolidated statements of operations when they are realized.

When we determine that a decline in fair value is other than temporary, the cost basis of the individual security is written down to the fair value as a new cost basis and the amount of the write-down is accounted for as a realized loss in other income (expense), net. The new cost basis will not be adjusted for subsequent recoveries in fair value. Determination of whether declines in fair value are other than temporary requires judgment regarding the amount and timing of recovery. No such impairments of marketable securities have been recorded in any of the periods presented.

For non-marketable securities in which we exercise significant influence on the equity to which these non-marketable securities relate, we apply the equity method of accounting. Our non-marketable securities are subject to periodic impairment reviews. In the first quarter of 2015, we sold our only equity method investment and recorded a $6.2 million gain in other income in our consolidated statement of operations. As of December 31, 2015, we did not have any other equity method investments.

Restricted Cash

Restricted cash consists of collateral for royalty agreements and funds held in escrow in accordance with the terms of certain of our business acquisition agreements.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded and carried at the original invoiced amount less an allowance for any potential uncollectible amounts. We review accounts receivable regularly and make estimates for the allowance for doubtful accounts when there is doubt as to our ability to collect individual balances. In evaluating our ability to collect outstanding receivable balances, we consider many factors, including the age of the balance, the customer's payment history and current creditworthiness, and current economic trends. Bad debts are written off after all collection efforts have ceased. We do not require collateral from our customers.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the estimated useful lives of the improvements or the lease term.

Business Combinations

We account for acquisitions of entities that include inputs and processes and have the ability to create outputs as business combinations. We allocate the purchase price of the acquisition, which includes the estimated acquisition date fair value of contingent consideration, to the tangible assets, liabilities, and identifiable intangible assets acquired based on their estimated fair values. The excess of the purchase price over those fair values is recorded as goodwill. Acquisition-related expenses and restructuring costs are expensed as incurred. During the measurement period, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. After the measurement period, which could be up to one year after the transaction date, subsequent adjustments are recorded to our consolidated statements of operations. We record changes in the fair value of contingent consideration liabilities within operating expenses in our consolidated statement of operations each reporting period.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and indefinite-lived intangible assets are carried at cost and are evaluated annually for impairment, or more frequently if circumstances exist that indicate that impairment may exist. When conducting our annual goodwill impairment assessment, we perform a quantitative evaluation of whether goodwill is impaired using the two-step impairment test. The first step is comparing the fair value of our reporting unit to its carrying value. We consider the enterprise to be the reporting unit for this analysis. If step one indicates that impairment potentially exists, the second step is performed to measure the amount of impairment, if any. We record the amount by which the carrying value of the goodwill exceeds its implied fair value, if any, as impairment.

We test recoverability of indefinite-lived intangible assets using a qualitative approach on whether it is more likely than not that the fair value of the intangible asset exceeds its carrying value. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

Other Intangible Assets

Other intangible assets are carried at cost less accumulated amortization. Amortization is recorded over the estimated useful lives of the assets, generally 12 to 60 months.

Impairment of Long-Lived Assets

Long-lived assets, including other intangible assets (excluding indefinite-lived intangible assets), are reviewed for impairment whenever events or changes in circumstances indicate an asset’s carrying value may not be recoverable. If such circumstances are present, we assess the recoverability of the long-lived assets by comparing the carrying value to the undiscounted future cash flows associated with the related assets. If the future net undiscounted cash flows are less than the carrying value of the assets, the assets are considered impaired and an expense, equal to the amount required to reduce the carrying value of the assets to the estimated fair value, is recorded as impairment of intangible assets in the consolidated statements of operations. Significant judgment is required to estimate the amount and timing of future cash flows and the relative risk of achieving those cash flows.

Assumptions and estimates about future values and remaining useful lives are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. For example, if our future operating results do not meet current forecasts, we may be required to record future impairment charges for acquired intangible assets. Impairment charges could materially decrease our future net income and result in lower asset values on our balance sheet. There were no impairment charges in 2015 and 2014. In 2013, we recorded a $10.2 million impairment charge related to certain games associated with intangible assets previously acquired through various business combinations.

Stock-Based Expense

Prior to our IPO in December 2011, we granted ZSUs to our employees that generally vest upon the satisfaction of both a service-based condition of up to four years and a liquidity condition, the latter of which was satisfied in connection with our IPO in December 2011. Because the liquidity condition was not satisfied until our IPO, in prior periods, we had not recorded any expense relating to the granting of our ZSUs. In the fourth quarter of 2011, after the IPO, we recognized $510 million of stock-based expense associated with ZSUs that vested in connection with our IPO. This expense is in addition to the stock-based expense we recognize related to outstanding equity awards other than ZSUs as well as expenses related to ZSUs or other equity awards that may be granted in the future.

For ZSUs granted prior to the IPO, and for awards subject to performance conditions, we recognize stock-based expense based on grant date fair value using the accelerated attribution method in which compensation cost for each vesting tranche in an award is recognized ratably from the service inception date to the vesting date for that tranche. For ZSUs granted after the IPO, which are only subject to a service condition, we recognize stock-based expense based on grant date fair value on a ratable basis over the requisite service period for the entire award.

We estimate the fair value of stock options using the Black-Scholes option-pricing model. This model requires the use of the following assumptions: expected volatility of our Class A common stock, which is based on our own calculated 3 year historical rate; expected life of the option award, which we elected to calculate using the simplified method; expected dividend yield, which is 0%, as we have not paid and do not have any plans to pay dividends on our common stock; and the risk-free interest rate, which is based on the U.S. Treasury yield curve in effect at the time of grant with maturities equal to the grant's expected life. We changed the basis of estimating our expected volatility in the fourth quarter of 2015 from using peer group data in the industry in which we do business to using our own calculated rate as we now have sufficient historical data (3 years of historical trading activity) that we believe provides a reasonable basis for our estimate. Option grants generally vest over four years, with 25% vesting after one year and the remainder vesting monthly thereafter over 36 months. The options have a contractual term of 10 years. If any of the assumptions used in the Black-Scholes model changes significantly, stock-based expense for future awards may differ materially compared with the awards granted previously. We record stock-based expense for stock options on a ratable basis over the vesting term.

For stock options issued to non-employees, including consultants, we record expense related to stock options equal to the fair value of the options calculated using the Black-Scholes model over the service performance period. The fair value of options granted to non-employees is remeasured over the vesting period and recognized as an expense over the period the services are received.

Stock-based expense is recorded net of estimated forfeitures so that expense is recorded for only those stock-based awards that we expect to vest. We estimate forfeitures based on our historical forfeiture of equity awards adjusted to reflect future changes in facts and circumstances, if any. We will revise our estimated forfeiture rate if actual forfeitures differ from our initial estimates.

Income Taxes

We account for income taxes using an asset and liability approach, which requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. If necessary, the measurement of deferred tax assets is reduced by the amount of any tax benefits that are not expected to be realized based on available evidence. We account for uncertain tax positions by reporting a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in the provision for income taxes.

Foreign Currency Transactions

Generally, the functional currency of our international subsidiaries is the U.S. dollar or the local currency that the international subsidiary operates in. For these subsidiaries where the U.S. dollar is not the functional currency, foreign currency denominated monetary assets and liabilities are remeasured into U.S. dollars at current exchange rates and foreign currency denominated nonmonetary assets and liabilities are remeasured into U.S. dollars at historical exchange rates. Gains or losses from foreign currency remeasurement and settlements are included in other income (expense), net in the consolidated statements of operations. For foreign subsidiaries where the functional currency is the local currency, we use the period-end exchange rates to translate assets and liabilities, and the average exchange rates to translate revenues and expenses into U.S. dollars. We record translation gains and losses in accumulated other comprehensive income (loss) as a component of stockholders' equity.

Concentration of Credit Risk and Significant Customers

Financial instruments, which potentially expose us to concentrations of credit risk, consist primarily of cash and cash equivalents, short-term and long-term marketable securities, and accounts receivable. Substantially all of our cash, cash equivalents and short-term marketable securities are maintained with two financial institutions with high credit standings. We perform periodic evaluations of the relative credit standing of these institutions.

Accounts receivable are unsecured and represent amounts due to us based on contractual obligations where a signed and executed contract or click-through agreement exists. In cases where we are aware of circumstances that may impair a specific customer's ability to meet its financial obligations, we record a specific allowance as a reduction to the accounts receivable balance to reduce it to its net realizable value.

Facebook, Apple, and Google are significant distribution, marketing, promotion and payment platforms for our social games. A significant portion of our 2015, 2014 and 2013 revenue was generated from players who accessed our games through these platforms. As of December 31, 2015 and December 31, 2014, 17% and 22% of our accounts receivable, respectively, were amounts owed to us by Facebook. Additionally, as of December 31, 2015 and December 31, 2014, 17% and 23% of our accounts receivable, respectively, were amounts owed to us by Apple and 14% and 8% of our accounts receivable, respectively, were amounts owed to us by Google.

Advertising Expense

Costs for advertising are expensed as incurred. Advertising costs, which are included in sales and marketing expense, primarily consisting of player acquisition costs, totaled $128.9 million, $101.7 million and $60.6 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2014-09, " *Revenue from Contracts with Customers* ," which requires revenue to be recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 supersedes the existing revenue recognition guidance in " *Revenue Recognition (Topic 605)* ". In July 2015, the FASB voted to amend ASU 2014-09 by approving a one-year deferral of the effective date as well as allowing early adoption as of the original effective date. Accordingly, the Company may adopt the standard in either the first quarter of 2017 or 2018. We are currently in the process of evaluating the timing of adoption of ASU 2014-09 as well as the impact on our consolidated financial statements.

In September 2015, the FASB issued an ASU 2015-16, " *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments* ," which requires an acquirer in a business combination to recognize measurement-period adjustments during the period in which adjustment amounts are determined rather than retrospectively, including the effect on earnings of any amounts that would have been recorded in previous periods if the accounting had been completed as of the acquisition date. This standard will be applied prospectively to adjustments to provisional amounts that occur after the effective date. This standard will be effective for the Company beginning in the first quarter of 2016. We do not expect this standard to have a material impact on our financial statements.

In November 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-17, " *Balance Sheet Classification of Deferred Taxes* ", which requires that all deferred tax assets and liabilities be classified as non-current on the balance sheet. The amendments in ASU 2015-17 are intended to simplify the presentation of deferred income taxes. As of December 31, 2015, we adopted ASU 2015-17 on a prospective basis and have not adjusted prior periods as a result of the adoption. As required by ASU 2015-17, all deferred tax assets and liabilities are now classified as non-current in our consolidated balance sheets.

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2. Cash and Investments

Cash and investments consist of the following (in thousands):

	December 31, 2015	December 31, 2014
Cash and cash equivalents:		
Cash	$ 162,495	$ 89,708
Money market funds	362,587	41,595
Commercial paper	160,151	—
Corporate bonds	16,995	—
US government and government agency debt securities	39,989	—
Total cash and cash equivalents	$ 742,217	$ 131,303
Marketable securities:		
U.S. government and government agency debt securities	$ 144,986	$ 404,982
Corporate debt securities	100,047	611,624
Total	$ 245,033	$1,016,606

The following tables summarize our amortized cost, gross unrealized gains and losses and fair value of our available-for-sale investments in marketable securities (in thousands):

	December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Aggregate Fair Value
U.S. government and government agency debt securities	$ 145,066	$ —	$ (80)	$ 144,986
Corporate debt securities	100,093	12	(58)	100,047
	$ 245,159	$ 12	$ (138)	$ 245,033

	December 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Aggregate Fair Value
U.S. government and government agency debt securities	$ 405,049	$ 68	$ (135)	$ 404,982
Corporate debt securities	611,950	39	(365)	611,624
	$1,016,999	$ 107	$ (500)	$1,016,606

The estimated fair value of available-for-sale marketable securities, classified by their contractual maturities was as follows (in thousands):

	December 31, 2015	December 31, 2014
Due within one year	$ 245,033	$ 785,221
After one year through three years	—	231,385
Total	$ 245,033	$1,016,606

Changes in market interest rates and bond yields cause certain of our investments to fall below their cost basis, resulting in unrealized losses on marketable securities. As of December 31, 2015, we had unrealized losses of $0.1 million related to marketable securities that had a fair value of $199.1 million. As of December 31, 2014, we had unrealized losses of $0.5 million related to marketable securities that had a fair value of $621.5 million. None of these securities were in a material continuous unrealized loss position for more than 12 months.

	December 31, 2015		December 31, 2014	
	Fair Value	Unrealized loss	Fair Value	Unrealized loss
U.S. government and government agency debt securities	$137,485	$ (80)	$222,723	$ (135)
Corporate debt securities	61,622	(58)	398,777	(365)
Total	$199,107	$ (138)	$621,500	$ (500)

As of December 31, 2015 and 2014, we did not consider any of our marketable securities to be other-than-temporarily impaired. When evaluating our investments for other-than-temporary impairment, we review factors such as the length of time and extent to which fair value has been below its cost basis, the financial condition of the issuer, our ability and intent to hold the security to maturity and whether it is more likely than not that we will be required to sell the investment before recovery of its cost basis.

3. Fair Value Measurements

Cash equivalents and short-term and long-term marketable securities, consisting of money market funds, U.S. government and government agency debt securities and corporate debt securities, are carried at fair value, which is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between knowledgeable and willing market participants.

Our contingent consideration liability represents the estimated fair value of the additional consideration payable in connection with our acquisitions of Spooky Cool Labs LLC (“Spooky Cool Labs”) and Rising Tide Games, Inc. (“Rising Tide Games”). The amount payable is contingent upon the achievement of certain performance milestones. We estimated the acquisition date fair value of the contingent consideration payable using discounted cash flow models, and applied a discount rate that appropriately captured a market participant’s view of the risk associated with the obligations. The significant unobservable inputs used in the fair value measurement of the acquisition-related contingent consideration payable were forecasted future cash flows and the timing of those cash flows. Significant changes in actual and forecasted future cash flows may result in significant charges or benefits to our future operating expenses. During the periods ending December 31, 2015 and 2014 we recorded the change in estimated fair value of the contingent consideration liability as an expense of approximately $6.1 million and $32.7 million, respectively within research and development expense in our consolidated statements of operations.

In the first quarter of 2015, we executed an amended agreement with Spooky Cool Labs. Under the terms of the amended agreement, the maximum amount payable by us was $58.8 million, which included $53.8 million of contingent consideration and $5.0 million related to bonuses. We paid $53.8 million in the first quarter of 2015 and $5.0 million in the second quarter of 2015 to fully settle the contingent consideration liability balance and bonuses related to Spooky Cool Labs.

In the third quarter of 2015, we acquired Rising Tide Games. Under the terms of the agreement, the contingent consideration may be payable based on the achievement of certain future performance targets during the three year period following the acquisition date. We initially estimated the acquisition date fair value of the contingent consideration payable using discounted cash flow models, and applied a discount rate that appropriately captured a market participant’s view of the risk associated with the obligations. In the fourth quarter of 2015, we updated this analysis based on our updated projections and recorded the change in estimated fair value of the contingent consideration liability as a benefit of approximately $3.3 million within research and development expense in our consolidated statement of operations. The current contingent consideration expected to be earned and payable by us is $18.5 million; however, the maximum contingent consideration that could be earned and payable by us is $140.0 million.

Fair value is a market-based measurement that should be determined based on assumptions that knowledgeable and willing market participants would use in pricing an asset or liability. The valuation techniques used to measure the fair value of the Company's debt instruments and all other financial instruments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model driven valuations using significant inputs derived from or corroborated by observable market data. We use a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Includes inputs, other than Level 1 inputs, that are directly or indirectly observable in the marketplace.

Level 3—Unobservable inputs that are supported by little or no market activity.

The composition of our financial assets and liabilities among the three Levels of the fair value hierarchy are as follows (in thousands):

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market funds (1)	$ 362,587	$ —	$ —	$ 362,587
U.S. government and government agency debt securities	—	184,975	—	184,975
Corporate debt securities (1)	—	277,193	—	277,193
Total	$ 362,587	$ 462,168	$ —	$ 824,755
Liabilities				
Contingent consideration	$ —	$ —	$ 18,490	$ 18,490

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market funds (1)	$ 41,595	$ —	$ —	$ 41,595
U.S. government and government agency debt securities	—	404,982	—	404,982
Corporate debt securities	—	611,624	—	611,624
Total	$ 41,595	$ 1,016,606	$ —	$ 1,058,201
Liabilities				
Contingent consideration	$ —	$ —	$ 44,420	$ 44,420

(1) Includes amounts classified as cash and cash equivalents.

4. Property and Equipment

Property and equipment consist of the following (in thousands):

	December 31, 2015	December 31, 2014
Computer equipment	$ 36,373	$ 141,946
Software	30,950	31,778
Land	89,130	89,130
Building	195,372	194,574
Furniture and fixtures	10,348	10,616
Leasehold improvements	7,748	9,694
	369,921	477,738
Less accumulated depreciation	(96,700)	(179,819)
Total property and equipment, net	$ 273,221	$ 297,919

During the fourth quarter of 2015, we completed the exit of one of our data centers in Santa Clara, and initiated the sale of certain computer data center equipment, resulting in the assets meeting held for sale criteria. Accordingly, these assets were written down to their fair value and reclassified from property and equipment to other current assets, with $83.9 million and $80.7 million being reclassified from computer equipment and accumulated depreciation respectively, for a net amount of $3.2 million. The $3.2 million reflects the fair value of the assets less estimated costs to sell.

5. Acquisitions

2015 Acquisitions

On September 11, 2015, we acquired Rising Tide Games, a provider of social games that we plan to use to release new social casino titles, for purchase consideration of approximately $44.2 million, which consisted of cash paid of $22.4 million and contingent consideration with a fair value of $21.8 million as of September 30, 2015 (see Note 3—“Fair Value Measurements” for changes in this estimate). The contingent consideration may be payable based on the achievement of certain future performance targets during the three year period following the acquisition date and could be up to $140.0 million. We will record changes in the fair value of contingent consideration liabilities within operating expenses in our consolidated statement of operations each future reporting period.

For further details on our fair value methodology with respect to contingent consideration liabilities, see Note 3—“Fair Value Measurements.”

The following table summarizes the acquisition date fair value of net tangible and intangible assets acquired from Rising Tide Games (in thousands, unaudited):

	Total
Developed technology, useful life of 5 years	$ 27,000
Net tangible assets acquired (liabilities assumed)	2,445
Goodwill	25,050
Deferred tax liabilities	(10,300)
Total	$ 44,195

Goodwill, which is not deductible for tax purposes, represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired, and is primarily attributable to the assembled workforce of the acquired business and expected synergies at the time of the acquisition.

The information above provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, however, the preliminary measurements of fair value are subject to change including in the area of income taxes payable and deferred taxes which may change subject to the completion of certain tax returns.

Transaction costs incurred by the Company in connection with the acquisition, including professional fees, were $0.9 million and are included in our statement of operations for the twelve months ended December 31, 2015.

The results of operations for the acquisition of Rising Tide have been included in our consolidated statement of operations since the date of acquisition. Pro forma results of operations related to our acquisition have not been presented as it is not material to our 2015 consolidated statements.

2014 Acquisitions

On February 11, 2014, we acquired 100% of the outstanding stock of NaturalMotion, a provider of games for mobile phones and tablets domiciled in the U.K. We acquired NaturalMotion to leverage their strong portfolio of technology, assembled workforce and existing mobile games in order to expand and enhance our game offerings particularly on mobile platforms. The acquisition date fair value of the purchase consideration was $522.2 million, which included the following (in thousands):

	Fair Value of Purchase Consideration
Cash	$ 391,000
Common stock (28,178,201 shares)	130,465
Fair value of stock options assumed	693
Total	$ 522,158

The value of the purchase consideration attributed to the 28.2 million common shares issued was based on a $4.63 closing price of the Company's Class A Common Stock on the date of the closing of the acquisition.

The following table summarizes the final acquisition date fair value of net tangible assets acquired and liabilities assumed from NaturalMotion (in thousands, unaudited):

	Estimated Fair Value	Estimated Weighted Average Useful Life
Tangible net assets (liabilities) assumed (1)	$ 1,259	N/A
Intangible assets		
Developed technology	59,900	3 years
Branding and trade names	15,000	4.6 years
Goodwill (1)	448,821	N/A
Total	$ 524,980	

(1) Includes the impact of adjustments to the purchase price allocation in 2014 ($3.9 million) and 2015 ($2.8 million) resulting from changes in net assets (liabilities) acquired and other adjustments pursuant to our business combinations policy and recorded within the measurement period.

Goodwill, which is partially deductible for U.S. income tax purposes, represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired, and is primarily attributable to the assembled workforce of the acquired business and expected synergies at the time of the acquisition. The information above provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed.

On the acquisition date, we assumed unvested NaturalMotion employee stock options and exchanged them for options to purchase shares of our Class A Common Stock with a preliminary fair value of $29.7 million. $0.7 million of this value was allocated to purchase consideration and the remaining $29.0 million was allocated to future compensation expense which will be recorded as stock-based expense over the vesting period of the awards. Also on the acquisition date, we granted to continuing employees 11.6 million shares of our Class A Common Stock that vest over a period of three years from the grant date, subject to continued employment with Zynga. The value of these shares on the acquisition date was $53.6 million and will be recorded as stock-based expense over the requisite service period in accordance with the vesting terms. Transaction costs incurred by the Company in connection with the acquisition, including professional fees and transaction taxes, were $6.4 million and are included in our statement of operations for the twelve months ended December 31, 2014.

The amounts of revenue and net loss of NaturalMotion included in the Company's condensed consolidated statement of operations for the post acquisition period from February 12, 2014 to December 31, 2014 are as follows (unaudited, in thousands):

	February 12, 2014 to December 31, 2014
Total revenues	$ 26,800
Net loss	74,891

The net loss includes approximately $29.5 million of stock-based expense and $19.7 million related to the amortization of acquired intangibles, net of tax.

The following pro forma financial information summarizes the combined results of operations for the Company and NaturalMotion, which was significant for the purposes of unaudited pro forma financial information disclosure, as though the companies were combined as of the beginning of the Company's fiscal years presented.

The pro forma financial information was as follows (unaudited, in thousands):

	12 Months Ended December 31,	
	2014	2013
Total revenues	$ 698,608	$ 912,880
Net loss	(233,036)	(96,048)

The pro forma financial information for all periods presented has been calculated after adjusting the results of NaturalMotion to reflect the business combination accounting effects resulting from this acquisition including fair value adjustments resulting from purchase accounting, the amortization expenses from acquired intangible assets, the stock-based expense for unvested stock options assumed and restricted stock awards granted and the related tax effects as though the acquisition occurred as of the beginning of the periods presented. The pro forma financial information is for informational purposes only and is not indicative of the results of operations that would have been achieved based on these assumptions.

6. Goodwill and Other Intangible Assets

Changes in the carrying value of goodwill from December 31, 2013 to December 31, 2015 are as follows (in thousands):

Goodwill—December 31, 2013	$ 227,989
Additions	450,582
Foreign currency translation adjustments (1)	(23,994)
Goodwill adjustments (2)	(3,799)
Goodwill—December 31, 2014	650,778
Additions	25,050
Foreign currency translation adjustments (1)	(20,816)
Goodwill adjustments (2)	2,659
Goodwill—December 31, 2015	$ 657,671

(1) The decreases are primarily related to translation losses on goodwill associated with the acquisition of NaturalMotion denominated in British pounds.

(2) Includes the impact of adjustments to goodwill resulting from changes in net assets (liabilities) acquired and other adjustments, pursuant to our business combinations policy.

The details of our acquisition-related intangible assets are as follows (in thousands):

	December 31, 2015		
	Gross Carrying Value	Accumulated Amortization	Net Book Value
Developed technology	$ 174,970	$ (118,940)	$56,030
Trademarks, branding and domain names	16,290	(9,210)	7,080
Acquired lease intangibles	5,708	(4,802)	906
Total	$ 196,968	$ (132,952)	$64,016

	December 31, 2014		
	Gross Carrying Value	Accumulated Amortization	Net Book Value
Developed technology	$ 151,376	$ (94,560)	$56,816
Trademarks, branding and domain names	16,292	(7,861)	8,431
Acquired lease intangibles	5,708	(4,094)	1,614
Total	$ 173,376	$ (106,515)	$66,861

These assets were, and continue to be, amortized on a straight-line basis. As of December 31, 2015, the weighted-average remaining useful lives of all identified acquired intangible assets are 3.0 years for developed technology, 1.0 years for trademarks, branding, and domain names, and 3.3 years for acquired lease intangibles. Amortization expense of intangible assets for the years ended December 31, 2015, 2014 and 2013 were $27.4 million, $24.6 million and $12.2 million, respectively. As of December 31, 2015, future amortization expense related to the intangible assets is expected to be recognized as shown below (in thousands):

Year ending December 31:	
2016	$29,084
2017	11,203
2018	7,634
2019 and thereafter	9,975
Total	$57,896

7. Income Taxes

Income (loss) before income tax expense consists of the following for the periods shown below (in thousands):

	Year Ended December 31, 2015	2014	2013
United States	$ (83,432)	$(132,281)	$ (56,215)
International	(46,750)	(100,947)	(8,654)
Total	$(130,182)	$(233,228)	$ (64,869)

Income tax expense (benefit) consists of the following for the periods shown below (in thousands):

	Year Ended December 31, 2015	2014	2013
Current:			
Federal	$ (30)	$ (132)	$ (15,712)
State	(2,863)	(16)	(134)
Foreign	3,817	2,777	3,206
Total current tax expense	924	2,629	(12,640)
Deferred:			
Federal	(8,818)	(6,888)	(14,357)
State	(504)	(353)	(86)
Foreign	(274)	(2,715)	(804)
Total deferred tax expense (benefit)	(9,596)	(9,956)	(15,247)
Provision for (benefit from) income taxes	$(8,672)	$(7,327)	$ (27,887)

The reconciliation of federal statutory income tax provision (benefit) to our effective income tax provision is as follows (in thousands):

	Year Ended December 31, 2015	2014	2013
Expected benefit at U.S. federal statutory rate	$ (45,564)	$ (81,630)	$ (22,704)
State income taxes—net of federal benefit	(2,863)	(2,681)	(1,503)
Income taxed at foreign rates	18,406	33,417	4,024
Equity-based compensation	1,125	2,865	6,741
Tax credits	—	—	(12,389)
Tax reserve for uncertain tax positions	1,827	19	2,224
Change in valuation allowance	17,526	37,202	14,705
Change in earnings mix	—	—	(16,306)
Impact of change in tax rates	(18)	25	(1,530)
Acquisition costs	650	2,981	(1,480)
Other	239	475	331
	$ (8,672)	$ (7,327)	$ (27,887)

We have not provided U.S. income taxes and foreign withholding taxes on the undistributed earnings of our profitable foreign subsidiaries as of December 31, 2015 because we intend to permanently reinvest such earnings outside the United States. If these foreign earnings were to be repatriated in the future, the related U.S. tax liability may be reduced by any foreign income taxes previously paid on these earnings. As of December 31, 2015, the cumulative amount of earnings upon which U.S. income taxes have not been provided is approximately $19.7 million.

Our deferred tax assets (liabilities) are as follows (in thousands):

	Year Ended December 31, 2015	2014
Deferred tax assets:		
Tax credit carryforwards	$ 47,978	$ 40,501
Net operating loss carryforwards	44,551	30,381
Equity based compensation	24,930	28,263
Acquired intangible assets	13,524	—
Accrued expenses	11,593	19,406
Charitable contributions	3,930	2,047
State taxes	2,321	2,933
Other accrued compensation	1,664	6,664
Deferred revenue	1,309	1,129
Other	434	1,956
Deferred rent	—	2,186
Valuation allowance	(151,808)	(127,917)
Net deferred tax assets	$ 426	$ 7,549
Deferred tax liabilities:		
Acquired intangible assets	$ —	$ (1,654)
Deferred rent	(675)	—
Depreciation	(5,777)	(8,453)
Net deferred tax liabilities	(6,452)	(10,107)
Net deferred taxes	$ (6,026)	$ (2,558)

Due to our history of net operating losses, we believe it is more likely than not that certain federal, state, and foreign deferred tax assets will not be realized as of December 31, 2015. The valuation allowance as of December 31, 2015 and December 31, 2014 was $151.8 million and $127.9 million, respectively. The increase in valuation allowance for 2015 is primarily related to net operating losses generated and acquired during the current year.

Net operating loss and tax credit carryforwards as of December 31, 2015 are as follows (in thousands):

	Amount	Expiration years
Net operating losses, federal	$ 372,373	2027 - 2035
Net operating losses, state	340,888	2017 - 2035
Tax credit, federal	82,111	2030 - 2035
Tax credits, state	72,615	2019 - indefinite
Net operating losses, foreign	44,398	2033 - indefinite
Tax credits, foreign	443	indefinite

Excess tax benefits associated with stock option exercises and other equity awards are credited to stockholders' equity in the period cash taxes payable is reduced. As of December 31, 2015, the portion of net operating loss carryforwards related to stock awards is $472.3 million, the benefit of which will be credited to additional paid-in capital when realized. The federal and state net operating loss carryforwards are subject to various annual limitations under Section 382 of the Internal Revenue Code and similar state provisions.

The following table reflects changes in the gross unrecognized tax benefits (in thousands):

December 31, 2012	$ 98,721
Additions based on tax positions related to 2013	16,414
Additions for tax positions of prior years	18,356
December 31, 2013	$ 133,491
Additions based on tax positions related to 2014	7,738
Additions for tax positions of prior years	171
Reductions for tax positions of prior years	(511)
December 31, 2014	$ 140,889
Additions based on tax positions related to 2015	8,876
Additions for tax positions of prior years	82
Reductions for tax positions of prior years	(2,817)
Decreases related to settlements of prior year tax positions	(4,185)
December 31, 2015	$ (142,845)

During all years presented, we recognized interest and penalties related to unrecognized tax benefits within the provision for income taxes on the consolidated statements of operations. The amount of interest and penalties accrued as of December 31, 2015 and 2014 was $0.6 million and $0.7 million, respectively.

If the balance of gross unrecognized tax benefits of $142.8 million as of December 31, 2015 was realized in a future period, this would result in a tax benefit of $8.5 million within our provision of income taxes at such time.

We classify uncertain tax positions as non-current income tax liabilities unless expected to be paid within one year or otherwise directly related to an existing deferred tax asset, in which case the uncertain tax position is recorded net of the asset on the balance sheet. At December 31, 2015, $91.8 million of our gross unrecognized tax benefits were recorded as a reduction of the related deferred tax assets and the remaining $51.0 million of our gross unrecognized tax benefits were recorded as long-term liabilities in our consolidated balance sheets.

We file income tax returns in the U.S. federal jurisdiction as well as many U.S. states and certain foreign jurisdictions. The material jurisdictions in which we are subject to potential examination include the United States, United Kingdom, and Ireland. We are subject to examination in these jurisdictions for all years since our inception in 2007. Fiscal years outside the normal statute of limitation remain open to audit by tax authorities due to tax attributes generated in those early years which have been carried forward and may be audited in subsequent years when utilized. We do not expect any material changes to our unrecognized tax benefits within the next twelve months.

8. Other Current Liabilities

Other current liabilities consist of the following (in thousands):

	December 31, 2015	December 31, 2014
Accrued accounts payable	$ 31,700	$ 17,542
Accrued compensation liability	16,278	26,113
Accrued restructuring liability	9,859	7,214
Other current liabilities	19,854	20,955
Accrued escrow for acquisitions	—	47,906
Contingent consideration liability	—	44,420
Total other current liabilities	$ 77,691	$ 164,150

Accrued compensation liability represents employee bonus and other payroll withholding expenses. Accrued restructuring liability represents amounts payable related to our restructuring plans. Other current liabilities include various expenses that we accrue for transaction taxes, customer deposits and accrued vendor expenses. Accrued escrow from acquisitions in 2014 mainly relates to amounts held in escrow under the terms of certain acquisition agreements. Contingent consideration liability in 2014 represents the estimated fair value of additional consideration payable in connection with our acquisition of Spooky Cool.

9. Restructuring

During the twelve months ended December 31, 2015, we recorded total restructuring charges of $36.5 million which were classified within our consolidated statement of operations as follows: Cost of Revenue $1.1 million, Research and Development $14.1 million, Sales and Marketing $0.8 million and General and Administrative $20.5 million.

Q2 2015 Restructuring Plan

During the three months ended June 30, 2015, our board of directors authorized, and we implemented a restructuring plan that included a reduction in work force as part of the overall plan to reduce the Company's long-term cost structure. As a result of this restructuring, we recorded a charge of $33.8 million in the twelve months ended December 31, 2015, which is included in operating expenses in our consolidated statement of operations. The $33.8 million restructuring charge is comprised of $10.7 million of employee severance costs and $23.1 million related to lease and contract termination costs. This restructuring charge does not include the impact of $0.4 million of net stock-based expense reversals associated with the net effect of forfeitures from employee terminations. The remaining liability related to our Q2 2015 restructuring plan as of December 31, 2015 was $26.4 million and is expected to be paid out over the next 6.4 years.

The following table presents the activity for the three months ended June 30, 2015 and September 30, 2015 and the three and twelve months ended December 31, 2015 related to the Q2 2015 restructuring plan (in thousands):

	Three Months Ended			Twelve Months Ended
	June 30, 2015	September 30, 2015	December 31, 2015	December 31, 2015
Restructuring liability—beginning of period	$ —	$ 1,860	$ 491	$ —
Restructuring expense and adjustments	12,282	367	21,200	33,849
Cash payments	(10,422)	(1,736)	4,715[1]	(7,443)
Restructuring liability (Q2 2015 Plan)—end of period	$ 1,860	$ 491	$ 26,406	$ 26,406

(1) Cash payments in the fourth quarter of 2015 include adjustments to restructuring expense that do not have an effect on the restructuring liability. These adjustments consist primarily of deferred items recognized, losses on the disposal of property and equipment and write-offs of prepaid licenses.

Q1 2015 Restructuring Plan

During the three months ended March 31, 2015, our board of directors authorized, and we implemented a restructuring plan that included a reduction in work force and closure of the Beijing, China office as part of the overall plan to reduce the Company's long-term cost structure. As a result of this restructuring, we recorded a charge of $3.8 million in the twelve months ended December 31, 2015, which is included in operating expenses in our consolidated statement of operations. The $3.8 million restructuring charge in the twelve months ended December 31, 2015 is comprised of $2.5 million of employee severance costs and $1.3 million related to lease and contract termination costs. This restructuring charge does not include the impact of $0.1 million of net stock-based expense reversals associated with the net effect of forfeitures from employee terminations.

The following table presents the activity for the three months ended March 31, 2015 and June 30, 2015, and the twelve months ended December 31, 2015 related to the Q1 2015 Restructuring plan (in thousands):

	Three Months Ended		Twelve Months Ended
	March 31, 2015	June 30, 2015	December 31, 2015
Restructuring liability—beginning of period	$ —	$ 330	$ —
Restructuring expense and adjustments	3,241	542	3,783
Cash payments	(2,911)	(872)	(3,783)
Restructuring liability (Q1 2015 Plan)—end of period	$ 330	$ —	$ —

There is no remaining liability for the Q1 2015 restructuring plan as of December 31, 2015.

Q1 2014 Restructuring Plan

The following table presents the activity for the three months ended March 31, 2015, June 30, 2015, September 30, 2015 and the three and twelve months ended December 31, 2015 related to the Q1 2014 restructuring plan (in thousands):

	Three Months Ended				Twelve Months Ended
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015	December 31, 2015
Restructuring liability—beginning of period	$ 10,009	$ 8,082	$ 6,663	$ 5,205	$ 10,009
Restructuring expense and adjustments	189	30	33	(1,466) (2)	(1,214)
Cash payments	(2,116)	(1,449)	(1,491)	(1,449)	(6,505)
Restructuring liability (Q1 2014 Plan)—end of period	$ 8,082	$ 6,663	$ 5,205	$ 2,290	$ 2,290

(2) A $1.5 million adjustment was recorded in the fourth quarter of 2015 to reduce our restructuring liability as a result of executing a sublease agreement with a new tenant in a data center facility we had previously vacated in the first quarter of 2014.

The remaining liability of $2.3 million is expected to be paid out in 2016.

Other Plans

The following table presents the activity for the three months ended March 31, 2015, June 30, 2015, September 30, 2015 and the three and twelve months ended December 31, 2015 related to all other remaining historical restructuring plans from prior years (in thousands):

	Three Months Ended				Twelve Months Ended
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015	December 31, 2015
Restructuring liability—beginning of period	$ 2,857	$ 1,957	$ 1,933	$ 784	$ 2,857
Restructuring expense and adjustments	31	—	19	8	58
Cash payments	(931)	(24)	(1,168)	(460)	(2,583)
Restructuring liability (2013 Plan)—end of period	$ 1,957	$ 1,933	$ 784	$ 332	$ 332

The remaining liability of $0.3 million is expected to be paid out over the next 1.8 years.

10. Stockholders' Equity

Common Stock

Our three classes of common stock are Class A common stock, Class B common stock and Class C common stock. The following are the rights and privileges of our classes of common stock:

Dividends . The holders of outstanding shares of our Class A, Class B and Class C common stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our Board of Directors (the "Board") may determine.

Voting Rights . Holders of our Class A common stock are entitled to one vote per share, holders of our Class B common stock are entitled to seven votes per share and holders of our Class C common stock are entitled to 70 votes per share. In general, holders of our Class A common stock, Class B common stock and Class C common stock will vote together as a single class on all matters submitted to a vote of stockholders, unless otherwise required by law. Delaware law could require either our Class A common stock, Class B common stock or our Class C common stock to vote separately as a single class in the following circumstances:

- If we were to seek to amend our Certificate of Incorporation to increase the authorized number of shares of a class of stock, or to increase or decrease the par value of a class of stock; and
- If we were to seek to amend our Certificate of Incorporation in a manner that altered or changed the powers, preferences or special rights of a class of stock in a manner that affected its holders adversely.

Liquidation. Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our Class A, Class B and Class C common stock.

Preemptive or Similar Rights . None of our Class A, Class B or Class C common stock is entitled to preemptive rights, and neither is subject to redemption.

Conversion. Our Class A common stock is not convertible into any other shares of our capital stock. Each share of our Class B common stock and Class C common stock is convertible at any time at the option of the holder into one share of our Class A common stock. In addition, after the closing of the initial public offering, upon sale or transfer of shares of either Class B common stock or Class C common stock, whether or not for value, each such transferred share shall automatically convert into one share of Class A common stock, except for certain transfers described in our amended and restated certificate of incorporation. Our Class B common stock and Class C 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 our capital stock. Once transferred and converted into Class A common stock, the Class B common stock and Class C common stock may not be reissued.

Stock Repurchases

In October 2015, our Board of Directors authorized a share repurchase program of up to $200 million of our outstanding Class A common stock. The timing and amount of any stock repurchases will be determined based on market conditions, share price and other factors. The program does not require us to repurchase any specific number of shares of our Class A common stock, and may be modified, suspended or terminated at any time without notice. The stock repurchase program will be funded from existing cash on hand. In connection with the share repurchase program, the Company may adopt one or more plans pursuant to the provisions of Rule 10b5-1 under the Securities Exchange Act of 1934. Share repurchases under these authorizations may be made through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, or by any combination of such methods. Repurchases of our Class A common stock in the open market could result in increased volatility in our stock price. There is no guarantee that we will do any share repurchases under the program or otherwise in the future.

In the fourth quarter of 2015, we repurchased 37.9 million shares of our Class A common stock under the repurchase program at a weighted average price of $2.60 per share for a total of $98.9 million. In the fourth quarter of 2015, $88.4 million of the share repurchases were recorded on the consolidated statement of cash flow as an outflow of cash associated with financing activities. The remaining $10.5 million of share repurchases were recorded in accounts payable and other current liabilities in the amounts of $3.5 million and $7.0 million, respectively, and will be paid in the first quarter of 2016. The program expired upon completion of our authorized share repurchase program in February 2016.

Equity Incentive Plans and Stock-Based Expense

In 2007, we adopted the 2007 Equity Incentive Plan (the “2007 Plan”) for the purpose of granting stock options and ZSUs to employees, directors and non-employees. Concurrent with the effectiveness of our initial public offering on December 15, 2011, we adopted the 2011 Equity Incentive Plan (the “2011 Plan”), and all remaining common shares reserved for future grant or issuance under the 2007 Plan were added to the 2011 Plan. The 2011 Plan was adopted for purposes of granting stock options and ZSUs to employees, directors and non-employees. The number of shares of our Class A common stock reserved for future issuance under our 2011 Plan will automatically increase on January 1 of each year, beginning on January 1, 2012, and continuing through and including January 1, 2021, by 4% of the total number of shares of our capital stock outstanding as of December 31 of the preceding calendar year.

The following table presents the weighted-average grant date fair value of stock options and the related assumptions used to estimate the fair value in our consolidated financial statements:

	Year Ended December 31,		
	2015	2014	2013
Expected term, in years	6	5	7
Risk-free interest rates	1.65%	1.31%	2.05%
Expected volatility	53%	56%	49%
Dividend yield	—	—	—
Weighted-average estimated fair value of options granted during the year	$1.51	$3.44	$1.82

We recorded stock-based expense related to grants of employee and consultant stock options, restricted stock and ZSUs in our consolidated statements of operations as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Cost of revenue	$ 4,547	$ 4,623	$ 468
Research and development	94,548	83,673	61,931
Sales and marketing	7,501	5,927	8,079
General and administrative	24,979	35,010	13,915
Total stock-based expense	$131,575	$129,233	$84,393

As of December 31, 2015, total unamortized stock-based compensation relating to ZSUs amounted to $168.3 million over a weighted-average recognition period of 2.4 years.

No performance-based ZSUs were granted in connection with our executive compensation plan in the twelve months ended December 31, 2015.

In connection with the 2015 employee bonus program, the company recognized $4.4 million of stock-based expense for the twelve months ended December 31, 2015. This amount was accrued based on certain performance criteria and the passage of time and recognized as a liability based on the estimated fair value as of the reporting date. Upon settlement, according to the conditions specified in the agreement, approximately 4.2 million shares would be issued for an estimated total liability of $11.2 million based upon Company's closing stock price as of December 31, 2015 of $2.68.

As of December 31, 2015, total unrecognized stock-based expense of $7.6 million and $20.6 million related to unvested stock options and restricted shares of common stock, respectively, is expected to be recognized over a weighted-average recognition period of approximately 1.25 and 1.13 years, respectively.

The following table shows stock option activity for the year ended December 31, 2015 (in thousands, except weighted-average exercise price and remaining contractual term):

	Outstanding Options			
	Stock Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value of Stock Options Outstanding	Weighted-Average Contractual Term (in years)
Balance as of December 31, 2014	39,460	$ 2.22	$ 47,347	6.74
Granted	305	2.99		
Forfeited and cancelled	(12,510)	3.37		
Exercised	(4,040)	0.42		
Balance as of December 31, 2015	23,215	$ 1.93	$ 35,949	5.36
As of December 31, 2015				
Exercisable options	20,076	$ 1.30	$ 33,252	5.01
Vested and expected to vest	22,825	$ 1.40	$ 35,834	5.31

The aggregate intrinsic value of options exercised during the years ended December 31, 2015, 2014, and 2013 was $9.1 million, $25.1 million, and $85.9 million, respectively. The total grant date fair value of options that vested during the years ended December 31, 2015, 2014, and 2013 was $10.2 million, $6.6 million, and $12.8 million, respectively.

The following table shows a summary of ZSU activity for the year ended December 31, 2015 (in thousands, except weighted-average fair value and remaining term):

	Outstanding ZSUs		
	Shares	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value of Unvested ZSUs
Unvested as of December 31, 2014	69,883	$ 3.64	$ 185,889
Granted	51,962	2.70	
Vested	(29,106)	3.71	
Forfeited and cancelled	(30,303)	3.14	
Unvested as of December 31, 2015	62,436	$ 3.06	$ 167,328

2011 Employee Stock Purchase Plan

Our 2011 Employee Stock Purchase Plan ("2011 ESPP"), was approved by our Board in September 2011 and by our stockholders in November 2011 and amended in August 2012. On December 31, 2015, the maximum number of shares of our Class A common stock that were authorized to be issued under our 2011 ESPP was 73.3 million shares. The number of shares of our Class A common stock reserved for future issuance under our 2011 ESPP will automatically increase on January 1 of each year, beginning on January 1, 2012, and continuing through and including January 1, 2021, by the lesser of 2% of the total number of shares of our capital stock outstanding as of December 31 of the preceding calendar year or 25,000,000 shares.

Our 2011 ESPP permits participants to purchase shares of our Class A common stock through payroll deductions up to 15% of their earnings. Unless otherwise determined by the administrator, the purchase price of the shares will be 85% of the lower of the fair market value of our Class A common stock on the first day of an offering or on the date of purchase. The ESPP offers a twelve-month look-back. The ESPP contains an automatic reset feature such that if the fair market value of our Class A common stock has decreased from the original offering date, the offering will automatically terminate and all participants will be re-enrolled in the new, lower-priced offering. Participants may end their participation at any time during an offering and will be refunded their accrued contributions that have not yet been used to purchase shares. Participation ends automatically upon termination of employment.

As of December 31, 2015, there were $2.1 million of employee contributions withheld by the Company. In 2015, the Company recognized $2.7 million of stock-based expense related to the 2011 ESPP.

Common Stock Reserved for Future Issuance

As of December 31, 2015, we had reserved shares of common stock for future issuance as follows (in thousands):

	December 31, 2015
Stock options outstanding	23,215
ZSUs outstanding	62,436
2011 Equity Incentive Plan	101,834
2011 Employee Stock Purchase Plan	62,868
	250,353

Accumulated Other Comprehensive Income (loss)

The components of accumulated other comprehensive income, net of taxes, were as follows (in thousands):

	Foreign Currency Translation	Unrealized Gains (Losses) on Available-for-Sale Securities	Total
Balance as of December 31, 2013	$ (1,259)	$ 213	$ (1,046)
Other comprehensive income before reclassifications	(27,522)	(615)	(28,137)
Amounts reclassified from accumulated other comprehensive income	—	8	8
Net current-period other comprehensive income	(27,522)	(607)	(28,129)
Balance as of December 31, 2014	$ (28,781)	$ (394)	$ (29,175)
Other comprehensive income before reclassifications	(23,480)	307	(23,173)
Amounts reclassified from accumulated other comprehensive income	—	(40)	(40)
Net current-period other comprehensive income	(23,480)	267	(23,213)
Balance as of December 31, 2015	$ (52,261)	$ (127)	$ (52,388)

11. Net Income (Loss) Per Share of Common Stock

We compute net income (loss) per share of common stock using the two-class method required for participating securities. Prior to the date of the initial public offering, we considered all series of our convertible preferred stock to be participating securities due to their non-cumulative dividend rights. Additionally, we consider shares issued upon the early exercise of options subject to repurchase and unvested restricted shares to be participating securities, because holders of such shares have non-forfeitable dividend rights in the event we declare a dividend for common shares. In accordance with the two-class method, net income allocated to these participating securities, which include participation rights in undistributed net income, is subtracted from net income (loss) to determine total net income (loss) to be allocated to common stockholders.

Basic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding during the period. In computing diluted net income (loss) attributable to common stockholders, net income (loss) is re-allocated to reflect the potential impact of dilutive securities, including stock options, warrants, unvested restricted stock and unvested ZSUs. Diluted net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding, including potential dilutive securities. For periods in which we have generated a net loss or there is no income attributable to common stockholders, we do not include stock options, warrants and unvested ZSUs in our calculation of diluted net income (loss) per share, as the impact of these awards is anti-dilutive.

The following table sets forth the computation of basic and diluted net income (loss) per share of common stock (in thousands, except per share data):

	Year Ended December 31,								
	2015			2014			2013		
	Class A	Class B	Class C	Class A	Class B	Class C	Class A	Class B	Class C
BASIC:									
Net income (loss) attributable to common stockholders	$ (103,628)	$ (15,153)	$ (2,729)	$ (189,732)	$ (30,869)	$ (5,300)	$ (29,082)	$ (6,951)	$ (949)
Weighted-average common shares outstanding	779,071	113,923	20,517	734,493	119,499	20,517	628,947	150,330	20,517
Basic net income (loss) per share	$ (0.13)	$ (0.13)	$ (0.13)	$ (0.26)	$ (0.26)	$ (0.26)	$ (0.05)	$ (0.05)	$ (0.05)
DILUTED:									
Net income (loss) attributable to common stockholders-basic	$ (103,628)	$ (15,153)	$ (2,729)	$ (189,732)	$ (30,869)	$ (5,300)	$ (29,082)	$ (6,951)	$ (949)
Reallocation of net income (loss) as a result of conversion of Class C shares to Class A shares	(2,729)	—	—	(5,300)	—	—	(949)	—	—
Reallocation of net income (loss) as a result of conversion of Class B shares to Class A shares	(15,153)	—	—	(30,869)	—	—	(6,951)	—	—
Net income (loss) attributable to common stockholders-diluted	$ (121,510)	$ (15,153)	$ (2,729)	$ (225,900)	$ (30,869)	$ (5,300)	$ (36,982)	$ (6,951)	$ (949)
Weighted-average common shares outstanding-basic	779,071	113,923	20,517	734,493	119,499	20,517	628,947	150,330	20,517
Conversion of Class C to Class A common shares outstanding	20,517	—	—	20,517	—	—	20,517	—	—
Conversion of Class B to Class A common shares outstanding	113,923	—	—	119,499	—	—	150,330	—	—
Weighted-average common shares outstanding-diluted	913,511	113,923	20,517	874,509	119,499	20,517	799,794	150,330	20,517
Diluted net income (loss) per share	$ (0.13)	$ (0.13)	$ (0.13)	$ (0.26)	$ (0.26)	$ (0.26)	$ (0.05)	$ (0.05)	$ (0.05)

The following weighted-average employee equity awards were excluded from the calculation of diluted net income (loss) per share because their effect would have been anti-dilutive for the periods presented (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Stock options and employee stock purchase plan	29,412	42,454	61,154
Warrants	—	—	579
Restricted shares	8,716	12,624	4,203
ZSUs	63,764	59,141	63,794
Total	101,892	114,219	129,730

12. Commitments and Contingencies

Lease Commitments

We have entered into operating leases for facilities. As of December 31, 2015, future minimum lease payments related to these leases are as follows (in thousands):

Year ending December 31:	
2016	$ 4,348
2017	3,154
2018	1,693
2019	1,458
2020	174
2021 and thereafter	44
	$10,871

Rent expense on operating leases for facilities, excluding data center hosting expense, for the years ended December 31, 2015, 2014 and 2013 totaled $4.5 million, $4.5 million, and $7.3 million, respectively.

Credit Facility

In June 2013, we amended our existing revolving credit agreement which we originally executed in July 2011, reducing our maximum available credit from $1.0 billion to $200 million, and extending the term through June 2018. Per the terms of our amended agreement, we paid additional up-front fees of $0.3 million to be amortized over the remaining extended term of the loan. The interest rate for the amended credit facility is determined based on a formula using certain market rates, as described in the amended credit agreement. Additionally, our minimum quarterly commitment fee was reduced from $0.6 million per quarter to $0.1 million per quarter based on the portion of the credit facility that is not drawn down. The agreement requires us to comply with certain covenants, including maintaining a minimum capitalization ratio, and maintaining a minimum cash balance. As of December 31, 2015, we had not drawn down any amounts under the credit facility and were in compliance with these covenants.

Other Purchase Commitments

We have entered into several contracts for hosting of data systems and licensed intellectual property. Future minimum purchase commitments that have initial or remaining non-cancelable terms as of December 31, 2015, are as follows (in thousands):

Year ending December 31:	
2016	$19,749
2017	13,441
2018	722
2019 and thereafter	270
	$34,182

Legal Matters

On July 30, 2012, a purported securities class action captioned DeStefano v. Zynga Inc. et al., Case No. 3: 12-cv-04007-JSW, was filed in the United States District Court for the Northern District of California against the Company, and certain of our current and former directors, officers, and executives. Additional purported securities class actions containing similar allegations were filed in the Northern District. On September 26, 2012, the court consolidated various of the class actions as In re Zynga Inc. Securities Litigation, Lead Case No. 12-cv-04007-JSW. On January 23, 2013, the court entered an order appointing a lead plaintiff and approving lead plaintiff's selection of lead counsel. On April 3, 2013, the lead plaintiff and another named plaintiff filed a consolidated complaint. On February 25, 2014, the court granted the defendants' motion to dismiss the consolidated complaint and provided plaintiffs leave to file an amended complaint.

The lead plaintiff filed a First Amended Complaint on March 31, 2014. The First Amended Complaint alleges that the defendants violated the federal securities laws by issuing false or misleading statements regarding the Company's business and financial projections. The plaintiffs seek to represent a class of persons who purchased or otherwise acquired the Company's securities between February 14, 2012 and July 25, 2012. The First Amended Complaint asserts claims for unspecified damages, and an award of costs and expenses to the putative class, including attorneys' fees. On March 25, 2015, the Court issued an order denying the defendants' motion to dismiss the First Amended Complaint. On April 28, 2015, the Court denied the defendants' motion for leave to seek reconsideration of that order.

On June 12, 2015, the Court entered a scheduling order setting certain pretrial deadlines leading up to a hearing on any dispositive motions scheduled for May 12, 2017. On June 24, 2015, pursuant to a stipulation among the parties, the consolidated class actions were reassigned to Magistrate Judge Jacqueline Scott Corley for all further proceedings.

Pursuant to court order, a mediation session was conducted before the Honorable Edward Infante (Ret.) on August 4, 2015. The parties reached an agreement in principle to settle In re Zynga Inc. Securities Litigation as to all defendants for $23.0 million. The parties negotiated and executed a final stipulation of settlement and on October 2, 2015, lead plaintiff's counsel filed an unopposed motion for preliminary approval of the settlement. In response to issues raised by the Court at an October 8, 2015 hearing and in an October 9, 2015 order, on October 15, 2015, lead plaintiff's counsel revised the papers in support of preliminary approval and filed a supplemental submission in support of lead plaintiff's unopposed motion for preliminary approval of the settlement. On October 27, 2015, the Court granted preliminary approval of the class action settlement. On February 11, 2016, the court conducted a final fairness hearing and entered an order granting the motion for final approval of the settlement. The settlement was funded entirely by insurance and will result in the dismissal of all claims against the defendants. Accordingly there will be no impact to Zynga's financial statements.

In addition, a purported securities class action captioned Reyes v. Zynga Inc., et al. was filed on August 1, 2012, in San Francisco County Superior Court. Subsequent to various proceedings, on February 11, 2015, the court granted plaintiff's request for voluntary dismissal of the action with prejudice as to the named plaintiff's claims and without prejudice as to the claims of any other members of the proposed class.

On April 4, 2013, a purported class action captioned Lee v. Pincus, et al. was filed in the Court of Chancery of the State of Delaware against the Company, and certain of our current and former directors, officers, and executives. The complaint alleges that the defendants breached fiduciary duties in connection with the release of certain lock-up agreements entered into in connection with the Company's initial public offering. The plaintiff seeks to represent a class of certain of the Company's shareholders who were subject to the lock-up agreements and who were not permitted to sell shares in an April 2012 secondary offering. On January 17, 2014, the plaintiff filed an amended complaint. On March 6, 2014, the defendants filed motions to dismiss the amended complaint and a motion to stay discovery while the motions to dismiss were pending. On November 14, 2014, the court denied the motion to dismiss brought by Zynga and the directors and granted the motion to dismiss brought by the underwriters who had been named as defendants.

On June 24, 2015, certain of the defendants filed a motion for relief from the court's November 14, 2014 decision denying the defendants' motion to dismiss the complaint. Briefing on the motion for relief from the court's November 14, 2014 decision is complete. A hearing date has not been set. On August 19, 2015 the parties agreed to voluntarily dismiss three individual director defendants from the case.

Plaintiff filed a motion for class certification on July 13, 2015, and, after briefing was completed, the court held a hearing on plaintiff's motion on November 20, 2015. On December 30, 2015, the court granted plaintiff's motion for class certification. The court has not yet entered a schedule for further proceedings in this action.

Although it is reasonably possible that our assessment of the possibility of loss could change in the near term due to one or more confirming events, the Company believes it has meritorious defenses in the Lee v. Pincus class action and will vigorously defend this action. Furthermore, given that we are in the early stages of the litigation process, we are unable to estimate the range of potential loss, if any.

Since August 3, 2012, nine stockholder derivative lawsuits have been filed in State or Federal courts in California and Delaware purportedly on behalf of the Company against certain current and former directors and executive officers of the Company. The derivative plaintiffs allege that the defendants breached their fiduciary duties and violated California Corporations Code section 25402 in connection with our initial public offering in December 2011, secondary offering in April 2012, and allegedly made false or misleading statements regarding the Company's business and financial projections.

Beginning on August 3, 2012, three of the actions were filed in San Francisco County Superior Court. On October 2, 2012, the court consolidated those three actions as In re Zynga Shareholder Derivative Litigation, Lead Case CGC-12-522934. On March 14, 2013, the plaintiffs filed a First Amended Complaint in that consolidated California state action. On March 21, 2013, the court endorsed a stipulation among the parties staying the action pending the ruling on the motion to dismiss in the federal securities class action described above. On March 24, 2014, the court endorsed a stipulation among the parties staying the action pending a ruling on a motion to dismiss the First Amended Complaint in the federal securities class action. April 24, 2015, the court endorsed a stipulation among the parties staying the action until the Delaware Chancery Court rules on the defendants' motion to stay or dismiss (discussed below).

Beginning on August 16, 2012, four stockholder derivative actions were filed in the United States District Court for the Northern District of California. On December 3, 2012, the court consolidated these four actions as In re Zynga Inc. Derivative Litigation, Lead Case No. 12-CV-4327-JSW. On March 11, 2013, the court endorsed a stipulation among the parties staying the action pending the ruling on the motion to dismiss in the federal securities class action described above. On March 21, 2014, the court issued an order continuing the stay pending a ruling on a motion to dismiss the First Amended Complaint in the federal securities class action. On April 27, 2015, the court endorsed a stipulation among the parties staying the action until the Delaware Chancery Court rules on the defendants' motion to stay or dismiss (discussed below).

On April 4, 2014, a derivative action was filed in the Court of Chancery of the State of Delaware entitled Sandys v. Pincus, et al. Case No. 9512-CB. On December 9, 2014, the defendants filed a motion to stay or dismiss the action. Briefing on the motion to stay or dismiss is complete and a hearing on the motion was held on November 17, 2015. The court has not yet issued a decision on the motion.

The derivative actions include claims for, among other things, unspecified damages in favor of the Company, certain corporate actions to purportedly improve the Company's corporate governance, and an award of costs and expenses to the derivative plaintiffs, including attorneys' fees. We believe that the plaintiffs in the derivative actions lack standing to pursue litigation on behalf of Zynga. Because the derivative actions are in the early stages of the litigation process, we are not in a position to assess whether any loss or adverse effect on our financial condition is probable or remote or to estimate the range of potential loss, if any.

The Company is, at various times, also party to various other legal proceedings and claims which arise in the ordinary course of business. In addition, we may receive notifications alleging infringement of patent or other intellectual property rights. Adverse results in any such litigation, legal proceedings or claims may include awards of substantial monetary damages, costly royalty or licensing agreements, or orders preventing us from offering certain games, features, or services, and may also result in changes in our business practices, which could result in additional costs or a loss of revenue for us and could otherwise harm our business. Although the results of such litigation cannot be predicted with certainty, we believe that the amount or range of reasonably possible losses related to such pending or threatened litigation will not have a material adverse effect on our business, operating results, cash flows, or financial condition should such litigation be resolved unfavorably. We recognize legal expenses as incurred.

13. Geographical Information

The following represents our revenue based on the geographic location of our players (in thousands):

Revenue	Year Ended December 31,		
	2015	2014	2013
United States	$ 506,268	$ 426,906	$ 519,819
All other countries [1]	258,449	263,504	353,447
Total revenue	$ 764,717	$ 690,410	$ 873,266

(1) No country exceeded 10% of our total revenue for any periods presented.

The following represents our property and equipment, net by location (in thousands):

Property and equipment, net	Year Ended December 31,		
	2015	2014	2013
United States	$ 269,721	$ 294,708	$ 345,598
All other countries	3,500	3,211	3,195
Total property and equipment, net	$ 273,221	$ 297,919	$ 348,793

14. Related Party Transactions

On June 15, 2015, Zynga acquired substantially all of the assets and liabilities of SF Incubator, LLC and super.io, Inc., entities wholly owned by Mark Pincus, pursuant to an asset purchase agreement. The purchase price paid by Zynga pursuant to the asset purchase agreement was $1 plus assumed liabilities of approximately $0.4 million. As of June 30, 2015 the Company recorded a net $0.1 million in stockholder’s equity and $0.1 million in other current liabilities related to this transaction.

15. Subsequent Events

Zindagi Acquisition

On January 1, 2015, we acquired Zindagi Games, a provider of social games for $15.0 million in cash and contingent consideration of up to $60 million, payable based on the achievement of certain performance milestones over the next three years. We will record the preliminary purchase price allocation for this business combination in the first quarter of 2016, which will include an estimate of the fair value of the contingent consideration liability. Subsequent changes in the fair value of the contingent consideration will be recorded within operating expenses in our consolidated statement of operations.

Completion of Share Repurchase Program

From January 1, 2016 to February 2, 2016 we repurchased 42.2 million shares of our Class A common stock at an average price of $2.40, for a total of $101.9 million, exhausting the repurchase plan put in place during the fourth quarter of 2015. In aggregate, 80.2 million shares were repurchased under the plan at an average price of $2.50 for a total of $200 million.

Losses Resulting from Winding Down Licensing Agreements

At the time of our Q2 2015 Restructuring Plan, we held licensing agreements requiring future contractual commitments for games in categories we decided to exit (“Exited Games”) as part of that plan. During the three months ended June 30, 2015, we recognized a loss of $1.2 million associated with the Exited Games, which consisted of $0.9 million for the write-off of prepaid licenses and $0.3 million in estimated contract reassignment fees, both of which were recorded as restructuring expense within research and development. At the time and as of December 31, 2015, we were engaged in negotiations with third parties to reassign those licensing agreements (the “Negotiations”), resulting in those third parties assuming the future contractual commitments. On or about February 12, 2016, the Negotiations ended unfavorably and resulted in a material change to our original estimates. As a result, we recognized an additional loss of $4.3 million, which consisted of $3.7 million in estimated contract termination fees and $0.6 million for the write-off of prepaid licenses. This loss has been classified as restructuring expense within research and development and included in our consolidated statement of operations for the twelve months ended December 31, 2015.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission (the "SEC") rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of December 31, 2015, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control— Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2015. Management reviewed the results of its assessment with our Audit Committee. The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended December 31, 2015 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item is incorporated by reference to Zynga's Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

Our board of directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our website (www.zynga.com) under "Corporate Governance." We will provide a copy of these documents to any person, without charge, upon request, by writing to us at Zynga Inc., Investor Relations Department, 699 Eighth Street, San Francisco, California 94103. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics by posting such information on our website at the address and the location specified above.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference to Zynga's Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference to Zynga's Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference to Zynga's Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is incorporated by reference to Zynga's Proxy Statement for its 2016 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

We have filed the following documents as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements

2. Financial Statement Schedules

Schedule II: Valuation and Qualifying Accounts

Allowance for Doubtful Accounts and Sales Credits	Balance at Beginning of Year	Charged to Expenses/ Against Revenue	Write-Offs Net of Recoveries	Balance at End of Year
Year Ended December 31, 2015	$ —	—	$ —	$ —
Year Ended December 31, 2014	$ —	—	$ —	$ —
Year Ended December 31, 2013	$ 160	—	$ (160)	$ —

All other schedules have been omitted because they are not required, not applicable, or the required information is otherwise included.

3. Exhibits

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K.

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ITEM 15. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit No.	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Zynga Inc.	8-K	001-35375	3.1	06/11/2014	
3.2	Amended and Restated Bylaws of Zynga Inc.	S-1/A	333-175298	3.4	11/17/2011	
4.1	Form of Zynga Inc. Class A Common Stock Certificate	S-1/A	333-175298	4.1	11/4/2011	
10.1	Fifth Amended and Restated Investor Rights Agreement, by and between Zynga Inc., the investors listed on Schedule A thereto and Mark Pincus, dated February 18, 2011	S-1/A	333-175298	10.1	8/11/2011	
10.2+	Zynga Inc. 2007 Equity Incentive Plan	S-1/A	333-175298	10.2	12/2/2011	
10.3+	Forms of Stock Option Agreement and Stock Option Exercise Agreement under 2007 Equity Incentive Plan	S-1/A	333-175298	10.3	11/17/2011	
10.4+	Forms of Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement under 2007 Equity Incentive Plan	S-1/A	333-175298	10.26	11/17/2011	
10.5+	Zynga Inc. 2011 Equity Incentive Plan	S-1/A	333-175298	10.4	11/17/2011	
10.6+	Forms of Stock Option Grant Notice and Option Agreement under 2011 Equity Incentive Plan	S-1/A	333-175298	10.5	11/17/2011	
10.7+	Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under 2011 Equity Incentive Plan	10-Q	001-35375	10.3	5/8/2012	
10.8+	Form of 2011 Equity Incentive Plan Performance Cash Award Agreement	8-K	001-35375	10.1	4/4/2013	
10.9+	Zynga Inc. 2011 Employee Stock Purchase Plan	S-1/A	333-175298	10.20	12/2/2011	
10.10+	Form of Indemnification Agreement made by and between Zynga Inc. and each of its directors and executive officers	S-1/A	333-175298	10.6	11/17/2011	
10.11+	Zynga Inc. Non-Employee Director Compensation Policy	10-Q	001-35375	10.1	11/7/2014	
10.12+	Zynga Inc. Change in Control Severance Benefit Plan					X

Exhibit No.	Description of Exhibit	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.13+	Offer Letter between Zynga Inc. and Don A. Mattrick, dated June 30, 2013	8-K	001-35375	10.1	7/3/2013	
10.14+	Amended and Restated Offer Letter, between Zynga Inc. and Mark Pincus, dated November 16, 2011	S-1/A	333-175298	10.10	11/17/2011	
10.15+	Amended and Restated Offer Letter, between Zynga Inc. and Mark Vranesh, dated October 25, 2011	S-1/A	333-175298	10.24	11/17/2011	
10.16+	Offer Letter between Zynga Inc. and Clive Downie, dated October 21, 2013	10-K	001-35375	10.16	2/21/2014	
10.17+	Offer letter between Zynga Inc. and Devang Shah, dated December 4, 2013	10-K	001-35375	10.17	2/21/2014	
10.18+	Offer letter between Zynga Inc. and David Lee, dated April 7, 2014	8-K	001-35375	10.1	4/10/2014	
10.19†	Developer addendum by and between Facebook, Inc, and Zynga Inc. dated May 14, 2010 and Amendment No.1 to Developer Addendum, dated October 13, 2011	S-1/A	333-175298	10.15	11/17/2011	
10.20†	Amendment No. 2 to Developer Addendum by and between Facebook, Inc. and Zynga Inc., dated April 25, 2012	10-Q	001-35375	10.1	7/30/2012	
10.21#	Amendment No. 3 to Developer Addendum by and between Facebook, Inc., Facebook Ireland Limited, Zynga Inc., Zynga Game Ireland Limited and Zynga Luxembourg S.àr.L, dated November 28, 2012	10-K	001-35375	10.30	02/25/2013	
10.22†	Developer Addendum No. 2 by and between Facebook, Inc., Facebook Ireland Limited and Zynga Inc., dated December 26, 2010	S-1/A	333-175298	10.16	11/4/2011	
10.23†	Amendment No. 1 to Developer Addendum No. 2 by and between Facebook, Inc., Facebook Ireland Limited and Zynga Inc., dated June 12, 2012	10-Q	001-35375	10.2	7/30/2012	
10.24†	Amendment No. 2 to Developer Addendum No. 2 by and between Facebook, Inc., Facebook Ireland Limited and Zynga Inc., dated July 2, 2012	10-Q	001-35375	10.3	7/30/2012	

Exhibit No.	Description of Exhibit	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
10.25#	Amendment No. 3 to Developer Addendum No. 2 by and between Facebook, Inc., Facebook Ireland Limited, Zynga Inc. and Zynga Game Ireland Limited, dated November 28, 2012	10-K	001-35375	10.34	02/25/2013	
10.26	Warrant to Purchase Class B Common Stock, dated July 31, 2009, issued to Allen & Company LLC.	S-1/A	333-175298	10.18	7/18/2011	
10.27	Amended and Restated Revolving Credit Agreement, dated as of July 21, 2011 and amended and restated as of June 20, 2013, among Zynga Inc., as Borrower, the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as Administrative Agent	8-K	001-35375	10.1	6/24/2013	
10.28	First Amendment to the Amended and Restated Revolving Credit Agreement, dated as of July 1, 2015, among Zynga Inc., as Borrower, the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as Administrative Agent	8-K	001-35375	10.1	7/2/2015	
10.29	Office Lease by and between Chip Factory Commercial LLC and Zynga Inc., dated January 2008; Amendment to Lease, dated November 1, 2008; and Amendment to Lease, dated February 1, 2011	S-1/A	333-175298	10.22	8/11/2011	
10.30	2013 Compensation Information for Executive Officers	8-K	001-35375		4/4/2013	
21.1	List of subsidiaries					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included in signature page)					X
31.1	Certification of the Chief Executive Officer of Zynga Inc. pursuant to rule 13a-14 under the Securities Exchange Act of 1934					X
31.2	Certification of the Chief Financial Officer of Zynga Inc. pursuant to rule 13a-14 under the Securities Exchange Act of 1934					X

Exhibit No.	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
32.1•	Certification of the Chief Executive Officer and Chief Financial Officer of Zynga Inc. pursuant to18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS* (1)	XBRL Instance Document					
101.SCH* (1)	XBRL Taxonomy Extension Schema Document					
101.CAL* (1)	XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF* (1)	XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB* (1)	XBRL Taxonomy Extension Labels Linkbase Document					
101.PRE* (1)	XBRL Taxonomy Extension Presentation Linkbase Document					

+ Indicates management contract or compensatory plan.

† Confidential treatment has been granted for certain information contained in this exhibit. Such information has been omitted and was filed separately with the Securities and Exchange Commission.

Confidential treatment has been requested for certain information contained in this exhibit. Such information has been omitted and will be provided separately to the Securities and Exchange Commission.

• The certifications attached as Exhibit 32.1 accompany this Annual Report on Form 10-K pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed “filed” by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(1) Pursuant to applicable securities laws and regulations, the Registrant is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions of the federal securities laws as long as the Registrant has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. These interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on February 19, 2016.

ZYNGA INC.

By: /s/ Michelle Quejado
Michelle Quejado
Interim Chief Financial Officer and Chief Accounting Officer
(On behalf of Registrant)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michelle Quejado and Devang Shah, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for her or him and in her or his name, place, and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Mark Pincus Mark Pincus	Chief Executive Officer and Chairman of the Board *(Principal Executive Officer)*	February 19, 2016
/s/ Michelle Quejado Michelle Quejado	Interim Chief Financial Officer and Chief Accounting Officer *(Principal Financial and Accounting Officer)*	February 19, 2016
/s/ John Doerr John Doerr	Director	February 19, 2016
/s/ Regina E. Dugan Regina E. Dugan	Director	February 19, 2016
/s/ Frank Gibeau Frank Gibeau	Director	February 19, 2016
/s/ William “Bing” Gordon William “Bing” Gordon	Director	February 19, 2016
/s/ Louis J. Lavigne, Jr. Louis J. Lavigne, Jr.	Director	February 19, 2016
/s/ Sunil Paul Sunil Paul	Director	February 19, 2016
/s/ Ellen F. Siminoff Ellen F. Siminoff	Director	February 19, 2016

Exhibit 10.12

ZYNGA INC.

CHANGE IN CONTROL SEVERANCE BENEFIT PLAN [1]

1. INTRODUCTION. The Zynga Inc. Change in Control Severance Benefit Plan (the " ***Plan*** ") is established effective September 14, 2011 (the " ***Effective Date*** "). The Plan provides for the payment of accelerated vesting severance benefits to certain employees of Zynga Inc. (the " ***Company*** ") in the event of a Change in Control. This document constitutes the Summary Plan Description for the Plan.

2. DEFINITIONS. For purposes of the Plan, the following terms are defined as follows:

(a) " ***Board*** " means the Board of Directors of the Company.

(b) " ***Cause*** " means, with respect to a Participant: (i) any willful, material violation of any law or regulation applicable to the business of the Company, conviction for, or guilty plea to, a felony or a crime involving moral turpitude, or any willful perpetration of a common law fraud; (ii) commission of an act of personal dishonesty that involves personal profit in connection with the Company or any other entity having a business relationship with the Company; (iii) any material breach of any provision of any agreement or understanding between the Company and the Participant regarding the terms of service as an employee, officer, director, or consultant to the Company, including without limitation, the willful and continued failure or refusal to perform the material duties required an employee, officer, director or consultant of the Company, other than as a result of having a disability that prevents the Participant from performing the material duties required of a person holding the Participant's position with the Company for a period of at least 120 days, or a breach of any applicable invention assignment and confidentiality agreement or similar agreement between the Company and the Participant; (iv) disregard of the policies of the Company so as to cause loss, damage, or injury to the property, reputation, or employees of the Company; or (v) any other misconduct that is materially injurious to the financial condition or business reputation of, or is otherwise materially injurious to, the Company.

(c) " ***Change in Control*** " means the occurrence, in a single transaction or in a series of related transactions, of any one or more of the following events:

(i) any person, entity or group (within the meaning of Section 13(2)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended) acquires beneficial ownership of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities other than by virtue of a merger, consolidation or similar transaction. Notwithstanding the foregoing, a Change in Control will not be deemed to occur (A) on account of the acquisition of securities of the Company directly from the Company, (B) on account of the acquisition of securities of the Company by an investor, any affiliate thereof or any other person, entity or group that acquires the Company's securities in a transaction or series

1 As amended and restated by the Compensation Committee of the Board of Directors of Zynga Inc. on November 22, 2011.

of related transactions the primary purpose of which is to obtain financing for the Company through the issuance of equity securities, (C) on account of the acquisition of securities of the Company by Mark Pincus and/or any entity in which Mark Pincus has a direct or indirect interest (whether in the form of voting rights or participation in profits or capital contributions) of more than 50% (collectively, the " ***Pincus Entities*** ") or on account of the Pincus Entities continuing to hold shares that come to represent more than 50% of the combined voting power of the Company's then outstanding securities as a result of the conversion of any class of the Company's securities into another class of the Company's securities having a different number of votes per share pursuant to the conversion provisions set forth in the Company's Amended and Restated Certificate of Incorporation; or (D) solely because the level of beneficial ownership held by any such person, entity or group (the " ***Subject Person*** ") exceeds the designated percentage threshold of the outstanding voting securities as a result of a repurchase or other acquisition of voting securities by the Company reducing the number of shares outstanding, provided that if a Change in Control would occur (but for the operation of this sentence) as a result of the acquisition of voting securities by the Company, and after such share acquisition, the Subject Person becomes the beneficial owner of any additional voting securities that, assuming the repurchase or other acquisition had not occurred, increases the percentage of the then outstanding voting securities beneficially owned by the Subject Person over the designated percentage threshold, then a Change in Control will be deemed to occur;

(ii) there is consummated a merger, consolidation or similar transaction involving (directly or indirectly) the Company and, immediately after the consummation of such merger, consolidation or similar transaction, the stockholders of the Company immediately prior thereto do not beneficially own, either (A) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving entity in such merger, consolidation or similar transaction, or (B) more than 50% of the combined outstanding voting power of the parent of the surviving entity in such merger, consolidation or similar transaction, in each case in substantially the same proportions as their beneficial ownership of the outstanding voting securities of the Company immediately prior to such transaction; *provided, however* , that a merger, consolidation or similar transaction will not constitute a Change in Control under this prong of the definition if the outstanding voting securities representing more than 50% of the combined voting power of the surviving entity or its parent are owned by the Pincus Entities;

(iii) there is consummated a sale, lease, exclusive license or other disposition of all or substantially all of the consolidated assets of the Company and its subsidiaries, other than a sale, lease, license or other disposition of all or substantially all of the consolidated assets of the Company and its subsidiaries to an entity, more than 50% of the combined voting power of the voting securities of which are beneficially owned by stockholders of the Company in substantially the same proportions as their beneficial ownership of the outstanding voting securities of the Company immediately prior to such sale, lease, license or other disposition; *provided, however* , that a sale, lease, exclusive license or other disposition of all or substantially all of the consolidated assets of the Company and its subsidiaries will not constitute a Change in Control under this prong of the definition if the outstanding voting securities representing more than 50% of the combined voting power of the acquiring entity or its parent are owned by the Pincus Entities; or

(iv) individuals who, on the date the Plan is adopted by the Board, are members of the Board (the " ***Incumbent Board*** ") cease for any reason to constitute at least a majority of the members of the Board; *provided* , *however* , that if the appointment or election (or nomination for election) of any new Board member was approved or recommended by a majority vote of the members of the Incumbent Board then still in office, such new member will, for purposes of the Plan, be considered as a member of the Incumbent Board.

For purposes of determining voting power under the term Change in Control, voting power shall be calculated by assuming the conversion of all equity securities convertible (immediately or at some future time) into shares entitled to vote, but not assuming the exercise of any warrant or right to subscribe to or purchase those shares. In addition, the term Change in Control will not include a sale of assets, merger or other transaction effected exclusively for the purpose of changing the domicile of the Company. In addition, the term Change in Control will not include a change in the voting power of any one or more stockholders as a result of the conversion of any class of the Company's securities into another class of the Company's securities having a different number of votes per share pursuant to the conversion provisions set forth in the Company's Amended and Restated Certificate of Incorporation. To the extent required for compliance with Section 409A of the Code, in no event will a Change in Control be deemed to have occurred if such transaction is not also a "change in the ownership or effective control of" the Company or "a change in the ownership of a substantial portion of the assets of" the Company as determined under Treasury Regulations Section 1.409A-3(i)(5) (without regard to any alternative definition thereunder).

(d) " ***Code*** " means the Internal Revenue Code of 1986, as amended.

(e) " ***Constructive Termination*** " means the voluntary termination of employment with the Company by the Participant resulting in a Separation from Service after one of the following is undertaken without the Participant's written consent: (i) the assignment to the Participant of any duties or responsibilities that results in a material diminution in the Participant's employment role in the Company as in effect immediately prior to the date of such actions; (ii) a greater than 10% aggregate reduction by the Company in the Participant's annual base salary (that is, a material reduction), as in effect immediately prior to the date of such actions; *provided, however* , that if there are across-the-board proportionate reductions for all similarly situated employees of the Company, as determined by the Plan Administrator, by the same percentage amount as part of a general salary reduction, the reduction as to the Participant shall not constitute a basis for a Constructive Termination or (iii) a non-temporary relocation of the Participant's business office to a location that increases the Participant's one way commute by more than 35 miles from the primary location at which the Participant performs duties as of immediately prior to the date of such action. An event or action by the Company will not give the Participant grounds to voluntarily terminate employment as a Constructive Termination unless (A) the Participant gives the Company written notice within 30 days after the initial existence of such event or action that the event or action by the Company would give the Participant such grounds to so terminate employment, (B) such event or action is not reversed, remedied or cured, as the case may be, by the Company as soon as possible but in no event later than within 30 days of receiving such written notice from the Participant, and (C) the Participant terminates employment within 90 days following the end of the cure period.

(f) " ***ERISA*** " means the Employee Retirement Income Security Act of 1974, as amended.

(g) " ***Involuntary Termination Without Cause*** " means a Participant's involuntary termination of employment by the Company resulting in a Separation from Service for a reason other than death, disability or Cause.

(h) " ***Participant*** " means an individual (i) who is employed by the Company who holds a title of Vice President of the Company or above, and (ii) who has received a Participation Notice from and executed and returned such Participation Notice to the Company.

(i) " ***Participation Notice*** " means the latest notice delivered by the Company to a Participant informing the employee that the employee is eligible to participate in the Plan, substantially in the form of **E XHIBIT A** hereto.

(j) " ***Plan Administrator*** " means the Board or any committee thereof duly authorized by the Board to administer the Plan. The Plan Administrator may, but is not required to be, the Compensation Committee of the Board. The Board may at any time administer the Plan, in whole or in part, notwithstanding that the Board has previously appointed a committee to act as the Plan Administrator.

(k) " ***Qualifying Termination*** " means either (i) an Involuntary Termination Without Cause, or (ii) a Constructive Termination, in either case that occurs during the 30 day period immediately preceding a Change in Control or the 18 month period immediately following a Change in Control. Termination of employment of a Participant due to death or disability will not constitute a Qualifying Termination.

(l) " ***Separation from Service*** " means a "separation from service" within the meaning of Treasury Regulations Section 1.409A-1(h), without regard to any permissible alternative definition of "termination of employment" thereunder.

3. E LIGIBILITY FOR B ENEFITS .

(a) Eligibility; Exceptions to Benefits. Subject to the terms and conditions of this Plan, the Company will provide the benefits described in Section 4 to the affected Participant. A Participant will not receive benefits under the Plan (or will receive reduced benefits under the Plan) in the following circumstances, as determined by the Plan Administrator, in its sole discretion:

(i) The Participant is a party to an employment agreement or equity award agreement with the Company, or is an eligible participant in another benefit plan, in each case providing for accelerated vesting of equity awards in the event of a Change in Control and/or a

Qualifying Termination, and which agreement or plan is in effect at the time of the Change in Control and/or the Qualifying Termination, and which agreement or plan provides benefits in an amount that is greater than the amount provided for in this Plan, in which case such Participant's applicable benefit will be governed by the terms of such agreement or plan. This Plan does not provide for duplication of benefits with any such other agreement or plan.

(ii) The Participant's employment terminates or is terminated for any reason other than a Qualifying Termination, or is terminated for any reason more than 30 days prior to a Change in Control.

(iii) The Participant has not entered into the Company's standard form of Employee Invention Assignment and Confidentiality Agreement or any similar or successor document (the " ***Proprietary Agreement*** ").

(iv) The Participant has failed to execute, or has revoked, the Release (as defined and described in Section 6(a) below) within 60 days following his or her Separation from Service.

(v) The Participant has failed to return all Company Property. For this purpose, " ***Company Property*** " means all paper and electronic Company documents (and all copies thereof) created and/or received by the Participant during his or her period of employment with the Company and other Company materials and property that the Participant has in his or her possession or control, including, without limitation, Company files, notes, drawings records, plans, forecasts, reports, studies, analyses, proposals, agreements, financial information, research and development information, sales and marketing information, operational and personnel information, specifications, code, software, databases, computer-recorded information, tangible property and equipment (including, without limitation, leased vehicles, computers, computer equipment, software programs, facsimile machines, mobile telephones, servers), credit and calling cards, entry cards, identification badges and keys, and any materials of any kind that contain or embody any proprietary or confidential information of the Company (and all reproductions thereof, in whole or in part). As a condition to receiving benefits under the Plan, a Participant must not make or retain copies, reproductions or summaries of any such Company documents, materials or property. However, a Participant is not required to return his or her personal copies of documents evidencing the Participant's hire, termination, compensation, benefits and stock options and any other documentation received as a stockholder of the Company.

(b) Termination of Benefits. A Participant's right to receive benefits under the Plan will terminate immediately if, at any time prior to or during the period for which the Participant is receiving benefits under the Plan, the Participant, without the prior written approval of the Plan Administrator:

(i) willfully breaches a material provision of the Proprietary Agreement;

(ii) encourages or solicits any of the Company's then current employees to leave the Company's employ for any reason or interferes in any other manner with employment relationships at the time existing between the Company and its then current employees; or

(iii) induces any of the Company's then current clients, customers, suppliers, vendors, distributors, licensors, licensees or other third party to terminate their existing business relationship with the Company or interferes in any other manner with any existing business relationship between the Company and any then current client, customer, supplier, vendor, distributor, licensor, licensee or other third party.

4. AMOUNT OF BENEFITS.

(a) Single Trigger Vesting. Subject to a Participant's continued service and eligibility under this Plan through the time immediately prior to a Change in Control, or in the event of a Qualifying Termination in the 30 day period immediately preceding a Change in Control, and except as may otherwise be provided in the Participant's Participation Notice, 25% of the total number of shares (or such lesser number as remain unvested) subject to each of the Participant's compensatory equity awards that are outstanding as of immediately prior to the Change in Control (or, in the case of a Qualifying Termination, as of the Qualifying Termination and after giving effect to the accelerated vesting in Section 4(b) below), including, without limitation, stock options and restricted stock units, will immediately vest, and, as applicable, become exercisable.

(b) Double Trigger Vesting. In the event of the Qualifying Termination of a Participant who is serving at or above the level of Senior Vice President at the time of the Qualifying Termination, and except as may otherwise be provided in the Participant's Participation Notice, an additional 25% of the total number of shares (or such lesser number as remain unvested) subject to each of the Participant's then-outstanding compensatory equity awards, including, without limitation, stock options and restricted stock units, will vest, and, as applicable, become exercisable, effective as of the date of the Qualifying Termination This vesting is in addition to any vesting benefit for which the Participant is eligible under Section 4(a) above, such that a Participant serving at or above the level of Senior Vice President at the time of the Qualifying Termination may be eligible for acceleration of up to 50% of the total number of shares subject to each then-outstanding compensatory equity award.

5. ADDITIONAL BENEFITS. The Plan Administrator may, in its sole discretion, provide additional or enhanced benefits to the Participants and may also provide the benefits of this Plan to employees who are not Participants ("***Non-Participants***") but who are chosen by the Plan Administrator, in its sole discretion, to receive benefits under this Plan. The provision of any such benefits to a Participant or a Non-Participant will in no way obligate the Company to provide such benefits to any other Participant or to any other Non-Participant, even if similarly situated. If benefits under the Plan are provided to a Non-Participant, references in the Plan to "Participant" will be deemed to refer to such Non-Participants.

6. L IMITATIONS ON B ENEFITS .

(a) Release. To be eligible to receive any benefits under the Plan that are triggered by a Qualifying Termination, a Participant must execute, in connection with the Participant's Qualifying Termination, a general waiver and release in substantially the form attached hereto as **E XHIBIT B** , **E XHIBIT C** , or **E XHIBIT D** , as appropriate (the " ***Release*** "), and such release must become effective in accordance with its terms within 60 days following the Separation from Service (the " ***Release Date*** "). With respect to any outstanding stock option held by the Participant that is subject to acceleration under this Plan, such option may not be exercised as to any shares as to which the vesting was accelerated until the Release Date, and only if the Release becomes effective. The Plan Administrator, in its sole discretion, may modify the form of the required Release to comply with applicable law, and any such Release may be incorporated into a termination agreement or other agreement with the Participant.

(b) Prior Agreements; Certain Reductions. The Plan Administrator will reduce a Participant's benefits under this Plan by any other statutory severance obligations or contractual severance benefits, obligations for pay in lieu of notice, and any other similar benefits payable to the Participant by the Company (or any successor thereto) that are due in connection with the Participant's Qualifying Termination and that are in the same form as the benefits provided under this Plan (that is, equity award vesting credit). Without limitation, this reduction includes a reduction for any benefits required pursuant to (i) any applicable legal requirement, including, without limitation, the Worker Adjustment and Retraining Notification Act (the " ***WARN Act*** "), (ii) a written employment or severance agreement with the Company, (iii) any Company policy or practice providing for the Participant to remain on the payroll for a limited period of time after being given notice of the termination of the Participant's employment, and (iv) any required salary continuation, notice pay, statutory severance payment, or other payments either required by local law, or owed pursuant to a collective labor agreement, as a result of the termination of the Participant's employment. The benefits provided under the Plan are intended to satisfy, to the greatest extent possible, and not to provide benefits duplicative of, any and all statutory, contractual and collective agreement obligations of the Company in respect of the form of benefits provided under this Plan that may arise out of a Qualifying Termination, and the Plan Administrator will so construe and implement the terms of the Plan. Reductions may be applied on a retroactive basis, with benefits previously provided being recharacterized as benefits pursuant to the Company's statutory or other contractual obligations. The payments pursuant to the Plan are in addition to, and not in lieu of, any unpaid salary, bonuses or employee welfare benefits to which a Participant may be entitled for the period ending with the Participant's Qualifying Termination.

(c) Mitigation. Except as otherwise specifically provided in the Plan, a Participant will not be required to mitigate damages or the amount of any payment provided under the Plan by seeking other employment or otherwise, nor will the amount of any payment provided for under the Plan be reduced by any compensation earned by a Participant as a result of employment by another employer or any retirement benefits received by such Participant after the date of the Participant's termination of employment with the Company.

(d) Indebtedness of Participants. If a Participant is indebted to the Company on the effective date of his or her Qualifying Termination, the Company reserves the right to offset the payment of any severance benefits under the Plan by the amount of such indebtedness **.** Such offset shall be made in accordance with all applicable laws. The Participant's execution of the Participant Notice constitutes knowing written consent to the foregoing.

(e) Parachute Payments. Except as otherwise expressly provided in an agreement between a Participant and the Company, if any payment or benefit the Participant would receive in connection with a Change in Control from the Company or otherwise (a " ***Payment*** ") would (i) constitute a "parachute payment" within the meaning of Section 280G of the Code, and (ii) but for this sentence, be subject to the excise tax imposed by Section 4999 of the Code (the " ***Excise Tax*** "), then such Payment will be equal to the Reduced Amount. The " ***Reduced Amount*** " will be either (A) the largest portion of the Payment that would result in no portion of the Payment being subject to the Excise Tax, or (B) the largest portion, up to and including the total, of the Payment, whichever amount, after taking into account all applicable federal, state, provincial, foreign and local employment taxes, income taxes, and the Excise Tax (all computed at the highest applicable marginal rate), results in the Participant's receipt, on an after-tax basis, of the greatest economic benefit notwithstanding that all or some portion of the Payment may be subject to the Excise Tax. If a reduction in payments or benefits constituting "parachute payments" is necessary so that the Payment equals the Reduced Amount, reduction will occur in the following order: (1) reduction of cash payments; (2) cancellation of accelerated vesting of stock awards other than stock options; (3) cancellation of accelerated vesting of stock options; and (4) reduction of other benefits paid to the Participant. Within any such category of Payments (that is, (1), (2), (3) or (4)), a reduction will occur first with respect to amounts that are not "deferred compensation" within the meaning of Section 409A of the Code and then with respect to amounts that are. In the event that acceleration of vesting of stock award compensation is to be reduced, such acceleration of vesting will be cancelled in the reverse order of the date of grant of the Participant's applicable type of stock award (*i.e.* , earliest granted stock awards are cancelled last). If Section 409A is not applicable by law to a Participant, the Company shall determine whether any similar law in the Participant's jurisdiction applies and should be taken into account.

7. TAX MATTERS .

(a) Application of Code Section 409A . It is intended that all of the benefits provided under the Plan satisfy, to the greatest extent possible, the exemptions from the application of Section 409A of the Code and the regulations and other guidance thereunder and any state law of similar effect (collectively, " ***Section 409A*** ") provided under Treasury Regulations Sections 1.409A-1(b)(4), 1.409A-1(b)(5) and 1.409A-1(b)(9), and the Plan will be construed to the greatest extent possible as consistent with those provisions. To the extent not so exempt, the Plan (and any definitions under the Plan) will be construed in a manner that complies with Section 409A, and incorporates by reference all required definitions and payment terms. For purposes of Section 409A (including, without limitation, for purposes of Treasury Regulations Section 1.409A-2(b)(2)(iii)), a Participant's right to receive any installment payments under the Plan will be treated as a right to receive a series of separate payments and, accordingly, each installment payment under the Plan will at all times be considered a separate and distinct payment. If the Plan Administrator determines that any of the payments upon a Separation from Service provided under the Plan constitute "deferred compensation" under Section 409A and if the

Participant is a “specified employee” of the Company, as such term is defined in Section 409A(a)(2)(B)(i), at the time of his or her Separation from Service, then, solely to the extent necessary to avoid the incurrence of the adverse personal tax consequences under Section 409A, the timing of the payments upon a Separation from Service will be delayed as follows: on the earlier to occur of (i) the date that is six months and one day after the effective date of the Participant’s Separation from Service, and (ii) the date of the Participant’s death (such earlier date, the “ ***Delayed Initial Payment Date*** ”), the Company will (A) pay to the Participant a lump sum amount equal to the sum of the payments upon Separation from Service that the Participant would otherwise have received through the Delayed Initial Payment Date if the commencement of the payments had not been delayed pursuant to this Section 7(a), and (B) commence paying the balance of the payments in accordance with the applicable payment schedules set forth in above. No interest will be due on any amounts so deferred. If Section 409A is not applicable by law to a Participant, the Company shall determine whether any similar law in the Participant’s jurisdiction applies and should be taken into account.

(b) Withholding. All payments under the Plan will be subject to all applicable withholding obligations of the Company, including, without limitation, obligations to withhold for federal, state, provincial, foreign and local income and employment taxes.

(c) Tax Advice. By becoming a Participant in the Plan, Participant agrees to review with Participant’s own tax advisors the federal, state, provincial, local and foreign tax consequences of participation in this Plan. Participant shall rely solely on such advisors and not on any statements or representations of the Company or any of its agents. Participant understands that Participant (and not the Company) shall be responsible for his or her own tax liability that may arise as a result of becoming a Participant in the Plan.

8. REEMPLOYMENT. In the event of a Participant’s reemployment by the Company during the period of time in respect of which severance benefits have been provided (that is, benefits as a result of a Qualifying Termination), the Company, in its sole and absolute discretion, may require such Participant to repay to the Company all or a portion of such severance benefits as a condition of reemployment.

9. RIGHT TO INTERPRET PLAN; AMENDMENT AND TERMINATION.

(a) Exclusive Discretion. The Plan Administrator will have the exclusive discretion and authority to establish rules, forms, and procedures for the administration of the Plan and to construe and interpret the Plan and to decide any and all questions of fact, interpretation, definition, computation or administration arising in connection with the operation of the Plan, including, without limitation, the eligibility to participate in the Plan, the amount of benefits paid under the Plan and any adjustments that need to be made in accordance with the laws applicable to a Participant. The rules, interpretations, computations and other actions of the Plan Administrator will be binding and conclusive on all persons.

(b) Amendment or Termination. The Company reserves the right to amend or terminate the Plan, any Participation Notice issued pursuant to the Plan or the benefits provided hereunder at any time; *provided, however* , that no such amendment or termination will apply to any Participant who would be adversely affected by such amendment or termination unless such Participant consents in writing to such amendment or termination. Any action amending or terminating the Plan or any Participation Notice will be in writing and executed by a duly authorized officer of the Company.

10. No Implied Employment Contract. The Plan will not be deemed (i) to give any employee or other person any right to be retained in the employ of the Company, or (ii) to interfere with the right of the Company to discharge any employee or other person at any time, with or without cause, which right is hereby reserved.

11. Legal Construction. The Plan will be governed by and construed under the laws of the State of California (without regard to principles of conflict of laws), except to the extent preempted by ERISA.

12. Claims, Inquiries And Appeals.

(a) Applications for Benefits and Inquiries . Any application for benefits, inquiries about the Plan or inquiries about present or future rights under the Plan must be submitted to the Plan Administrator in writing by an applicant (or his or her authorized representative). The Plan Administrator is set forth in Section 14(d).

(b) Denial of Claims. In the event that any application for benefits is denied in whole or in part, the Plan Administrator must provide the applicant with written or electronic notice of the denial of the application, and of the applicant's right to review the denial. Any electronic notice will comply with the regulations of the U.S. Department of Labor. The notice of denial will be set forth in a manner designed to be understood by the applicant and will include the following:

(1) the specific reason or reasons for the denial;

(2) references to the specific Plan provisions upon which the denial is based;

(3) a description of any additional information or material that the Plan Administrator needs to complete the review and an explanation of why such information or material is necessary; and

(4) an explanation of the Plan's review procedures and the time limits applicable to such procedures, including a statement of the applicant's right to bring a civil action under Section 502(a) of ERISA following a denial on review of the claim, as described in Section 12(d).

The notice of denial will be given to the applicant within 90 days after the Plan Administrator receives the application, unless special circumstances require an extension of time, in which case, the Plan Administrator has up to an additional 90 days for processing the application. If an extension of time for processing is required, written notice of the extension will be furnished to the applicant before the end of the initial 90 day period.

The notice of extension will describe the special circumstances necessitating the additional time and the date by which the Plan Administrator is to render its decision on the application.

(c) Request for a Review. Any person (or that person's authorized representative) for whom an application for benefits is denied, in whole or in part, may appeal the denial by submitting a request for a review to the Plan Administrator within 60 days after the application is denied. A request for a review will be in writing and will be addressed to:

Zynga Inc.
Attn: General Counsel
699 8 th Street
San Francisco, CA 94103

A request for review must set forth all of the grounds on which it is based, all facts in support of the request and any other matters that the applicant feels are pertinent. The applicant (or his or her representative) will have the opportunity to submit (or the Plan Administrator may require the applicant to submit) written comments, documents, records, and other information relating to his or her claim. The applicant (or his or her representative) will be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to his or her claim. The review will take into account all comments, documents, records and other information submitted by the applicant (or his or her representative) relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination.

(d) Decision on Review. The Plan Administrator will act on each request for review within 60 days after receipt of the request, unless special circumstances require an extension of time (not to exceed an additional 60 days), for processing the request for a review. If an extension for review is required, written notice of the extension will be furnished to the applicant within the initial 60 day period. This notice of extension will describe the special circumstances necessitating the additional time and the date by which the Plan Administrator is to render its decision on the review. The Plan Administrator will give prompt, written or electronic notice of its decision to the applicant. Any electronic notice will comply with the regulations of the U.S. Department of Labor. In the event that the Plan Administrator confirms the denial of the application for benefits, in whole or in part, the notice will set forth, in a manner designed to be understood by the applicant, the following:

(1) the specific reason or reasons for the denial;

(2) references to the specific Plan provisions upon which the denial is based;

(3) a statement that the applicant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to his or her claim; and

(4) a statement of the applicant's right to bring a civil action under Section 502(a) of ERISA.

(e) Rules and Procedures. The Plan Administrator will establish rules and procedures, consistent with the Plan and with ERISA, as necessary and appropriate in carrying out its responsibilities in reviewing benefit claims. The Plan Administrator may require an applicant who wishes to submit additional information in connection with an appeal from the denial of benefits to do so at the applicant's own expense.

(f) Exhaustion of Remedies. No legal action for benefits under the Plan may be brought until the applicant (i) has submitted a written application for benefits in accordance with the procedures described by Section 12(a), (ii) has been notified by the Plan Administrator that the application is denied, (iii) has filed a written request for a review of the application in accordance with the appeal procedure described in Section 12(c), and (iv) has been notified that the Plan Administrator has denied the appeal. Notwithstanding the foregoing, if the Plan Administrator does not respond to an applicant's claim or appeal within the relevant time limits specified in this Section 12, the applicant may bring legal action for benefits under the Plan pursuant to Section 502(a) of ERISA.

13. BASIS OF PAYMENTS TO AND FROM PLAN. All benefits under the Plan will be paid by the Company. The Plan will be unfunded, and benefits hereunder will be paid only from the general assets of the Company.

14. OTHER PLAN INFORMATION.

(a) Employer and Plan Identification Numbers. The Employer Identification Number assigned to the Company (which is the "Plan Sponsor" as that term is used in ERISA) by the Internal Revenue Service is 42-1733483. The Plan Number assigned to the Plan by the Plan Sponsor pursuant to the instructions of the Internal Revenue Service is 525.

(b) Ending Date for Plan's Fiscal Year. The date of the end of the fiscal year for the purpose of maintaining the Plan's records is December 31.

(c) Agent for the Service of Legal Process . The agent for the service of legal process with respect to the Plan is:

Zynga Inc.
Attn: General Counsel
699 8th Street
San Francisco, CA 94103

(d) Plan Sponsor and Administrator. The "Plan Sponsor" and the "Plan Administrator" of the Plan is:

Zynga Inc.
Attn: General Counsel
699 8 th Street
San Francisco, CA 94103

The Plan Sponsor's and Plan Administrator's telephone number is (800) 762-2530. The Plan Administrator is the named fiduciary charged with the responsibility for administering the Plan.

15. STATEMENT OF ERISA RIGHTS.

Participants in the Plan (which is a welfare benefit plan sponsored by Zynga Inc.) are entitled to certain rights and protections under ERISA. If you are a Participant, you are considered a participant in the Plan for the purposes of this Section 15 and, under ERISA, you are entitled to:

Receive Information About Your Plan and Benefits

(a) Examine, without charge, at the Plan Administrator's office and at other specified locations, such as worksites, all documents governing the Plan and a copy of the latest annual report (Form 5500 Series), if applicable, filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration;

(b) Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan and copies of the latest annual report (Form 5500 Series), if applicable, and an updated (as necessary) Summary Plan Description. The Plan Administrator may make a reasonable charge for the copies; and

(c) Receive a summary of the Plan's annual financial report, if applicable. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.

Prudent Actions By Plan Fiduciaries

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate the Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including your employer, your union or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a Plan benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a Plan benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of Plan documents or the latest annual report from the Plan, if applicable, and do not receive them within 30 days, you may file suit in a federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or federal court.

If you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance With Your Questions

If you have any questions about the Plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

16. GENERAL PROVISIONS.

(a) Notices. Any notice, demand or request required or permitted to be given by either the Company or a Participant pursuant to the terms of the Plan will be in writing and will be deemed given when delivered personally, when received electronically (including email addressed to the Participant’s Company email account and to the Company email account of the Company’s General Counsel), or deposited in the U.S. mail, First Class with postage prepaid, and addressed to the parties, in the case of the Company, at the address set forth in Section 14(d), in the case of a Participant, at the address as set forth in the Company’s employment file maintained for the Participant as previously furnished by the Participant or such other address as a party may request by notifying the other in writing.

(b) Transfer and Assignment. The rights and obligations of a Participant under the Plan may not be transferred or assigned without the prior written consent of the Company. The Plan will be binding upon any surviving entity resulting from a Change in Control and upon any other person who is a successor by merger, acquisition, consolidation or otherwise to the business formerly carried on by the Company without regard to whether or not such person or entity actively assumes the obligations hereunder.

(c) Waiver. Any party's failure to enforce any provision or provisions of the Plan will not in any way be construed as a waiver of any such provision or provisions, nor prevent any party from thereafter enforcing each and every other provision of the Plan. The rights granted to the parties herein are cumulative and will not constitute a waiver of any party's right to assert all other legal remedies available to it under the circumstances.

(d) Severability. Should any provision of the Plan be declared or determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired.

(e) Section Headings. Section headings in the Plan are included only for convenience of reference and will not be considered part of the Plan for any other purpose.

17. EXECUTION. To record the adoption of the Plan as set forth herein, Zynga Inc. has caused its duly authorized officer to execute the same as of the Effective Date.

ZYNGA INC.:

____

(Signature)

By: ______________________________

Title: ______________________________

EXHIBIT A

ZYNGA INC.

CHANGE IN CONTROL SEVERANCE BENEFIT PLAN
PARTICIPATION NOTICE

To: ______________________________

Date: ______________________________

Zynga Inc. (the " ***Company*** ") has adopted the Zynga Inc. Change in Control Severance Benefit Plan (the " ***Plan*** "). The Company is providing you this Participation Notice to inform you that you have been designated as a Participant in the Plan. A copy of the Plan document is attached to this Participation Notice. The terms and conditions of your participation in the Plan are as set forth in the Plan and this Participation Notice, which together constitute the Summary Plan Description for the Plan.

You understand that by accepting your status as a Participant in the Plan, your stock options that have been considered to be "incentive stock options" prior to the date hereof may cease to qualify as "incentive stock options" as a result of the vesting acceleration benefit provided in the Plan. By accepting participation, you represent that you have either consulted your personal tax or financial planning advisor about the tax consequences of your participation in the Plan, or you have knowingly declined to do so.

Notwithstanding the terms of the Plan:

____

____

Please return to the Company's General Counsel a copy of this Participation Notice signed by you and retain a copy of this Participation Notice, along with the Plan document, for your records.

ZYNGA INC.:

____
(Signature)

By: ______________________________

Title: ______________________________

EXHIBIT B

RELEASE AGREEMENT
[EMPLOYEES AGE 40 OR OVER; INDIVIDUAL TERMINATION]

I understand and agree completely to the terms set forth in the Zynga Inc. Change in Control Severance Benefit Plan (the "*Plan*").

I understand that this Release, together with the Plan, constitutes the complete, final and exclusive embodiment of the entire agreement between the Company, affiliates of the Company and me with regard to the subject matter hereof. I am not relying on any promise or representation by the Company or an affiliate of the Company that is not expressly stated therein. Certain capitalized terms used in this Release are defined in the Plan.

I hereby confirm my obligations under my Proprietary Agreement.

Except as otherwise set forth in this Release, I hereby generally and completely release the Company and its affiliates, and their parents, subsidiaries, successors, predecessors and affiliates, and their partners, members, directors, officers, employees, stockholders, shareholders, agents, attorneys, predecessors, insurers, affiliates and assigns, from any and all claims, liabilities and obligations, both known and unknown, that arise out of or are in any way related to events, acts, conduct, or omissions occurring at any time prior to and including the date I sign this Release. This general release includes, but is not limited to: (a) all claims arising out of or in any way related to my employment with the Company and its affiliates, or their affiliates, or the termination of that employment; (b) all claims related to my compensation or benefits, including salary, bonuses, commissions, vacation pay, expense reimbursements, severance pay, fringe benefits, stock, stock options, or any other ownership interests in the Company and its affiliates, or their affiliates; (c) all claims for breach of contract, wrongful termination, and breach of the implied covenant of good faith and fair dealing; (d) all tort claims, including claims for fraud, defamation, emotional distress, and discharge in violation of public policy; and (e) all federal, state, provincial and local statutory claims, including claims for discrimination, harassment, retaliation, attorneys' fees, or other claims arising under the federal Civil Rights Act of 1964 (as amended), the federal Americans with Disabilities Act of 1990 (as amended), the federal Age Discrimination in Employment Act (as amended) ("***ADEA***"), the federal Employee Retirement Income Security Act of 1974 (as amended), and the California Fair Employment and Housing Act (as amended).

Notwithstanding the foregoing, I understand that the following rights or claims are not included in my Release: (a) any rights or claims for indemnification I may have pursuant to any written indemnification agreement with the Company or its affiliate to which I am a party; the charter, bylaws, or operating agreements of the Company or its affiliate; or under applicable law; or (b) any rights which cannot be waived as a matter of law. In addition, I understand that nothing in this Release prevents me from filing, cooperating with, or participating in any proceeding before the Equal Employment Opportunity Commission, the Department of Labor, or the California Department of Fair Employment and Housing, except that I hereby waive my right to any monetary benefits in connection with any such claim, charge or proceeding. I hereby represent and warrant that, other than the claims identified in this paragraph, I am not aware of any claims I have or might have that are not included in the Release.

I acknowledge that I am knowingly and voluntarily waiving and releasing any rights I may have under the ADEA, and that the consideration given under the Plan for the waiver and release in the preceding paragraph hereof is in addition to anything of value to which I was already entitled. I further acknowledge that I have been advised by this writing, as required by the ADEA, that: (a) my waiver and release do not apply to any rights or claims that may arise after the date I sign this Release; (b) I should consult with an attorney prior to signing this Release (although I may choose voluntarily not do so); (c) I have 21 days to consider this Release (although I may choose voluntarily to sign this Release earlier); (d) I have seven days following the date I sign this Release to revoke the Release by providing written notice to an officer of the Company; and (e) this Release will not be effective until the date upon which the revocation period has expired, which will be the eighth day after I sign this Release.

I acknowledge that I have read and understand Section 1542 of the California Civil Code which reads as follows: **"A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."** I hereby expressly waive and relinquish all rights and benefits under that section and any law of any jurisdiction of similar effect with respect to my release of any claims hereunder.

I hereby represent that I have been paid all compensation owed and for all hours worked; I have received all the leave and leave benefits and protections for which I am eligible pursuant to the Family and Medical Leave Act, the California Family Rights Act, or otherwise; and I have not suffered any on-the-job injury for which I have not already filed a workers' compensation claim.

I acknowledge that to become effective, I must sign and return this Release to the Company so that it is received not later than 21 days following the date it is provided to me.

P ARTICIPANT :

____
(Signature)

By: ______________________________

Date: ______________________________

EXHIBIT C

RELEASE AGREEMENT
[EMPLOYEES AGE 40 OR OVER; GROUP TERMINATION]

I understand and agree completely to the terms set forth in the Zynga Inc. Change in Control Severance Benefit Plan (the "*Plan*").

I understand that this Release, together with the Plan, constitutes the complete, final and exclusive embodiment of the entire agreement between the Company, affiliates of the Company and me with regard to the subject matter hereof. I am not relying on any promise or representation by the Company or an affiliate of the Company that is not expressly stated therein. Certain capitalized terms used in this Release are defined in the Plan.

I hereby confirm my obligations under my Proprietary Agreement.

Except as otherwise set forth in this Release, I hereby generally and completely release the Company and its affiliates, and their parents, subsidiaries, successors, predecessors and affiliates, and its and their partners, members, directors, officers, employees, stockholders, shareholders, agents, attorneys, predecessors, insurers, affiliates and assigns, from any and all claims, liabilities and obligations, both known and unknown, that arise out of or are in any way related to events, acts, conduct, or omissions occurring at any time prior to and including the date I sign this Release. This general release includes, but is not limited to: (a) all claims arising out of or in any way related to my employment with the Company and its affiliates, or their affiliates, or the termination of that employment; (b) all claims related to my compensation or benefits, including salary, bonuses, commissions, vacation pay, expense reimbursements, severance pay, fringe benefits, stock, stock options, or any other ownership interests in the Company and its affiliates, or their affiliates; (c) all claims for breach of contract, wrongful termination, and breach of the implied covenant of good faith and fair dealing; (d) all tort claims, including claims for fraud, defamation, emotional distress, and discharge in violation of public policy; and (e) all federal, state, provincial and local statutory claims, including claims for discrimination, harassment, retaliation, attorneys' fees, or other claims arising under the federal Civil Rights Act of 1964 (as amended), the federal Americans with Disabilities Act of 1990 (as amended), the federal Age Discrimination in Employment Act (as amended) ("***ADEA***"), the federal Employee Retirement Income Security Act of 1974 (as amended), and the California Fair Employment and Housing Act (as amended).

Notwithstanding the foregoing, I understand that the following rights or claims are not included in my Release: (a) any rights or claims for indemnification I may have pursuant to any written indemnification agreement with the Company or its affiliate to which I am a party; the charter, bylaws, or operating agreements of the Company or its affiliate; or under applicable law; or (b) any rights which cannot be waived as a matter of law. In addition, I understand that nothing in this Release prevents me from filing, cooperating with, or participating in any proceeding before the Equal Employment Opportunity Commission, the Department of Labor, or the California Department of Fair Employment and Housing, except that I hereby waive my right to any monetary benefits in connection with any such claim, charge or proceeding. I hereby represent and warrant that, other than the claims identified in this paragraph, I am not aware of any claims I have or might have that are not included in the Release.

I acknowledge that I am knowingly and voluntarily waiving and releasing any rights I may have under the ADEA, and that the consideration given under the Plan for the waiver and release in the preceding paragraph hereof is in addition to anything of value to which I was already entitled. I further acknowledge that I have been advised by this writing, as required by the ADEA, that: (a) my waiver and release do not apply to any rights or claims that may arise after the date I sign this Release; (b) I should consult with an attorney prior to signing this Release (although I may choose voluntarily not to do so); (c) I have 45 days to consider this Release (although I may choose voluntarily to sign this Release earlier); (d) I have seven days following the date I sign this Release to revoke the Release by providing written notice to an office of the Company; (e) this Release will not be effective until the date upon which the revocation period has expired, which will be the eighth day after I sign this Release; and (f) I have received with this Release a detailed list of the job titles and ages of all employees who were terminated in this group termination and the ages of all employees of the Company in the same job classification or organizational unit who were not terminated.

I acknowledge that I have read and understand Section 1542 of the California Civil Code which reads as follows: **"A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."** I hereby expressly waive and relinquish all rights and benefits under that section and any law of any jurisdiction of similar effect with respect to my release of any claims hereunder.

I hereby represent that I have been paid all compensation owed and for all hours worked; I have received all the leave and leave benefits and protections for which I am eligible pursuant to the Family and Medical Leave Act, the California Family Rights Act, or otherwise; and I have not suffered any on-the-job injury for which I have not already filed a workers' compensation claim.

I acknowledge that to become effective, I must sign and return this Release to the Company so that it is received not later than 45 days following the date it is provided to me.

P ARTICIPANT :

____
(Signature)

By: ______________________________

Date: ______________________________

EXHIBIT D

RELEASE AGREEMENT
[EMPLOYEES UNDER AGE 40]

I understand and agree completely to the terms set forth in the Zynga Inc. Change in Control Severance Benefit Plan (the "*Plan*").

I understand that this Release, together with the Plan, constitutes the complete, final and exclusive embodiment of the entire agreement between the Company, affiliates of the Company and me with regard to the subject matter hereof. I am not relying on any promise or representation by the Company or an affiliate of the Company that is not expressly stated therein. Certain capitalized terms used in this Release are defined in the Plan.

I hereby confirm my obligations under my Employee Proprietary Agreement.

Except as otherwise set forth in this Release, I hereby generally and completely release the Company and its affiliates, and their parents, subsidiaries, successors, predecessors and affiliates, and its and their partners, members, directors, officers, employees, stockholders, shareholders, agents, attorneys, predecessors, insurers, affiliates and assigns, from any and all claims, liabilities and obligations, both known and unknown, that arise out of or are in any way related to events, acts, conduct, or omissions occurring at any time prior to and including the date I sign this Release. This general release includes, but is not limited to: (a) all claims arising out of or in any way related to my employment with the Company and its affiliates, or their affiliates, or the termination of that employment; (b) all claims related to my compensation or benefits, including salary, bonuses, commissions, vacation pay, expense reimbursements, severance pay, fringe benefits, stock, stock options, or any other ownership interests in the Company and its affiliates, or their affiliates; (c) all claims for breach of contract, wrongful termination, and breach of the implied covenant of good faith and fair dealing; (d) all tort claims, including claims for fraud, defamation, emotional distress, and discharge in violation of public policy; and (e) all federal, state, provincial and local statutory claims, including claims for discrimination, harassment, retaliation, attorneys' fees, or other claims arising under the federal Civil Rights Act of 1964 (as amended), the federal Americans with Disabilities Act of 1990 (as amended), the federal Employee Retirement Income Security Act of 1974 (as amended), and the California Fair Employment and Housing Act (as amended).

Notwithstanding the foregoing, I understand that the following rights or claims are not included in my Release: (a) any rights or claims for indemnification I may have pursuant to any written indemnification agreement with the Company or its affiliate to which I am a party; the charter, bylaws, or operating agreements of the Company or its affiliate; or under applicable law; or (b) any rights which cannot be waived as a matter of law. In addition, I understand that nothing in this Release prevents me from filing, cooperating with, or participating in any proceeding before the Equal Employment Opportunity Commission, the Department of Labor, or the California Department of Fair Employment and Housing, except that I hereby waive my right to any monetary benefits in connection with any such claim, charge or proceeding. I hereby represent and warrant that, other than the claims identified in this paragraph, I am not aware of any claims I have or might have that are not included in the Release.

I acknowledge that I have read and understand Section 1542 of the California Civil Code which reads as follows: **"A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."** I hereby expressly waive and relinquish all rights and benefits under that section and any law of any jurisdiction of similar effect with respect to my release of any claims hereunder.

I hereby represent that I have been paid all compensation owed and for all hours worked; I have received all the leave and leave benefits and protections for which I am eligible pursuant to the Family and Medical Leave Act, the California Family Rights Act, or otherwise; and I have not suffered any on-the-job injury for which I have not already filed a workers' compensation claim.

I acknowledge that to become effective, I must sign and return this Release to the Company so that it is received not later than 14 days following the date it is provided to me.

PARTICIPANT:

____
(Signature)

By: ______________________

Date: ______________________

Exhibit 21.1

SUBSIDIARIES OF ZYNGA INC.

Spooky Cool Labs LLC (Delaware)

650 Townsend Systems LLC (California)

Big Dog Holdings LLC (California)

Zynga Gaming LLC (Delaware)

XPD Media Inc. (Cayman)

Zynga China (Beijing) Co. Ltd. (China)

Zynga Game Canada Ltd. (Canada)

Zynga Game Holdings Limited (Ireland)

Zynga Game International Limited (Jersey)

Zynga Game Ireland Limited (Ireland)

Zynga Game Network India Private Limited (India)

Zynga Germany GmbH (Germany)

Zynga U.K. Limited (United Kingdom)

NaturalMotion Limited (United Kingdom)

NaturalMotion Games Limited (United Kingdom)

NaturalMotion Software Limited (United Kingdom)

NaturalMotion Inc. (Delaware)

Rising Tide Games, Inc. (Delaware)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3ASR No. 333-193889) of Zynga Inc.,

(2) Registration Statement (Form S-8 No. 333-199959) pertaining to the 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc.,

(3) Registration Statement (Form S-8 No. 333-193914) pertaining to the Zynga Inc. 2011 Equity Incentive Plan (as successor to the NaturalMotion Limited Option Plan and the NaturalMotion Limited Enterprise Management Incentive Scheme),

(4) Registration Statement (Form S-8 No. 333-188282) pertaining to the 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc.,

(5) Registration Statement (Form S-8 No. 333-183406) pertaining to the 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc., and

(6) Registration Statement (Form S-8 No. 333-178529) pertaining to the 2007 Equity Incentive Plan, 2011 Equity Incentive Plan and 2011 Employee Stock Purchase Plan of Zynga Inc.;

of our reports dated February 19, 2016, with respect to the consolidated financial statements and schedule of Zynga Inc. and the effectiveness of internal control over financial reporting of Zynga Inc. included in this Annual Report (Form 10-K) of Zynga Inc. for the year ended December 31, 2015.

/s/ Ernst & Young LLP

San Francisco, CA
February 19, 2016

Exhibit 31.1

CERTIFICATIONS

I, Mark Pincus, certify that:

1. I have reviewed this Annual Report on Form 10-K of Zynga Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2016

/s/ Mark Pincus

Mark Pincus
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Michelle Quejado, certify that:

1. I have reviewed this Annual Report on Form 10-K of Zynga Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 19, 2016

/s/ Michelle Quejado

Michelle Quejado
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Mark Pincus, Chief Executive Officer of Zynga Inc. (the “Company”), and Michelle Quejado, Interim Chief Financial Officer and Chief Accounting Officer of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company’s Annual Report on Form 10-K for the year ended December 31, 2015 (the “Periodic Report”), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

In Witness Whereof, the undersigned have set their hands hereto as of the 19th day of February, 2016.

/s/ Mark Pincus	/s/ Michelle Quejado
Mark Pincus	Michelle Quejado
Chief Executive Officer	Interim Chief Financial Officer and Chief Accounting Officer

“This certification accompanies the Form 10-Q/A to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Zynga Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.”