

ZYNGA INC
Form 4
December 21, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEINER PERKINS CAUFIELD & BYERS XIII, LLC

(Last) (First) (Middle)

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZYNGA INC [ZNGA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|

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| Derivative Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|--------------------------------------|------|------------|------|---|------------|------------|------------------|-----------------|----------------------|
| Series B Convertible Preferred Stock | (1) | 12/21/2011 | C | | | 23,041,532 | (1) | (1) | Class B Common Stock |
| Class B Common Stock | \$ 0 | 12/21/2011 | C | | 23,041,532 | | (2) | (2) | Class A Common Stock |
| Series C Convertible Preferred Stock | (1) | 12/21/2011 | C | | | 1,679,723 | (1) | (1) | Class B Common Stock |
| Class B Common Stock | \$ 0 | 12/21/2011 | C | | 1,679,723 | | (2) | (2) | Class A Common Stock |
| Series C Convertible Preferred Stock | (1) | 12/21/2011 | C | | | 102,287 | (1) | (1) | Class B Common Stock |
| Class B Common Stock | \$ 0 | 12/21/2011 | C | | 102,287 | | (2) | (2) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEINER PERKINS CAUFIELD & BYERS XIII, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB XIII Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA | | X | | |
| KPCB Digital Growth Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB DGF Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB Digital Growth Founders Fund, LLC 2750 SAND HILL ROAD | | X | | |

MENLO PARK, CA 94025

Signatures

| | |
|---|------------|
| /s/ Susan Biglieri, by power of attorney for Kleiner Perkins Caufield & Byers XIII, LLC | 12/21/2011 |
| __Signature of Reporting Person | Date |
| /s/ Susan Biglieri by power of attorney for KPCB XIII Associates, LLC | 12/21/2011 |
| __Signature of Reporting Person | Date |
| /s/ Susan Biglieri by power of attorney for KPCB Digital Growth Fund, LLC | 12/21/2011 |
| __Signature of Reporting Person | Date |
| /s/ Susan Biglieri by power of attorney for KPCB Digital Growth Founders Fund, LLC | 12/21/2011 |
| __Signature of Reporting Person | Date |
| /s/ Susan Biglieri by power of attorney for KPCB DGF Associates, LLC | 12/21/2011 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series B and Series C Preferred Stock automatically converted into shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering on December 21, 2011 and has no expiration date.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (2) The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 5,053,978 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (3) The shares are directly held by KPCB Digital Growth Fund, LLC ("KPCB DGF"). The managing member of KPCB DGF is KPCB DGF Associates, LLC ("DGF Associates"). The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, none of whom has veto power.
- (4) The shares are directly held by KPCB Digital Growth Founders Fund, LLC ("KPCB DGFF"). The managing member of KPCB DGFF is DGF Associates. The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, none of whom has veto power.
- (5)

Remarks:

XIII Associates, DGF Associates and their respective managing members and directors disclaim beneficial ownership of these

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

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