

ZYNGA INC

Form 4

February 20, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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burden hours per  
response... 0.5

(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)  
02/18/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Class A<br>Common<br>Stock            | 02/18/2014                              |   | J <sup>(1)</sup>                     | 5,782,120 D   | \$ 0 15,217,880  | D <sup>(2)</sup>  |  |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Susan Biglieri, by power of attorney for Kleiner Perkins Caufield & Byers XIII, LLC | 02/20/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Susan Biglieri by power of attorney for KPCB XIII Associates, LLC                   | 02/20/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Susan Biglieri by power of attorney for KPCB Digital Growth Fund, LLC               | 02/20/2014 |
| **Signature of Reporting Person   | Date       |
| /s/ Susan Biglieri by power of attorney for KPCB Digital Growth Founders Fund, LLC      | 02/20/2014 |

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\_\_Signature of Reporting Person

Date

/s/ Susan Biglieri by power of attorney for KPCB DGF Associates, LLC

02/20/2014

\_\_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) Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII") made pro rata distributions for no consideration of 5,782,120 shares of Class A Common Stock of the issuer to its members on February 18, 2014.  
  
The shares are directly held by 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 3,724,980 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.
- (2)

### 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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