

ZYNGA INC
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Zynga Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

98986T108

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 10

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1	NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XIII, LLC (“KPCB XIII”)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="radio"/> (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 58,323,908 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 37,323,908 shares of Class A Common Stock), except that KPCB XIII Associates, LLC (“Associates”), the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED
VOTING
6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

58,323,908
shares
(including
37,323,908
shares of Class
B Common
Stock that are
convertible at
any time at the
option of

7 KPCB XIII into
37,323,908
shares of Class
A Common
Stock), except
that Associates,
the managing
member of
KPCB XIII,
may be deemed
to have sole
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 58,323,908₁
REPORTING
PERSON
CHECK
BOX
IF
THE
AGGREGATE
AMOUNT

9

10

11 IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
BY
AMOUNT 36.7%2
IN
ROW
9

12 TYPE
OF
REPORTING
PERSON

1 Consists of shares of Class A common stock and Class B common stock. Each share of Class B common stock is convertible at the option of the holder into one share of Class A common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class B common stock is entitled to seven votes per share, whereas each share of Class A common stock is entitled to one vote per share.

2 Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1	NAME OF REPORTING PERSONS KPCB XIII Associates, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 58,323,908 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 5 37,323,908 shares of Class A Common Stock), all of which are directly owned by KPCB XIII. Associates, the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.

SHARED
VOTING
6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

58,323,908
shares
(including
37,323,908
shares of Class

B Common
Stock that are
convertible at
any time at the
option of
KPCB XIII into

7 37,323,908
shares of Class
A Common
Stock), all of
which are
directly owned
by KPCB XIII.
Associates, the
managing
member of
KPCB XIII,
may be deemed
to have sole
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER

See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

BY
EACH 58,323,908₃

REPORTING
PERSON

10 CHECK
BOX
IF

THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
BY
11 AMOUNT
IN ^{36.7%}₄
ROW
9
TYPE
12 OF
REPORTING
PERSON

3 Consists of shares of Class A common stock and Class B common stock. Each share of Class B common stock is convertible at the option of the holder into one share of Class A common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class B common stock is entitled to seven votes per share, whereas each share of Class A common stock is entitled to one vote per share.

4 Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1 NAME OF
REPORTING
PERSONS
KPCB Digital Growth
Fund, LLC (“KPCB
DGF”)

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

3 (a) (b) x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF 5 SOLE
SHARES VOTING
BENEFICIALLY POWER
OWNED BY 1,679,723
EACH shares
REPORTING (including
PERSON 1,679,723
WITH shares of Class
B Common
Stock that are
convertible at
any time at the
option of
KPCB DGF
into 1,679,723
shares of Class
A Common
Stock), except
that KPCB
DGF
Associates,
LLC (“DGF
Associates”), the
managing
member of
KPCB DGF,
may be deemed
to have sole

power to vote
these shares.

SHARED
VOTING

6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

1,679,723
shares
(including
1,679,723
shares of Class
B Common

Stock that are
convertible at
any time at the
option of

7 KPCB DGF
into 1,679,723
shares of Class

A Common
Stock), except
that DGF
Associates, the
managing
member of
KPCB DGF,
may be deemed
to have sole
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

9

BY
EACH 1,679,723

REPORTING
PERSON

10

CHECK
BOX IF
THE

11 AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
BY
AMOUNT⁴%5
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON

5 Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1	NAME OF REPORTING PERSONS KPCB Digital Growth Founders Fund, LLC ("KPCB DGFF")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 102,287 shares (including 102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common Stock), except that DGF Associates, the managing member of KPCB DGFF, may be deemed to have sole power to vote these shares.
6	SHARED VOTING
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

POWER
See response to
row 5.

SOLE
DISPOSITIVE

POWER
102,287 shares
(including
102,287 shares
of Class B
Common Stock
that are

convertible at
any time at the
option of
7 KPCB DGFF
into 102,287
shares of Class
A Common
Stock), except
that Associates,
the managing
member of
KPCB DGFF,
may be deemed
to have sole
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER
See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

9 BY EACH 102,287

REPORTING
PERSON

10 CHECK
BOX IF

THE
AGGREGATE
AMOUNT
IN ROW

(9)
EXCLUDES
CERTAIN

11 SHARES
PERCENT
OF
CLASS
REPRESENTED
BY
AMOUNT 0.1%
IN ROW
9

12 TYPE
OF
REPORTING OO
PERSON

6 Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1	NAME OF REPORTING PERSONS KPCB DGF Associates, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 1,782,010 shares (including 1,679,723 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 1,679,723 shares of Class A Common Stock and 102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common

Stock), of
which
1,679,723 are
directly owned
by KPCB DGF
and 102,287
are directly
owned by
KPCB DGFF.
DGF

Associates, the
managing
member of
KPCB DGF
and KPCB
DGFF, may be
deemed to have
sole power to
vote these
shares.

SHARED
VOTING

6 POWER

See response to
row 5.

7 SOLE

DISPOSITIVE
POWER

1,782,010
shares
(including
1,679,723
shares of Class
B Common
Stock that are
convertible at
any time at the
option of
KPCB DGF
into 1,679,723
shares of Class
A Common
Stock and
102,287 shares
of Class B
Common Stock
that are
convertible at
any time at the
option of
KPCB DGFF

into 102,287
shares of Class
A Common
Stock), of
which
1,679,723 are
directly owned
by KPCB DGF
and 102,287
are directly
owned by
KPCB DGFF.
DGF
Associates, the
managing
member of
KPCB DGF
and KPCB
DGFF, may be
deemed to have
sole power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 1,782,010
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN
ROW o
(9)
EXCLUDES
CERTAIN
11 SHARES
PERCENT
OF
CLASS 1.5%
REPRESENTED

BY
AMOUNT
IN
ROW 9

12 TYPE
OF 00
REPORTING
PERSON

7 Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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ITEM 1(A).

NAME OF ISSUER
Zynga Inc. (the "Issuer")

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

699 Eighth Street
San Francisco, California 94103

NAME OF PERSONS FILING

ITEM 2(A). This Schedule is filed by Kleiner Perkins Caufield & Byers XIII, LLC, a Delaware limited liability company, KPCB XIII Associates, LLC, a Delaware limited liability company, KPCB Digital Growth Fund, LLC, a Delaware limited liability company, KPCB Digital Growth Founders Fund, LLC, a Delaware limited liability company and KPCB DGF Associates, LLC, a Delaware limited liability company. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, California 94025

CITIZENSHIP

ITEM 2(C).

See Row 4 of cover page for each Reporting Person.

TITLE OF CLASS OF SECURITIES

ITEM 2(D).

Class A Common Stock, \$0.00000625 par value

CUSIP NUMBER

ITEM 2(D)

98986T108

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

ITEM 3.

Not applicable.

ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2011:

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Amount beneficially owned:

(a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:
Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv) See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6. Under certain circumstances set forth in the limited liability company agreement of the Reporting Persons, the members of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable

NOTICE OF DISSOLUTION OF GROUP.

ITEM 9.

Not applicable

CERTIFICATION.

ITEM 10.

Not applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2012

KLEINER PERKINS CAUFIELD & BYERS XIII, LLC, a Delaware limited liability company

KPCB XIII ASSOCIATES, LLC, a Delaware limited liability company

KPCB DIGITAL GROWTH FUND, LLC, a Delaware limited liability company

KPCB DIGITAL GROWTH FOUNDERS FUND, LLC, a Delaware limited liability company

KPCB DGF ASSOCIATES, LLC, a Delaware limited liability company

By: /s/ Ted Schlein

Ted Schlein

Managing Member

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	11

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2012

KLEINER PERKINS CAUFIELD & BYERS XIII, LLC, a Delaware limited liability company

KPCB XIII ASSOCIATES, LLC, a Delaware limited liability company

KPCB DIGITAL GROWTH FUND, LLC, a Delaware limited liability company

KPCB DIGITAL GROWTH FOUNDERS FUND, LLC, a Delaware limited liability company

KPCB DGF ASSOCIATES, LLC, a Delaware limited liability company

By: /s/ Ted Schlein

Ted Schlein

Managing Member