

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

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

REPORTING  
PERSON

10 CHECK  
BOX  
IF

THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT  
OF  
CLASS  
REPRESENTED  
BY  
11 AMOUNT  
IN <sup>36.7%<sup>4</sup></sup>  
ROW  
9  
  
TYPE  
12 OF  
REPORTING  
PERSON

---

<sup>3</sup> 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.

<sup>4</sup> 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)   
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  
AMOUNT<sup>4</sup>%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<br>REPORTING<br>PERSONS<br>KPCB Digital Growth<br>Founders Fund, LLC<br>(“KPCB DGFF”)  |
| 2  | CHECK THE<br>APPROPRIATE BOX<br>IF A MEMBER OF A<br>GROUP  |
| 3  | (a) <input type="radio"/> (b) <input checked="" type="radio"/>   |
| 4  | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION<br>Delaware   |
| 5  | SOLE<br>VOTING<br>POWER<br>102,287 shares<br>(including<br>102,287 shares<br>of Class B<br>Common Stock<br>that are<br>convertible at<br>any time at the<br>option of<br>KPCB DGFF<br>into 102,287<br>shares of Class<br>A Common<br>Stock), except<br>that DGF<br>Associates, the<br>managing<br>member of<br>KPCB DGFF,<br>may be deemed<br>to have sole<br>power to vote<br>these shares. |
| 6  | SHARED<br>VOTING   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>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<br>REPORTING<br>PERSONS<br>KPCB DGF<br>Associates, LLC   |
| 2  | CHECK THE<br>APPROPRIATE BOX<br>IF A MEMBER OF A<br>GROUP  |
| 3  | (a) <input type="radio"/> (b) <input checked="" type="radio"/>   |
| 4  | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION<br>Delaware   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5 SOLE<br>VOTING<br>POWER<br>1,782,010<br>shares<br>(including<br>1,679,723<br>shares of Class<br>B Common<br>Stock that are<br>convertible at<br>any time at the<br>option of<br>KPCB DGF<br>into 1,679,723<br>shares of Class<br>A Common<br>Stock and<br>102,287 shares<br>of Class B<br>Common Stock<br>that are<br>convertible at<br>any time at the<br>option of<br>KPCB DGFF<br>into 102,287<br>shares of Class<br>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:

CUSIP # 98986T108 Page 8 of 11

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

CUSIP # 98986T108 Page 9 of 11

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<br>Sequentially<br>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