

ZYNGA INC  
Form SC 13G/A  
February 14, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## SCHEDULE 13G/A

(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 RULE 13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

### Zynga Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.00000625 per share

(Title of Class of Securities)

98986T108

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1 NAME OF REPORTING PERSONS

2 DST Investments 5 Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

3 (b)   
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands  
5  SOLE VOTING POWER

NUMBER OF

SHARES 18,713,799  
6  SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7  SOLE DISPOSITIVE POWER

REPORTING

PERSON 18,713,799  
8  SHARED DISPOSITIVE POWER

WITH

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 18,713,799  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 3.2%  
TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

**SCHEDULE 13G/A**

This Amendment No. 1 to Schedule 13G is being filed on behalf of DST Investments 5 Ltd., a British Virgin Islands exempted company (the Reporting Person ) to amend the Schedule 13G originally filed by the Reporting Person with the Securities and Exchange Commission on March 27, 2012 (the Original 13G ). This Amendment relates to Class A common stock, par value \$0.00000625 per share (the Class A Common Stock ) of Zynga Inc. (the Issuer ), purchased by the Reporting Person.

**Item 4 Ownership.**

Item 4 of the Original 13G is amended and restated to read as follows:

- (a) The Reporting Person is the beneficial owner of 18,713,799 shares of the Class A Common Stock.
- (b) The Reporting Person is the beneficial owners of 3.2% of the outstanding shares of the Class A Common Stock. This percentage was determined by dividing the 18,713,799 shares of Class A Common Stock the Reporting Person beneficially owns by 583,862,093, which is the number of shares of Class A Common Stock issued and outstanding as of October 15, 2012 according to the Issuer s Form 10-Q filed on October 26, 2012 with the Securities and Exchange Commission.
- (c) The Reporting Person has the sole power to vote and dispose of the 18,713,799 shares of Class A Common Stock it beneficially owns.

**Item 5 Ownership of Five Percent or Less of a Class.**

Item 5 of the Original 13G is amended and restated to read as follows:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

**SIGNATURE**

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 14, 2013

DST INVESTMENTS 5 LTD.

By: /s/ Brett Armitage  
Name: Brett Armitage  
Title: Director

Page 4 of 4