**ZYNGA INC** Form 4 February 20, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DOERR L JOHN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

ZYNGA INC [ZNGA]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

02/18/2014

\_X\_\_ 10% Owner \_X\_\_ Director Other (specify Officer (give title

below)

2750 SAND HILL ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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. Transacti Code (Instr. 8)	4. Securities a coor Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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 Indirect Beneficial Ownership (Instr. 4)			
Class A Common Stock	02/18/2014		<u>J(1)</u>	5,782,120	D	\$0	15,217,880	I	See footnote (2)			
Class A Common Stock	02/18/2014		J <u>(3)</u>	2,050	A	\$0	2,050	I	By 2750 Sand Hill Associates II, LLC (4)			
Class A Common Stock	02/18/2014		J <u>(3)</u>	785,907	A	\$0	785,907	I	By Clarus, LLC (5)			
Class A Common	02/18/2014		J <u>(3)</u>	2,336	A	\$ 0	2,336	I	By Meja, LLC (6)			

Stock

Class A Common 02/18/2014  $J_{\frac{(3)}{2}}$  1,168 A \$ 0 1,168 I By Rolou, LLC  $\frac{(7)}{2}$  Class A Common 12,077 D Stock

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ection	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips						
•	Director	10% Owner	Officer	Other			
DOERR L JOHN							
2750 SAND HILL ROAD	X	X					
MENLO PARK, CA 94025							

# **Signatures**

/s/ Susan Biglieri by power of attorney for L. John
Doerr 02/20/2014

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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 "Fund Distribution").
  - 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, including Mr. Doerr,
- (2) 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.
- (3) Shares acquired by the Reporting Person from the Fund Distribution by KPCB XIII, in which the Reporting Person has an interest as a non-managing member.
- (4) The Reporting Person is the manager of 2750 Sand Hill Associates II, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) The Reporting Person is the manager of Clarus, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) The Reporting Person is the manager of Meja, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (7) The Reporting Person is the manager of Rolou, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

#### **Remarks:**

XIII Associates and its managing members and directors, including Mr. Doerr, disclaim beneficial ownership of these shares en Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.