

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:

☐	Rule 13d-1(b)
☐	Rule 13d-1(c)
☒	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) o (b) x SEC USE ONLY
4	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), except that KPCB XIII Associates, LLC ("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

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 o
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) o (b) x SEC USE ONLY
4	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), 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.

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
 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.

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 9 BY 58,323,908
 EACH
 REPORTING
 PERSON
 10 CHECK
 BOX
 IF o

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) o (b) x SEC USE ONLY CITIZENSHIP OR
4	PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING 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 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 o

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) o (b) x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware 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
5	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 102,287
EACH

REPORTING
PERSON

10

CHECK
BOX IF
THE o
AGGREGATE
AMOUNT
IN ROW

(9)
EXCLUDES
CERTAIN

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

12
 TYPE
 OF
 REPORTING
 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) o (b) x SEC USE ONLY
4	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.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED

9

BY
EACH 1,782,010

REPORTING
PERSON

CHECK
BOX IF

THE
AGGREGATE
AMOUNT

10

IN
ROW o

(9)
EXCLUDES

11

CERTAIN
SHARES
PERCENT
OF
CLASS 1.5%
REPRESENTED

BY
AMOUNT
IN
ROW 9

12 TYPE
OF OF
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.

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

ITEM

7.

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