

GORDON WILLIAM B

Form 4

December 21, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON WILLIAM B

2. Issuer Name **and** Ticker or Trading
Symbol
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2750 SAND HILL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2011

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Class A Common Stock	12/09/2011		C	21,000,000	A \$ 0 21,000,000	I	See Footnote. (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Class B Common Stock	\$ 0	06/20/2011		P	1,000,000	(5)	(5)	Class A Common Stock
Warrant to Purchase Class B Common Stock	\$ 0.0063	12/09/2011		X	16,936,016	(4)	(4)	Class B Common Stock
Class B Common Stock	\$ 0	12/09/2011		X	16,936,016	(5)	(5)	Class A Common Stock
Class B Common Stock	\$ 0	12/09/2011		C	21,000,000	(5)	(5)	Class A Common Stock
Series B Convertible Preferred Stock	(6)	12/21/2011		C	23,041,532	(6)	(6)	Class B Common Stock
Class B Common Stock	\$ 0	12/21/2011		C	23,041,532	(5)	(5)	Class A Common Stock
Series C Convertible Preferred Stock	(6)	12/21/2011		C	1,679,723	(6)	(6)	Class B Common Stock
Class B Common Stock	\$ 0	12/21/2011		C	1,679,723	(5)	(5)	Class A Common Stock
Series C Convertible Preferred Stock	(6)	12/21/2011		C	102,287	(6)	(6)	Class B Common Stock
Class B Common Stock	\$ 0	12/21/2011		C	102,287	(5)	(5)	Class A Common Stock
Class B Common Stock	(5)					(5)	(5)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON WILLIAM B 2750 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

Signatures

/s/ Susan Biglieri, by power of attorney for William B.
Gordon

12/21/2011

__Signature of Reporting Person

Date

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) The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("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. Gordon, none of whom has veto power. Excludes 4,142,860 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.
- (2) The shares are directly held by KPCB Digital Growth Fund, LLC ("KPCB DGF"). The managing member of KPCB DGF is KPCB DGF Associates, LLC ("DGF Associates"). The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, including Mr. Gordon, none of whom has veto power.
- (3) The shares are directly held by KPCB Digital Growth Founders Fund, LLC ("KPCB DGFF"). The managing member of KPCB DGFF is DGF Associates. The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, including Mr. Gordon, none of whom has veto power.
- (4) The Warrant is exercisable at any time prior to the earliest to occur of: (i) July 17, 2018, (ii) the date of the Issuer's initial public offering or (iii) an acquisition of the Issuer.
- (5) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (6) Each share of Series B and Series C Preferred Stock automatically converted into shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering on December 21, 2011 and has no expiration date.

Remarks:

XIII Associates, DGF Associates and their respective managing members and directors, including Mr. Gordon, disclaim benefit

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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