

ZYNGA INC
Form 4
February 16, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)
2750 SAND HILL ROAD
(Street)
MENLO PARK, CA 94025
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/14/2017		C	24,041,532 A	\$ 0 36,454,438	I	By Kleiner Perkins Caufield & Byers XIII, LLC ⁽¹⁾
Class A Common Stock	02/14/2017		J ⁽²⁾	36,454,438 D	\$ 0 0	I	By Kleiner Perkins Caufield & Byers XIII, LLC ⁽¹⁾
Class A Common Stock	02/14/2017		J ⁽²⁾	12,925 A	\$ 0 20,679	I	By 2750 Sand Hill

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Stock									Associates II, LLC ⁽³⁾
Class A Common Stock	02/14/2017		J ⁽²⁾	4,954,919	A	\$ 0	8,545,774	I	By Clarus, LLC ⁽⁴⁾
Class A Common Stock	02/14/2017		J ⁽⁵⁾	1,002,475	A	\$ 0	9,548,249	I	By Clarus, LLC ⁽⁴⁾
Class A Common Stock	02/14/2017		J ⁽²⁾	14,728	A	\$ 0	23,563	I	By Meja, LLC ⁽⁶⁾
Class A Common Stock	02/14/2017		J ⁽²⁾	7,366	A	\$ 0	11,785	I	By Rolou, LLC ⁽⁷⁾
Class A Common Stock	02/14/2017		J ⁽⁵⁾	20,207	A	\$ 0	32,671	I	By Portico Ventures LLC ⁽⁸⁾
Class A Common Stock							1,266,590	D	

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)

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. 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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0	02/14/2017		C	24,041,532	⁽⁹⁾	⁽⁹⁾	Class A Common Stock	24,041,532
	\$ 0					⁽¹⁰⁾	⁽¹⁰⁾		1,679,700

Class B
Common
Stock

Class A
Common
Stock

Class B
Common Stock \$ 0

(10)

(10)

Class A
Common Stock 102,2

Reporting Owners

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

Signatures

/s/ Devang Shah as power of attorney for L. John
Doerr

02/16/2017

__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. Doerr, none of whom has veto power. Excludes 2,562,330 Class A shares 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) Represents shares received in a pro rata distribution by KPCB XIII to its members without consideration.
 - (3) 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.
 - (4) 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.
 - (5) Represents shares received in a pro rata distribution by KPCB Holdings, Inc. to its beneficial direct and indirect owners without consideration.
 - (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.
 - (8) The Reporting Person is the manager of Portico Ventures, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (9) 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.
 - (10) 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

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automatically into one share of Class A Common Stock upon earlier of (i) any transfer, whether or not for value (subject to certain exceptions), or (ii) the death of the Reporting Person.

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.