

ZYNGA INC
Form 4
June 13, 2016

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2015
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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)
06/09/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 06/09/2016 | | M | | 16,722 | A | Ⓐ |
| Class A Common Stock | | | | | 239,549 | Ⓐ | Ⓐ |
| Class A Common Stock | | | | | 5,770 | I | By 2750 Sand Hill Associates II, LLC ⁽³⁾ |
| Class A Common Stock | | | | | 2,672,080 | I | By Clarus, LLC ⁽⁴⁾ |
| Class A Common Stock | | | | | 6,575 | I | By Meja, LLC ⁽⁵⁾ |

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| | | | | | | |
|----------------------------|--|--|--|------------|---|--|
| Stock | | | | | | |
| Class A Common Stock | | | | 3,288 | I | By Rolou, LLC ⁽⁶⁾ |
| Class A Common Stock | | | | 9,275 | I | By Portico Ventures LLC ⁽⁷⁾ |
| Class A Common Stock | | | | 18,008,506 | I | By Kleiner Perkins Caufield & Byers XIII, LLC ⁽⁸⁾ |

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.

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(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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | <u>(1)</u> | 06/09/2016 | | M | | 16,722 | <u>(9)</u> 06/11/2022 | Class A Common Stock | 16,722 |
| Restricted Stock Unit | <u>(1)</u> | 06/09/2016 | | A | | 76,335 | <u>(10)</u> 06/09/2023 | Class A Common Stock | 76,335 |

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/ Paul Vronsky as power of attorney for L. John
Doerr

06/13/2016

__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) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.
The shares beneficially owned in this Column 5 have been amended to correctly report the shares owned by the Reporting Person. The Form 4 filed on May 19, 2016 incorrectly reported 1,211,701 shares. The 988,874 shares converted in the May 19, 2016 filing are not beneficially owned by the Reporting Person and therefore are not included in this Form 4.
- (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) 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.
- (6) 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.
- (7) 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.
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 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.
- (9) The restricted stock units vest as follows: 25% of the shares vest on September 11, 2015, 25% of the shares vest on December 11, 2015, 25% of the shares vest on March 11, 2016 and 25% of the shares vest on the earlier of June 10, 2016 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.
- (10) The restricted stock units vest as follows: 25% of the shares vest on September 9, 2016, 25% of the shares vest on December 9, 2016, 25% of the shares vest on March 9, 2017 and 25% of the shares vest on the earlier of June 9, 2017 or the date of the Issuer's next annual meeting, subject to continued service to the Issuer through each vesting date.

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.