

ZYNGA INC

Form 4

February 16, 2017

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O KLEINER PERKINS  
CAUFIELD BYERS, 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) |                                                   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount     | (A) or (D) | Price                                                                                         |                                                          |                                                       |                                                   |
| 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

794,435 D

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

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount of<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0                                                                  | 02/14/2017                              |                                                             | C                                       | 24,041,532                                                                                             | (3)                                                            | (3)(4)                                                              | Class A<br>Common<br>Stock | 24,041,532                       |
| Class B<br>Common<br>Stock                          | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                        | (4)                                                            | (4)                                                                 | Class A<br>Common<br>Stock | 1,679,700                        |
| Class B<br>Common<br>Stock                          | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                        | (4)                                                            | (4)                                                                 | Class A<br>Common<br>Stock | 102,200                          |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GORDON WILLIAM B  
C/O KLEINER PERKINS CAUFIELD BYERS  
2750 SAND HILL ROAD  
MENLO PARK, CA 94025

X

## Signatures

/s/ Devang Shah as attorney in fact for William B.  
Gordon

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. Gordon, 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 distributions by KPCB XIII to its members without consideration.

(3) 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.

(4) 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 earlier of (i) any transfer, whether or not for value (subject to certain exceptions), or (ii) the death of the Reporting Person.

(5) 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.

(6) 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.

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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