

ZYNGA INC
Form 3
March 15, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Avalon Ventures VIII LP		(Month/Day/Year)	ZYNGA INC [ZNGA]	
(Last)	(First)	(Middle)	12/15/2011	
1134 KLINE STREET		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
LA JOLLA, CA 92037		____ Director <input checked="" type="checkbox"/> 10% Owner		____ Form filed by One Reporting Person
(City)	(State)	(Zip)	____ Officer ____ Other (specify below)	
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Class B Common Stock	Â (1)	Â (2)	Class A Common Stock	34,680,608	\$ (1)	D	Â
----------------------	-------	-------	----------------------------	------------	--------	---	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avalon Ventures VIII LP 1134 KLINE STREET LA JOLLA, CA 92037	Â	Â X	Â	Â
Avalon Ventures VIII GP, LLC 1134 KLINE STREET LA JOLLA, CA 92037	Â	Â X	Â	Â

Signatures

/s/ Douglas Downs, Authorized Person for Avalon Ventures VIII, LP 03/15/2012
 **Signature of Reporting Person Date

/s/ Douglas Downs, Authorized Person for Avalon Ventures VIII GP, LLC 03/15/2012
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 share of Class B Common Stock is convertible at any time at the option of the shareholder into one share of Class A Common Stock. 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, with certain exceptions, Class B Common Stock will convert automatically into Class A Common Stock upon any sale, assignment or transfer of Class B Common Stock.
- (2) No expiration date.

Â

Remarks:

Avalon Ventures VIII, LP holds of record and thereby beneficially owns and has sole direct power over the shares of Class B Common Stock of Avalon Ventures VIII GP, LLC, in its capacity as the general partner of Avalon Ventures VIII, LP. Each of Avalon Ventures VIII, LP and Avalon Ventures VIII GP, LLC and their respective affiliate

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.