

ZYNGA INC

Form 4

August 18, 2016

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**08/16/2016**

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 Beneficial Ownership (Instr. 4)
Class A Common Stock	08/16/2016		J <sup>(1)</sup>	5,595,600	D \$ 0 12,412,906	I	By Kleiner Perkins Caufield & Byers XIII, LLC <sup>(2)</sup>
Class A Common Stock	08/16/2016		J <sup>(1)</sup>	1,984	A \$ 0 7,754	I	By 2750 Sand Hill Associates II, LLC <sup>(3)</sup>
Class A Common Stock	08/16/2016		J <sup>(1)</sup>	760,556	A \$ 0 3,432,636	I	By Clarus, LLC <sup>(4)</sup>

Edgar Filing: ZYNGA INC - Form 4

Class A Common Stock	08/16/2016	J <sup>(5)</sup>	158,219	A	\$ 0	3,590,855	I	By Clarus, LLC <sup>(4)</sup>
Class A Common Stock	08/16/2016	J <sup>(1)</sup>	2,260	A	\$ 0	8,835	I	By Meja, LLC <sup>(6)</sup>
Class A Common Stock	08/16/2016	J <sup>(1)</sup>	1,131	A	\$ 0	4,419	I	By Rolou, LLC <sup>(7)</sup>
Class A Common Stock	08/16/2016	J <sup>(5)</sup>	3,189	A	\$ 0	12,464	I	By Portico Ventures LLC <sup>(8)</sup>
Class A Common Stock						1,228,423	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

08/18/2016

                    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) The shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by Kleiner Perkins Caufield & Byers XIII, LLC to its members.  
  
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 897,094 Class A shares and 1,665,236 Class B 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)
- (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 shares reported on this form represent pro rata distributions, and not a purchase or sale, of securities by KPCB Holdings Inc. on behalf of its beneficial direct and indirect owners.
- (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.

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.