

ZYNGA INC
Form 4
June 13, 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
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(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 Beneficial Ownership (Instr. 4)
Class A Common Stock	06/09/2016		M	16,722 A	239,549 ⁽²⁾	D	
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					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.

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	06/09/2016		M		16,722		(9)	06/11/2022	Class A Common Stock	16,722
Restricted Stock Unit	(1)	06/09/2016		A		76,335		(10)	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
- (2) 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
- (8) 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.
- 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,
- (9) 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.
- 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,
- (10) 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.

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