

ZYNGA INC
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Zynga Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

98986T108
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input checked="" type="checkbox"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 10

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1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 OWNED BY EACH REPORTING PERSON WITH
 52,541,788 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 37,323,908 shares of Class A Common Stock), except that KPCB XIII Associates, LLC ("Associates"), the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

7 52,541,788 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 37,323,908 shares of Class A Common Stock), except that Associates, the managing member of KPCB XIII, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

52,541,788 ¹

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.5%²

12TYPE OF REPORTING PERSON

OO

¹ Consists of shares of Class A common stock and Class B common stock. Each share of Class B common stock is convertible at the option of the holder into one share of Class A common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class B common stock is entitled to seven votes per share, whereas each share of Class A common stock is entitled to one vote per share.

² Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB XIII Associates, LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 OWNED BY EACH REPORTING PERSON WITH
 52,541,788 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 37,323,908 shares of Class A Common Stock), all of which are directly owned by KPCB XIII. Associates, the managing member of KPCB XIII, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

7 52,541,788 shares (including 37,323,908 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 37,323,908 shares of Class A Common Stock), all of which are directly owned by KPCB XIII. Associates, the managing member of KPCB XIII, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

52,541,788³

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.5%⁴

12TYPE OF REPORTING PERSON

OO

³ Consists of shares of Class A common stock and Class B common stock. Each share of Class B common stock is convertible at the option of the holder into one share of Class A common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class B common stock is entitled to seven votes per share, whereas each share of Class A common stock is entitled to one vote per share.

⁴ Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB Digital Growth Fund, LLC ("KPCB DGF")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 OWNED BY EACH REPORTING PERSON WITH

1,679,723 shares (including 1,679,723 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 1,679,723 shares of Class A Common Stock), except that KPCB DGF Associates, LLC ("DGF Associates"), the managing member of KPCB DGF, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

7 1,679,723 shares (including 1,679,723 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 1,679,723 shares of Class A Common Stock), except that DGF Associates, the managing member of KPCB DGF, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,679,723

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%⁵

12TYPE OF REPORTING PERSON

OO

⁵ Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB Digital Growth Founders Fund, LLC (“KPCB DGFF”)
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 OWNED BY EACH REPORTING PERSON WITH
 102,287 shares (including 102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common Stock), except that DGF Associates, the managing member of KPCB DGFF, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

7 102,287 shares (including 102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common Stock), except that Associates, the managing member of KPCB DGFF, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 102,287

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%⁶

12TYPE OF REPORTING PERSON

OO

⁶ Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB DGF Associates, LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 1,782,010 shares (including 1,679,723 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 1,679,723 shares of Class A Common Stock and 5102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common Stock), of which 1,679,723 are directly owned by KPCB DGF and 102,287 are directly owned by KPCB DGFF. DGF Associates, the managing member of KPCB DGF and KPCB DGFF, may be deemed to have sole power to vote these shares.

6
 SHARED VOTING POWER
 See response to row 5.
 SOLE DISPOSITIVE POWER

7 1,782,010 shares (including 1,679,723 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 1,679,723 shares of Class A Common Stock and 7102,287 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGFF into 102,287 shares of Class A Common Stock), of which 1,679,723 are directly owned by KPCB DGF and 102,287 are directly owned by KPCB DGFF. DGF Associates, the managing member of KPCB DGF and KPCB DGFF, may be deemed to have sole power to dispose of these shares.

8
 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,782,010

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.2%⁷

12TYPE OF REPORTING PERSON

OO

⁷ Assumes the conversion of all such reporting person's beneficially owned shares of Class B common stock into shares of Class A common stock.

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers XIII, LLC, a Delaware limited liability company, KPCB XIII Associates, LLC, a Delaware limited liability company, KPCB Digital Growth Fund, LLC, a Delaware limited liability company, KPCB Digital Growth Founders Fund, LLC, a Delaware limited liability company and KPCB DGF Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

KLEINER
PERKINS
CAUFIELD &
BYERS XIII, LLC,
a Delaware limited
liability company

KPCB XIII
ASSOCIATES,
LLC, a Delaware
limited liability
company

KPCB DIGITAL
GROWTH FUND,
LLC, a Delaware
limited liability
company

KPCB DIGITAL
GROWTH
FOUNDERS
FUND, LLC, a
Delaware limited
liability company

KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited liability
company

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

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EXHIBIT INDEX

| Exhibit | Found on Sequentially Numbered Page |
|--------------------------------------|----------------------------------------|
| Exhibit A: Agreement of Joint Filing | 10 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.