

ZYNGA INC
Form 4
February 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Avalon Ventures VIII LP

(Last) (First) (Middle)
1134 KLINE STREET
(Street)
LA JOLLA, CA 92037
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZYNGA INC [ZNGA]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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	05/30/2012		C		34,680,608	A	Ⓛ
Class A Common Stock	05/29/2012		J ⁽³⁾		34,680,608	D	\$ 0 0

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	(1)	05/30/2012		C	34,680,608	(1)	(2)	Class A Common Stock	34,680,608

Reporting Owners

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

Signatures

/s/ Avalon Ventures VIII, LP, Deborah Aylott, Authorized Signatory 02/14/2013
 __Signature of Reporting Person Date

/s/ Avalon Ventures VIII GP, LLC, Deborah Aylott, Authorized Signatory 02/14/2013
 __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).

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

(1) 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.

Effective May 29, 2012, Avalon Ventures VIII, LP distributed in-kind, without consideration, a total of 34,680,608 shares of Class A

(3) Common Stock to its partners. Following the distribution, no shares of Common Stock of Issuer were held by Avalon Ventures VIII, LP or Avalon Ventures VIII GP, LLC, which is the general partner of Avalon Ventures VIII, LP.

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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