

ZYNGA INC
Form SC 13G/A
February 13, 2017

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. 2)*

Zynga Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

98986T108

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

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

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..	Rule 13d-1(b)
..	Rule 13d-1(c)
x	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 9

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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

BENEFICIALLY OWNED BY EACH REPORTING PERSON

5 36,454,438 shares (including 24,041,532 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 24,041,532 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.

SOLE VOTING POWER

WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 36,454,438 shares (including 24,041,532 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 24,041,532 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.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	36,454,438 ¹
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4.6% ²
12 TYPE 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 OWNED BY EACH REPORTING PERSON 5 36,454,438 shares (including 24,041,532 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 24,041,532 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.

PERSON

WITH

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

7 36,454,438 shares (including 24,041,532 shares of Class B Common Stock that are convertible at any time at the option of KPCB XIII into 24,041,532 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 REPORTING PERSON	36,454,438 ³
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	4.6% ⁴
12 TYPE 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 OWNED BY EACH REPORTING PERSON 5 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.

PERSON

WITH

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
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%⁵
 12 TYPE 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)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 102,287 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.

OWNED BY
 EACH
 REPORTING

PERSON

WITH

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

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

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

12 TYPE 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

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.

PERSON

WITH

SHARED VOTING POWER

6
 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.

SHARED DISPOSITIVE POWER

8
 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	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.2% ⁷
12 TYPE 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. 2 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. 2.

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, 2016:

(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.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

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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 10, 2017

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

By: KPCB XIII
ASSOCIATES, LLC, a
Delaware limited liability
company, its managing
member

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

KPCB XIII ASSOCIATES,
LLC, a Delaware limited
liability company

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

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

By: KPCB DGF
ASSOCIATES, LLC, a
Delaware limited liability

company, its managing
member

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

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

By: KPCB DGF
ASSOCIATES, LLC, a
Delaware limited liability
company, its managing
member

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

KPCB DGF
ASSOCIATES, LLC, a
Delaware limited liability
company

By: /s/ Susan Biglieri
Susan Biglieri
Chief Financial Officer

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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.