

ZYNGA INC  
Form SC 13G  
February 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.    )\*

**Zynga Inc.**  
(Name of issuer)

Class A Common Stock  
(Title of class of securities)

98986T 10 8  
(CUSIP number)

December 31, 2011  
(Date of event which requires filing of this statement)

Edgar Filing: ZYNGA INC - Form SC 13G

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

Rule 13d-1(b)

Rule 13d-1(c)

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 the disclosures provided in a prior cover page. The information required in 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).

SCHEDULE 13G

CUSIP No. 98986T 10 8

Page 2 of 11 Pages

(1) Names of reporting persons

Institutional Venture Partners XII, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0 shares  
Shared voting power

beneficially

owned by (7) 34,326,072 shares (2)(3)  
each Sole dispositive power

reporting

person (8) 0 shares  
Shared dispositive power

with:

(9) 34,326,072 shares (2)(3)  
Aggregate amount beneficially owned by each reporting person

(10) 34,326,072 shares of Common Stock (2)(3)  
Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

22.0% (3)(4)(5)

(12) Type of reporting person (see instructions)

PN

- (1) This Schedule 13G is filed by Institutional Venture Partners XII, L.P. ( IVP XII ), Institutional Venture Management XII, LLC ( IVM XII ), Todd C. Chaffee ( Chaffee ), Norman A. Fogelson ( Fogelson ), Stephen J. Harrick ( Harrick ), J. Sanford Miller ( Miller ) and Dennis Phelps ( Phelps ) together with IVP XII, IVM XII, Chaffee, Fogelson, Harrick and Miller, collectively, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,326,072 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,326,072 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A common stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,326,072 shares of Class B Common Stock held by the Reporting Person represent 4.8% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, and represent approximately 4.3% of the combined voting power of the Issuer's Common Stock.

SCHEDULE 13G

CUSIP No. 98986T 10 8

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(1) Names of reporting persons

Institutional Venture Management XII, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

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Shared voting power

beneficially

owned by (7) 34,326,072 shares (2)(3)  
each Sole dispositive power

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person (8) 0 shares  
Shared dispositive power

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22.0% (3)(4)(5)

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CUSIP No. 98986T 10 8

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(1) Names of reporting persons

Todd C. Chaffee

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 0 shares  
(6) Shared voting power

beneficially

owned by 34,326,072 shares (2)(3)  
each (7) Sole dispositive power

reporting

person 0 shares  
(8) Shared dispositive power

with:

34,326,072 shares (2)(3)  
(9) Aggregate amount beneficially owned by each reporting person

34,326,072 shares (2)(3)  
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

## Edgar Filing: ZYNGA INC - Form SC 13G

(11) Percent of class represented by amount in Row (9)

22.0% (3)(4)(5)

(12) Type of reporting person (see instructions)

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CUSIP No. 98986T 10 8

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(1) Names of reporting persons

Norman A. Fogelsong

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 0 shares  
(6) Shared voting power

beneficially

owned by 34,326,072 shares (2)(3)  
each (7) Sole dispositive power

reporting

person 0 shares  
(8) Shared dispositive power

with:

34,326,072 shares (2)(3)

(9) Aggregate amount beneficially owned by each reporting person

34,326,072 shares (2)(3)

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22.0% (3)(4)(5)

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CUSIP No. 98986T 10 8

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(1) Names of reporting persons

Stephen J. Harrick

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 0 shares  
(6) Shared voting power

beneficially

owned by 34,326,072 shares (2)(3)  
each (7) Sole dispositive power

reporting

person 0 shares  
(8) Shared dispositive power

with:

34,326,072 shares (2)(3)  
(9) Aggregate amount beneficially owned by each reporting person

34,326,072 shares (2)(3)  
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

22.0% (3)(4)(5)

(12) Type of reporting person (see instructions)

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CUSIP No. 98986T 10 8

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(1) Names of reporting persons

J. Sanford Miller

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 0 shares  
(6) Shared voting power

beneficially

owned by 34,326,072 shares (2)(3)  
each (7) Sole dispositive power

reporting

person 0 shares  
(8) Shared dispositive power

with:

34,326,072 shares (2)(3)

(9) Aggregate amount beneficially owned by each reporting person

34,326,072 shares (2)(3)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

22.0% (3)(4)(5)

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SCHEDULE 13G

CUSIP No. 98986T 10 8

Page 8 of 11 Pages

(1) Names of reporting persons

Dennis B. Phelps

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)  (1)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of

shares 0 shares  
(6) Shared voting power

beneficially

owned by 34,326,072 shares (2)(3)  
each (7) Sole dispositive power

reporting

person 0 shares  
(8) Shared dispositive power

with:

34,326,072 shares (2)(3)

(9) Aggregate amount beneficially owned by each reporting person

34,326,072 shares (2)(3)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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22.0% (3)(4)(5)

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- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,326,072 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A common stock only for the purpose of computing the percentage ownership of the Reporting Person.
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Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock ( Common Stock ), of Zynga Inc., a Delaware corporation (the Issuer ).

**Item 1**

- (a) Name of Issuer: Zynga Inc.
- (b) Address of Issuer s 699 Eighth Street
- Principal Executive Offices: San Francisco, California 94103

**Item 2**

(a) Name of Reporting Persons Filing:

1. Institutional Venture Partners XII, L.P. ( IVP XII )
2. Institutional Venture Management XII, LLC ( IVM XII )
3. Todd C. Chaffee ( Chaffee )
4. Norman A. Fogelsong ( Fogelsong )
5. Stephen J. Harrick ( Harrick )
6. J. Sanford Miller ( Miller )
7. Dennis B. Phelps ( Phelps )

(b) Address of Principal Business Office: c/o Institutional Venture Partners

3000 Sand Hill Road, Building 2, Suite 250

Menlo Park, California 94025

(c) Citizenship:

IVP XII Delaware

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IVM XII	Delaware
Chaffee	United States of America
Fogelsong	United States of America
Harrick	United States of America
Miller	United States of America
Phelps	United States of America

(d) Title of Class of Securities: Class A Common Stock

(e) CUSIP Number: 98986T 10 8

**Item 3** Not applicable.

**Item 4 Ownership.**

The following information with respect to the beneficial ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011:

Reporting Persons	September 30, Shares Held Directly (1)	September 30, Sole Voting Power	September 30, Shared Voting Power (1)	September 30, Sole Dispositive Power	September 30, Shared Dispositive Power (1)	September 30, Beneficial Ownership (1)	September 30, Percentage of Class (1, 3, 4)
IVP XII	34,326,072	0	34,326,072	0	34,326,072	34,326,072	22.0%
IVM XII (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%
Chaffee (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%
Fogelsong (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%
Harrick (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%
Miller (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%
Phelps (2)	0	0	34,326,072	0	34,326,072	34,326,072	22.0%

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**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: "

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 13, 2012

INSTITUTIONAL VENTURE PARTNERS XII, L.P.

By: Institutional Venture Management XII, LLC  
Its: General Partner

By: /s/ J. Sanford Miller  
J. Sanford Miller, Managing Director

INSTITUTIONAL VENTURE MANAGEMENT XII,  
LLC

By: /s/ J. Sanford Miller  
J. Sanford Miller, Managing Director

/s/ Melanie Chladek  
Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee

/s/ Melanie Chladek  
Melanie Chladek, Attorney-in-Fact for Norman A. Fogelsong

/s/ Melanie Chladek  
Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick

/s/ Melanie Chladek  
Melanie Chladek, Attorney-in-Fact for J. Sanford Miller

/s/ Melanie Chladek  
Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps

**Exhibit(s):**

A: Joint Filing Statement