

**ZYNGA INC**  
Reported by  
**DOERR L JOHN**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/16/17 for the Period Ending 02/14/17

Address	699 EIGHTH STREET SAN FRANCISCO, CA 94103
Telephone	800-762-2530
CIK	0001439404
Symbol	ZNGA
Fiscal Year	12/31

# FORM 4

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

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[ ] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>DOERR L JOHN</b>			<b>ZYNGA INC [ ZNGA ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>2750 SAND HILL ROAD</b>			<b>2/14/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MENLO PARK, CA 94025</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/14/2017		C		24041532	A	\$0.00	36454438	I	By Kleiner Perkins Caufield & Byers XIII, LLC (1)
Class A Common Stock	2/14/2017		J (2)		36454438	D	\$0.00	0	I	By Kleiner Perkins Caufield & Byers XIII, LLC (1)
Class A Common Stock	2/14/2017		J (2)		12925	A	\$0.00	20679	I	By 2750 Sand Hill Associates II, LLC (3)
Class A Common Stock	2/14/2017		J (2)		4954919	A	\$0.00	8545774	I	By Clarus, LLC (4)
Class A Common Stock	2/14/2017		J (5)		1002475	A	\$0.00	9548249	I	By Clarus, LLC (4)
Class A Common Stock	2/14/2017		J (2)		14728	A	\$0.00	23563	I	By Meja, LLC (6)
Class A Common Stock	2/14/2017		J (2)		7366	A	\$0.00	11785	I	By Rolou, LLC (7)
Class A Common Stock	2/14/2017		J (5)		20207	A	\$0.00	32671	I	By Portico Ventures LLC (8)
Class A Common Stock								1266590	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0.00	2/14/2017		C		24041532		(9)	(9)	Class A Common Stock	24041532	\$0.00	0	I	by Kleiner Perkins Caufield & Byers XIII, LLC (1)
Class B Common Stock	\$0.00							(10)	(10)	Class A Common Stock	1679723		1679723	D	
Class B Common Stock	\$0.00							(10)	(10)	Class A Common Stock	102287		102287	D	

**Explanation of Responses:**

- ( ) 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 2,562,330 Class A shares 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.
- ( 2 ) Represents shares received in a pro rata distribution by KPCB XIII to its members without consideration.
- ( ) 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.
- ( ) 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 ) Represents shares received in a pro rata distribution by KPCB Holdings, Inc. to its beneficial direct and indirect owners without consideration.
- ( ) 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.
- ( ) 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.
- ( ) 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.
- ( 9 ) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date.
- ( 10 ) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding 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, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon earlier of (i) any transfer, whether or not for value (subject to certain exceptions), or (ii) the death of the Reporting Person.

**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/ Devang Shah as power of attorney for L. John Doerr

2/16/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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