

OMB APPROVAL	
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INITIAL STATEMENT OF 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* <u>KLEINER PERKINS CAUFIELD & BYERS XIII, LLC</u> (Last) (First) (Middle) 2750 SAND HILL ROAD (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2011	3. Issuer Name and Ticker or Trading Symbol <u>ZYNGA INC [ZNGA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	21,000,000	D ⁽¹⁾	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(2)	(3)	Class B Common Stock ⁽⁴⁾	23,041,532 ⁽⁷⁾	(2)	D ⁽¹⁾	
Class B Common Stock	(4)	(3)	Class A Common Stock	14,282,376	(4)	D ⁽¹⁾	
Series C Convertible Preferred Stock	(2)	(3)	Class B Common Stock ⁽⁴⁾	1,679,723	(2)	I	See Footnote. ⁽⁵⁾
Series C Convertible Preferred Stock	(2)	(3)	Class B Common Stock ⁽⁴⁾	102,287	(2)	I	See Footnote. ⁽⁶⁾

1. Name and Address of Reporting Person* <u>KLEINER PERKINS CAUFIELD & BYERS XIII, LLC</u> (Last) (First) (Middle) 2750 SAND HILL ROAD (Street) MENLO PARK CA 94025 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
KPCB XIII Associates, LLC		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK CA		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
KPCB Digital Growth Fund, LLC		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK CA 94025		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
KPCB Digital Growth Founders Fund, LLC		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK CA 94025		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
KPCB DGF Associates, LLC		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK CA 94025		
(City)	(State)	(Zip)

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, none of whom has veto power. Excludes 3,388,742 of Class B Common Stock shares in the aggregate 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.
- The Series B and Series C Convertible Preferred Stock shall automatically convert into Class B Common Stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- Not applicable.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Persons 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 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 (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of a Reporting Person.
- The shares are directly held by KPCB Digital Growth Fund, LLC ("KPCB DGF"). The managing member of KPCB DGF is KPCB DGF Associates, LLC ("DGF Associates"). The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, none of whom has veto power.
- The shares are directly held by KPCB Digital Growth Founders Fund, LLC ("KPCB DGFF"). The managing member of KPCB DGFF is DGF Associates. The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, none of whom has veto power.
- Excludes 1,665,236 of Series B Convertible Preferred Stock shares in the aggregate 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.

Remarks:

XIII Associates, DGF Associates and their respective managing members and directors disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that XIII Associates, DGF Associates or any of their respective managing members or directors is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

/s/ Susan Biglieri, by power of attorney for Kleiner Perkins
Caufield & Byers XIII, LLC 12/15/2011
/s/ Susan Biglieri by power of attorney for KPCB XIII
Associates, LLC 12/15/2011
/s/ Susan Biglieri by power of attorney for KPCB Digital
Growth Fund, LLC 12/15/2011
/s/ Susan Biglieri by power of attorney for KPCB Digital
Growth Founders Fund, LLC 12/15/2011
/s/ Susan Biglieri by power of attorney for KPCB DGF
Associates, LLC 12/15/2011

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Kleiner Perkins Caufield & Byers XIII, LLC or such other person or entity as is designated in writing by Ted Schlein (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act"), the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") or any other state or federal agency (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Susan Biglieri (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

Kleiner Perkins Caufield & Byers XIII, LLC
By: KPCB XIII Associates, LLC

By:/s/ Ted Schlein
Ted Schlein, Managing Director

KPCB XIII Associates, LLC

By:/s/ Ted Schlein
Ted Schlein, Managing Director

KPCB Digital Growth Fund, LLC
By: KPCB DGF Associates, LLC

By:/s/ Ted Schlein
Ted Schlein, Managing Director

KPCB Digital Growth Founders Fund, LLC
By: KPCB DGF Associates, LLC

By:/s/ Ted Schlein
Ted Schlein, Managing Director

KPCB DGF Associates, LLC

By:/s/ Ted Schlein
Ted Schlein, Managing Director