

ZYNGA INC  
Form 4  
February 14, 2013

**FORM 4**

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

OMB APPROVAL

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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, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1134 KLINE STREET  
(Street)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

LA JOLLA, CA 92037  
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 05/30/2012                           |  | C                              | V   | 34,680,608 A 11 34,680,608  | D  |   |
| Class A Common Stock            | 05/29/2012                           |  | J <sup>(3)</sup>               | D   | \$ 0 0  | D  |   |

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

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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<br>1134 KLINE STREET<br>LA JOLLA, CA 92037      |               | X         |         |       |
| Avalon Ventures VIII GP, LLC<br>1134 KLINE STREET<br>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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