

ZYNGA INC
Form SC 13G
February 14, 2012

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, \$0.00000625 per share

(Title of Class of Securities)

98986T108

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

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).

CUSIP No. 98986T108 13G Page 2 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Union Square Ventures 2004, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,138,528 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,138,528 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,138,528 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

19.9% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

PN

This Schedule 13G is filed by each of Union Square Ventures 2004, L.P. ("Ventures"), Union Square Principals 2004, a Delaware Multiple Series LLC ("Principals"), Union Square GP 2004, L.L.C. ("Union Square GP"), Brad (1) Burnham ("Burnham"), Fred Wilson ("Wilson"), Albert Wenger ("Wenger") and John Buttrick ("Buttrick") (hereinafter sometimes referred to collectively as the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

CUSIP No. 98986T108 13G Page 3 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Union Square Principals 2004, a Delaware Multiple Series LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **600,364 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

600,364 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

600,364 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

.5% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

OO

CUSIP No. 98986T108 13G Page 4 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Union Square GP 2004, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,738,892 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,738,892 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,738,892 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.2% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

OO

CUSIP No. 98986T108 13G Page 5 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brad Burnham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,738,892 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,738,892 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,738,892 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.2% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 98986T108 13G Page 6 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Fred Wilson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,738,892 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,738,892 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,738,892 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.2% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 98986T108 13G Page 7 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Albert Wenger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,738,892 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,738,892 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,738,892 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.2% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 98986T108 13G Page 8 of 14 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

John Buttrick

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

See Footnote 1

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **United States**

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **30,738,892 (See Item 2 and Item 4 herein)**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**
WITH **SHARED DISPOSITIVE POWER**

8

30,738,892 (See Item 2 and Item 4 herein)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,738,892 (See Item 2 and Item 4 herein)

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.2% (See Item 4 herein)

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 98986T108 13G Page 9 of 14 Pages

Item 1.

(a) Name of Issuer

Zynga Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

**699 Eighth Street
San Francisco, CA 94103**

Item 2.

(a) Name of Person Filing

**Union Square Ventures 2004, L.P.
Union Square Principals 2004, a Delaware Multiple Series LLC
Union Square GP 2004, L.L.C.
Brad Burnham
Fred Wilson
Albert Wenger
John Buttrick**

See attached Exhibit A, which is a copy of their agreement in writing to file this statement on behalf of each of them.

The shares reported herein are directly owned by either Ventures or Principals as set forth on the cover pages. Union Square GP is the General Partner of each of Ventures and Principals and, as such, has voting and dispositive power over the shares owned by Ventures and Principals. Burnham and Wilson are the managing members of Union Square GP and, as such, share voting and dispositive power over the shares held by each of Ventures and Principals. As a result of their positions at Union Square GP, Wenger and Buttrick may also share voting and dispositive power over the shares held by each of Ventures and Principals. Each of Union Square GP, Burnham, Wilson, Wenger and Buttrick may be deemed to beneficially own the shares of the Issuer held by Ventures and Principals. Union Square GP, Burnham, Wilson, Wenger and Buttrick do not directly own any securities of the Issuer.

(b) Address of Principal Business Office or, if none, Residence

The business address for each of Ventures, Principals, Union Square GP, Burnham, Wilson, Wenger and Buttrick is c/o Union Square Ventures, 915 Broadway 19th Floor, New York, NY 10010.

(c) Citizenship

Ventures is a limited partnership organized under the laws of the State of Delaware. Each of Principals and Union Square GP are limited liability companies organized under the laws of the State of Delaware. Messrs. Burnham, Wilson, Wenger and Buttrick are citizens of the United States.

CUSIP No. 98986T108 13G Page 10 of 14 Pages

(d) Title of Class of Securities

Class A Common Stock, \$0.00000625 per share (the "Class A Common Stock")

(e) CUSIP Number

98986T108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: NOT APPLICABLE.

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

As of December 31, 2011: (A) Each of Union Square GP and Messrs. Burnham, Wilson, Wenger and Buttrick beneficially owned 30,738,892 shares of Class A Common Stock of the Issuer consisting of (i) 30,138,528 shares of the Issuer's Class B Common Stock (the "Class B Common Stock") owned by Ventures; and (ii) 600,364 shares of the Issuer's Class B Common Stock owned by Principals; (B) Ventures beneficially owned 30,138,528 shares of the Issuer's Class A Common Stock consisting of the same number of shares of the Issuer's Class B Common Stock owned by it; and (C) Principals beneficially owned 600,364 shares of the Issuer's Class A Common Stock consisting of the same number of shares of the Issuer's Class B Common Stock owned by it. The Class B Common Stock is convertible at the holder's option into the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of the Class B Common Stock are entitled to seven votes per share and the holders of the Class A Common Stock are entitled to one vote per share.

CUSIP No. 98986T108 13G Page 11 of 14 Pages

(b) Percent of class:

As of December 31, 2011 (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 Persons, plus (i) 30,138,528 shares of the Issuer's Class B Common Stock held by Ventures; (ii) 600,364 shares of the Issuer's Class B Common Stock held by Principals; and (iii) 30,738,892 shares of the Issuer's Class B Common Stock which may be deemed beneficially owned by each of Union Square GP, Burnham, Wilson, Wenger and Buttrick, respectively, each of which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the applicable Reporting Person):

(A) the 30,738,892 shares of the Issuer's Class A Common Stock which may be beneficially owned by each of Union Square GP, Burnham, Wilson, Wenger and Buttrick constituted 20.2% of the shares outstanding; (B) the 30,138,528 shares of the Issuer's Class A Common Stock held by Ventures constituted 19.9% of the shares outstanding; and (C) the 600,364 shares of the Issuer's Class A Common Stock held by Principals constituted .5% of the shares outstanding.

Based on 121,381,032 shares of the Issuer's Class A Common Stock (1 vote per share), 579,694,083 shares of the Issuer's Class B Common Stock (7 votes per share) and 20,517,472 shares of the Issuer's Class C Common Stock (70 votes per share) outstanding as of December 31, 2011 (as reported by the Issuer to the Reporting Persons), (A) the 30,738,892 shares of the Issuer's Class A Common Stock which may be deemed beneficially owned by each of Union Square GP, Burnham, Wilson, Wenger and Buttrick constituted 3.8% of the combined voting power and 4.2% of the combined equity of all classes of the Issuer's common stock outstanding; (B) the 30,138,528 shares of the Issuer's Class A Common Stock held by Ventures constituted 3.8% of the combined voting power and 4.2% of the combined equity of all classes of the Issuer's common stock outstanding; and (C) the 600,364 shares of the Issuer's Class A Common Stock held by Principals constituted .07% of the combined voting power and .08% of the combined equity of all classes of the Issuer's common stock outstanding.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote – **0**

(ii) Shared power to vote or to direct the vote –

Ventures, Union Square GP, Burnham, Wilson, Wenger and Buttrick share the power to vote or direct the vote of the 30,138,528 shares of the Issuer's Class B Common Stock owned by Ventures.

Principals, Union Square GP, Burnham, Wilson, Wenger and Buttrick share the power to vote or direct the vote of the 600,364 shares of the Issuer's Class B Common Stock owned by Principals.

(iii) Sole power to dispose or to direct the disposition of – **0**

CUSIP No. 98986T108 13G Page 12 of 14 Pages

(iv) Shared power to dispose or to direct the disposition of –

Ventures, Union Square GP, Burnham, Wilson, Wenger and Buttrick share the power to dispose of or to direct the disposition of the 30,138,528 shares of the Issuer's Class B Common Stock owned by Ventures.

Principals, Union Square GP, Burnham, Wilson, Wenger and Buttrick share the power to dispose of or to direct the disposition of the 600,364 shares of the Issuer's Class B Common Stock owned by Principals.

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

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

CUSIP No. 98986T108 13G Page 13 of 14 Pages

SIGNATURE

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.

February 13, 2012 Union Square Ventures
2004, L.P.
By: its General Partner,
Union Square GP 2004,
L.L.C.

By : /s/Brad Burnham
Name: Brad Burnham
Title: Managing Member

February 13, 2012 Union Square Principals
2004, a Delaware Multiple
Series LLC
By: its General Partner,
Union Square GP 2004,
L.L.C.

By: /s/Brad Burnham
Name: Brad Burnham
Title: Managing Member

February 13, 2012 Union Square GP 2004,
L.L.C.

By: /s/Brad Burnham
Name: Brad Burhham
Title: Managing Member

February 13, 2012 /s/Brad Burnham
Brad Burnham

February 13, 2012 /s/Fred Wilson
Fred Wilson

February 13, 2012 /s/Albert Wenger
Albert Wenger

February 13, 2012 /s/John Buttrick
John Buttrick

CUSIP No. 98986T108 13G Page 14 of 14 Pages

EXHIBIT A

AGREEMENT

JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of Zynga Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

February 13, 2012 Union Square Ventures
2004, L.P.
By: its General Partner,
Union Square GP 2004,
L.L.C.

By: /s/Brad Burnham
Name: Brad Burnham
Title: Managing Member

February 13, 2012 Union Square Principals
2004, a Delaware Multiple
Series LLC
By: its General Partner,
Union Square GP 2004,
L.L.C.

By: /s/Brad Burnham
Name: Brad Burnham
Title: Managing Member

February 13, 2012 Union Square GP 2004,
L.L.C.

By: /s/Brad Burnham
Name: Brad Burhham
Title: Managing Member

February 13, 2012 /s/Brad Burnham
Brad Burnham

February 13, 2012 /s/Fred Wilson
Fred Wilson

February 13, 2012 /s/Albert Wenger
Albert Wenger

February 13, 2012 /s/John Buttrick
John Buttrick