

ZYNGA INC
Form SC 13G
February 14, 2013

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 Securities)

98986T108

(CUSIP Number)

December 31, 2012

(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 disclosure 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).

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 control number.

Page 2 of 10 Pages

CUSIP No. 98986T108

Name of Reporting
Persons.

I.R.S. Identification
Nos. of above persons
(entities only).

1

**Digital Growth
Advisors, LLC**

45-4534205

Check the
Appropriate Box if a
Member of a Group
(See Instructions)

2

(a) ☐

(b) ☐

SEC Use Only

3

Citizenship or Place
of Organization

4

Delaware

Sole Voting
Power

5

295,797

Shared
Voting
Power

6

0

**number of
shares
beneficially
owned by each
reporting
person with**

Sole
Dispositive
Power

7

295,797

Shared
Dispositive
Power

8

0

Aggregate Amount
Beneficially Owned
by Each Reporting
Person

9

295,797*

10 Check if the
Aggregate Amount in
Row (9) Excludes
Certain Shares (See

Instructions)

Percent of Class
Represented by
Amount in Row (9)

11

0.0%

Type of Reporting
Person (See
Instructions)

12

IA, HC

* Digital Growth Advisors, LLC (“DGA”) is the manager of ZGN Management, LLC (“ZGN Management”), which own 295,797 shares of the Issuer’s Class A Common Stock. As the control person of ZGN Management, DGA may be deemed to be the beneficial owner of the shares owned by ZGN Management.

Page 3 of 10 Pages

CUSIP No. 98986T108

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1 **ZGN Management, LLC**

27-1921750

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2 (a) ☐

(b) ☐

SEC Use Only

3 Citizenship or Place of
Organization

4 **Delaware**

5 Sole Voting Power

295,797

Shared Voting Power

6

number of
shares

0

beneficially
owned by

each

Sole Dispositive Power

reporting

person with 7

295,797

8 Shared Dispositive Power

0

Aggregate Amount

Beneficially Owned by Each

Reporting Person

9

295,797

Check if the Aggregate

Amount in Row (9) Excludes

Certain Shares (See

Instructions)

10

Percent of Class Represented

by Amount in Row (9)

11

0.0%

Type of Reporting Person (See
Instructions)

12

HC

Page 4 of 10 Pages

CUSIP No. 98986T108

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1
ZGN I, LLC
27-1921813

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2
(a) ☐

(b) ☐

SEC Use Only

3

Citizenship or Place of
Organization

4

Delaware

5 Sole Voting Power

0

Shared Voting Power

6

number of
shares
beneficially
owned by
each
reporting
person with 7

0

Sole Dispositive Power

0

8 Shared Dispositive Power

0

Aggregate Amount
Beneficially Owned by Each
Reporting Person

9

0

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

10

Percent of Class Represented
by Amount in Row (9)

11

0.0%

Type of Reporting Person (See
Instructions)

12

00

Page 5 of 10 Pages

CUSIP No. 98986T108

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1

Robert Zangrillo

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2

(a) ☐

(b) ☐

SEC Use Only

3

Citizenship or Place of
Organization

4

United States of America

5 Sole Voting Power

295,797

Shared Voting Power

6

**number of
shares**

0

**beneficially
owned by
each**

Sole Dispositive Power

reporting

person with 7

295,797

8 Shared Dispositive Power

0

Aggregate Amount
Beneficially Owned by Each
Reporting Person

9

295,797*

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

10

Percent of Class Represented
by Amount in Row (9)

11

0.0%

12 Type of Reporting Person (See Instructions)

IN, HC

* Mr. Zangrillo is the manager of DGA and, in this capacity, he may be deemed to beneficially own the shares of Class A Common Stock owned by ZGN Management in addition to shares of Class A Common Stock held for his own account representing less than 5% of the Issuer's outstanding Class A Common Stock. Pursuant to Rule 13d-4, Mr. Zangrillo disclaims beneficial ownership of the securities owned by ZGN Management.

Page 6 of 10 Pages

Item

1.

(a) Name of Issuer

Zynga Inc.

(b) Address of Issuer's Principal Executive Offices

699 Eighth Street
San Francisco, CA 94103

Item

2.

(a) Name of Person Filing

This Schedule 13G is being filed on behalf of Digital Growth Advisors, LLC ("DGA"), ZGN Management, LLC ("ZGN Management"), ZGN I, LLC ("ZGN I") and Robert Zangrillo (collectively, the "Reporting Persons").

(b) Address of Principal Business office or, if None, Residence

For DGA:

1111 Brickell Ave, 11th Floor
Miami, FL 33131

For ZGN Management, ZGN I and Mr. Zangrillo:

1521 Alton Road, Suite 352
Miami Beach, FL 33139

(c) Citizenship

Each of DGA, ZGN Management and ZGN I is a Delaware limited liability company.

Robert Zangrillo is a United States citizen.

(d) Title of Class of Securities

Class A Common Stock

(e) CUSIP Number

98986T108

Page 7 of 10 Pages

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:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (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 (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)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).*
- (h) ☐ A savings association 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)(ii)(J).

Item 4. Ownership

For DGA, ZGN Management and Mr. Zangrillo:

- (a) Amount beneficially owned: 295,797
- (b) Percent of class: 0.0%*
- (c) Number of shares to which the Reporting Person has:
 - (i) Sole power to vote or to direct the vote: 295,797
 - (ii) Shared power to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 295,797
 - (iv) Shared power to dispose or to direct the disposition of: 0

Page 8 of 10 Pages

For ZGN I:

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%*
- (c) Number of shares to which the Reporting Person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

* The ownership percentage of each Reporting Person is calculated based on 594,062,218 shares of Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported in a correspondence to the Reporting Persons by the Issuer as of December 31, 2012.

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 securities, check the following x

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

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

N/A

Item 9. Notice of Dissolution of Group.

N/A

Certification:

Item
10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 9 of 10 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.

Date: February 13, 2013

Digital Growth Advisors, LLC

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

ZGN Management, LLC

By: Digital Growth Advisors, LLC,
its Manager

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

ZGN I, LLC

By: ZGN Management, LLC,
its Manager

By: Digital Growth Advisors, LLC,
its Manager

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

/s/ Robert Zangrillo
Robert Zangrillo

Page 10 of 10 Pages

Exhibit A

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the “Act”) by and among the parties listed below, each referenced to herein as a “Joint Filer.” The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Date: February 12, 2013

Digital Growth Advisors, LLC

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

ZGN Management, LLC

By: Digital Growth Advisors, LLC,
its Manager

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

ZGN I, LLC

By: ZGN Management, LLC,
its Manager

By: Digital Growth Advisors, LLC,
its Manager

By: /s/ Michael McCartney
Michael McCartney, Authorized Person

/s/ Robert Zangrillo
Robert Zangrillo

