

ZYNGA INC
Form SC 13G/A
February 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),

(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. 2) *

Zynga Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

98986T 10 8

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of This Statement)

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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 disclosures provided in a prior cover page. The information required on 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).

1 NAMES OF REPORTING PERSONS.

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

Institutional Venture Partners XII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by Institutional Venture Partners XII, L.P. (IVP XII), Institutional Venture Management XII, LLC (IVM XII), Todd C. Chaffee (Chaffee), Norman A. Fogelsong (Fogelsong), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps) together with IVP XII, IVM XII, Chaffee, Fogelsong, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer s Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

2 **Institutional Venture Management XII, LLC**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0 shares**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **30,821,155 shares (2)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0 shares**
8 SHARED DISPOSITIVE POWER
WITH

9 **30,821,155 shares (2)**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **30,821,155 shares (2)**
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

Todd C. Chaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

Norman A. Fogelsong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

Stephen J. Harrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares of Common Stock (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

J. Sanford Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

1 NAMES OF REPORTING PERSONS

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

Dennis B. Phelps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

30,821,155 shares (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

30,821,155 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,821,155 shares (2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2% (2)(3)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

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Introductory Note: This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Class A Common Stock (Class A Common Stock), of Zynga Inc., a Delaware corporation (the Issuer). This Amendment No. 2 is being filed to correct the percentage of Class A Common Stock beneficially owned by the Reporting Persons as of December 31, 2012, which percentage was incorrectly presented in Amendment No. 1 to the statement on Schedule 13G filed by the Reporting Persons on February 8, 2013.

Item 1

- (a) Name of Issuer: Zynga Inc.
- (b) Address of Issuer s
Principal Executive Offices:

699 Eighth Street

San Francisco, California 94103

Item 2

- (a) Name of Reporting Persons Filing:
1. Institutional Venture Partners XII, L.P. (IVP XII)
 2. Institutional Venture Management XII, LLC (IVM XII)
 3. Todd C. Chaffee (Chaffee)
 4. Norman A. Fogelsong (Fogelsong)
 5. Stephen J. Harrick (Harrick)
 6. J. Sanford Miller (Miller)
 7. Dennis B. Phelps (Phelps)
- (b) Address of Principal Business Office: c/o Institutional Venture Partners

3000 Sand Hill Road, Building 2, Suite 250

Menlo Park, California 94025
- (c) Citizenship:
- | | |
|-----------|--------------------------|
| IVP XII | Delaware |
| IVM XII | Delaware |
| Chaffee | United States of America |
| Fogelsong | United States of America |
| Harrick | United States of America |
| Miller | United States of America |
| Phelps | United States of America |
- (d) Title of Class of Securities: Class A Common Stock
- (e) CUSIP Number: 98986T 10 8

Item 3 Not applicable.

9.

Item 4 Ownership.

The following information with respect to the beneficial ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2012:

| Reporting Persons | Shares Held Directly (1) | Sole Voting Power | Shared Voting Power (1) | Sole Dispositive Power | Shared Dispositive Power (1) | Beneficial Ownership (1) | Percentage of Class (1, 3) |
|-------------------|--------------------------|-------------------|-------------------------|------------------------|------------------------------|--------------------------|----------------------------|
| IVP XII | 30,821,155 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| IVM XII (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| Chaffee (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| Fogelsong (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| Harrick (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| Miller (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |
| Phelps (2) | 0 | 0 | 30,821,155 | 0 | 30,821,155 | 30,821,155 | 5.2% |

(1) Represents the number of shares of Class A Common Stock held by IVP XII.

(2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII and has sole voting and investment control over the shares owned by IVP XII and may be deemed to own beneficially the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. The Managing Directors own no securities of the Issuer directly.

(3) Based on 594,062,218 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2012, as reported by the Issuer to the Reporting Person.

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.

10.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 13, 2013

INSTITUTIONAL VENTURE PARTNERS XII, L.P.

By: Institutional Venture Management XII, LLC
Its: General Partner

By: /s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XII, LLC

By: /s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Norman A. Fogelsong

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for J. Sanford Miller

/s/ Melanie Chladek
Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps

Exhibit(s):

A: Joint Filing Statement