

ZYNGA INC  
Form SC 13G/A  
February 14, 2013

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

## **SCHEDULE 13G/A**

**(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 RULE 13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 1)**

**Zynga Inc.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.00000625 per share**

**(Title of Class of Securities)**

**98986T108**

**(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)

## 1 NAME OF REPORTING PERSONS

2 DST Investments 5 Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) "

3 (b) "  
SEC USE ONLY

## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands  
5 SOLE VOTING POWER

## NUMBER OF

SHARES 18,713,799  
6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON 18,713,799  
8 SHARED DISPOSITIVE POWER  
WITH

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,713,799  
10 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

12 3.2%  
TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

**SCHEDULE 13G/A**

This Amendment No. 1 to Schedule 13G is being filed on behalf of DST Investments 5 Ltd., a British Virgin Islands exempted company (the Reporting Person ) to amend the Schedule 13G originally filed by the Reporting Person with the Securities and Exchange Commission on March 27, 2012 (the Original 13G ). This Amendment relates to Class A common stock, par value \$0.00000625 per share (the Class A Common Stock ) of Zynga Inc. (the Issuer ), purchased by the Reporting Person.

**Item 4      Ownership.**

Item 4 of the Original 13G is amended and restated to read as follows:

- (a)      The Reporting Person is the beneficial owner of 18,713,799 shares of the Class A Common Stock.
  
- (b)      The Reporting Person is the beneficial owners of 3.2% of the outstanding shares of the Class A Common Stock. This percentage was determined by dividing the 18,713,799 shares of Class A Common Stock the Reporting Person beneficially owns by 583,862,093, which is the number of shares of Class A Common Stock issued and outstanding as of October 15, 2012 according to the Issuer's Form 10-Q filed on October 26, 2012 with the Securities and Exchange Commission.
  
- (c)      The Reporting Person has the sole power to vote and dispose of the 18,713,799 shares of Class A Common Stock it beneficially owns.

**Item 5      Ownership of Five Percent or Less of a Class.**

Item 5 of the Original 13G is amended and restated to read as follows:

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 5 percent of the class of securities, check the following: x

**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 14, 2013

DST INVESTMENTS 5 LTD.

By: /s/ Brett Armitage  
Name: Brett Armitage  
Title: Director

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